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RATNAVEER

RATNAVEER PRECISION ENGINEERING LIMITED
(FORMERLY KNOWN AS RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

DRAFT RED HERRING PROSPECTUS
Please read section 32 of the Companies Act, 2013
Dated January 26, 2023
100% Book Built Offer

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.	Prerana Rajeshbhai Trivedi <i>Company Secretary and Compliance Officer</i>	Email: cs@ratnaveer.com Telephone: +91 8487878075	www.ratnaveer.com

THE PROMOTER OF OUR COMPANY IS VIJAY RAMANLAL SANGHAVI

DETAILS OF THE OFFER

Type	Fresh Issue Size	Offer For Sale Size	Total Offer Size	Eligibility And Reservations Among QIBS, NIIS, & RIBS
Fresh Issue and Offer for Sale	Up to 15,300,000 Equity Shares aggregating up to ₹ [●] Million	Up to 2,100,000 Equity Shares aggregating upto ₹ [●] Million	Up to ₹ [●] Million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIIs, RIBs, see “Offer Structure” on page 356.

OFFER FOR SALE

Name of Promoter Selling Shareholder	Type	No. of Equity Shares Offered	Weighted Average Price Per Equity Share (In ₹)*
Vijay Ramanlal Sanghavi	Promoter	Up to 2,100,000 Equity Shares	Nil

*As certified by M/s. Pankaj R. Shah & Associates by way of their certificate dated January 25, 2023.

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and the Offer Price, to be determined by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Offer Price” on page 118 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 32.


ISSUER’S AND THE PROMOTER SELLING SHAREHOLDER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Promoter Selling Shareholder accept responsibility for and confirm only such statements specifically made or confirmed by themselves in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and the Offered Shares in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited and National Stock Exchange of India Limited. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER

	Name	Contact Person	Email and Telephone
	Unistone Capital Private Limited	Mr. Brijesh Parekh	Tel: +91 9820057533 E-mail: mb@unistonecapital.com

REGISTRAR TO THE OFFER

Name of the Registrar	Contact Person	Email and Telephone
Link Intime India Private Limited	Mr. Shanti Gopalkrishnan	E-mail: ratnaveerprecision.ipo@linkintime.co.in Telephone: +91 8108114949

BID/ OFFER SCHEDULE

ANCHOR INVESTOR BID/ OFFER PERIOD	[●] ⁽¹⁾	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON	[●] ⁽²⁾
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(1) Our Company and the Promoter 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 Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.

(2) Our Company and the Promoter Selling Shareholder may, 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.



RATNAVEER PRECISION ENGINEERING LIMITED
(FORMERLY KNOWN AS RATNAVEER METALS LIMITED)

Our Company was incorporated under the provisions of the Companies Act, 1956 as "Ratnaveer Stainless Products Private Limited" on February 20, 2002, as a private limited company vide Certificate of Incorporation issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Subsequently the name of our Company was changed to "Ratnaveer Metals Private Limited" vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on May 28, 2018, and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Ahmedabad on May 30, 2018. Pursuant to the conversion of our Company into a public limited company the name was changed to "Ratnaveer Metals Limited" vide Special Resolution passed by the shareholders of our Company at the Annual General Meeting held on September 27, 2018 and a fresh Certificate of Incorporation dated October 11, 2018 was issued by the RoC – Ahmedabad. Further, the name of our Company was changed to "Ratnaveer Precision Engineering Limited" vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on October 12, 2022, and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Ahmedabad on November 01, 2022. For details in relation to the change in our Registered and Corporate Office of our Company, see "History and Certain Corporate Matters" beginning on page 203.

Registered Office: Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India. **Telephone:** +91 8487878075;
Contact Person: Prerana Rajeshbhai Trivedi, Company Secretary and Compliance Officer; **E-mail:** cs@ratnaveer.com; **Website:** www.ratnaveer.com
Corporate Identity Number: U27108GJ2002PLC040488

PROMOTER OF THE COMPANY: VIJAY RAMANLAL SANGHAVI

INITIAL PUBLIC OFFER OF UP TO 17,400,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RATNAVEER PRECISION ENGINEERING LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION COMPRISING A FRESH ISSUE OF UP TO 15,300,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 2,100,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY OUR PROMOTER SELLING SHAREHOLDER AND SUCH EQUITY SHARES OFFERED BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFERED SHARES" (SUCH OFFER BY EACH OF THE PROMOTER SELLING SHAREHOLDER, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"), THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE FULLY-DILUTED 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 PROMOTER SELLING SHAREHOLDER, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] AND ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER AND HINDI DAILY NEWSPAPER, AND [●] EDITIONS OF THE GUJARATI REGIONAL NEWSPAPER (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE"), AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

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 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, 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 Exchanges, by issuing a public notice, and also by indicating the change on the respective websites 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 Bank, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB Portion"), provided that our Company in consultation with the Book Running Lead Manager may allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis. 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 or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the 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 allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts and UPI ID (in case of RIIs using UPI mechanism), if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 360.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10. The Floor Price, Cap Price and Offer Price to be determined and justified by our Company and the Promoter Selling Shareholder 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 "Basis for Offer Price" beginning on page 118 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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 neither been recommended, nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" beginning on page 32.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Promoter Selling Shareholder, accept responsibility for and confirm only statements expressly made by them in this Draft Red Herring Prospectus solely in relation to themselves and the Offered Shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE Limited and National Stock Exchange of India Limited for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited. A copy of the Red Herring Prospectus and the Prospectus shall be delivered to the Registrar of Companies, Ahmedabad ("RoC") for filing in accordance under Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of this Draft Red Herring Prospectus up to the Bid/ Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 423.

BOOK RUNNING LEAD MANAGERS



UNISTONE CAPITAL PRIVATE LIMITED
A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059, India.
Telephone: +91 9820057533
Email: mb@unistonecapital.com
Investor grievance email: compliance@unistonecapital.com
Contact Person: Mr. Brijesh Parekh
Website: www.unistonecapital.com
SEBI registration number: INM000012449
CIN: U65999MH2019PTC330850

REGISTRAR TO THE OFFER



LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West Mumbai 400 083, Maharashtra, India
Telephone: +91 8108114949
Facsimile: +91 22 49186195
Email: ratnaveerprecision ipo@linkintime.co.in
Investor grievance email: ratnaveerprecision ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI Registration Number: INR000004058
CIN: U67190MH1999PTC118368

BID/ OFFER PROGRAMME

ANCHOR INVESTOR BID/ OFFER PERIOD	[●] ⁽¹⁾	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSES ON	[●] ⁽²⁾
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1) Our Company and the Promoter Selling Shareholder shall, 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.

2) Our Company and the Promoter Selling Shareholder may, 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.

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SECTION I –GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations framed thereunder. Notwithstanding the foregoing, the terms used in “Industry Overview”, “Key Regulations and Policies”, “Statement of Possible Special Tax Benefits”, “Restated Financial Statements”, “Basis for Offer Price”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of Articles of Association” beginning on pages 132, 196, 127, 234, 118, 325, 360 and 384 respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Company Related Terms

Term	Description
“Articles of Association” or “AoA”	Articles of association of our Company, as amended
Audit Committee	Audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in “Our Management” on page 209
“Auditors” or “Statutory Auditors”	M/s. Pankaj R. Shah & Associates, the statutory auditors of our Company
“Board” or “Board of Directors”	Board of directors of our Company or a duly constituted committee thereof
Chairman and Managing Director	The Chairman and Managing Director of our Company, Mr. Vijay Ramanlal Sanghavi
Chief Financial Officer/ CFO	Chief financial officer of our Company, Mr. Vijay Ramanlal Sanghavi
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, Ms. Prerana Rajeshbhai Trivedi
Director(s)	Director(s) on our Board
“D&B Report”	The Industry Report titled “Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes” dated January 2023 prepared and issued by Dun & Bradstreet (“D&B”)
Equity Shares	Equity shares of face value of ₹10/- each of our Company
Executive Director(s)	Executive director(s) on our Board
Independent Director(s)	Independent director(s) on our Board

Term	Description
“Key Managerial Personnel” or “KMP”	Key managerial personnel of our Company shall have the meaning as set out under Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in “Our Management – Key Managerial Personnel” on page 225 on this DRHP
KPI(s)	Key Performance Indicator(s)
Managing Director	Managing director of our Company, Mr. Vijay Ramanlal Sanghavi
“Memorandum of Association” or “MoA”	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in “Our Management” on page 209
Promoter	The promoter of our Company, namely Mr. Vijay Ramanlal Sanghavi. For details, see “Our Promoter and Promoter Group” on page 228
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “Our Promoter and Promoter Group” on page 228
Registered Office	The registered office of our Company situated at Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.
“Registrar of Companies” or “RoC”	Registrar of Companies, Ahmedabad, Gujarat
Restated Financial Statements	Restated Financial Statements which comprise the Balance Sheet as restated as at 31st August 2022, 31 March, 2022, 31 March 2021 and 31 March 2020, the Statement of Profit and Loss as restated for the period ended 31st August 2022, for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 the Statement of Cash Flows as restated as at 31st August 2022, for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 and the Statement of Changes in Equity as restated for the years ended as on that dates, and accounting policies and other explanatory information prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013. The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020.
Promoter Selling Shareholder / Selling Shareholder	Mr. Vijay Ramanlal Sanghavi
Shareholders	Shareholders of our Company from time to time
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in “Our Management” on page 209
Unit 1/ Unit I	Our production facility situated at Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.
Unit 2/ Unit II	Our production facility situated at Plot no. E-120, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.

Term	Description
Unit 3/ Unit III	Our production facility situated at Plot no. 548/549, G.I.D.C., Waghodia, Vadodara – 390019, Gujarat, India.
Unit 4/ Unit IV	Our production facility situated at Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440, Gujarat, India.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
“Allot” or “Allotment” or “Allotted”	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the respective portion of the Offered Shares pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who had Bid for an amount of at least ₹100 Million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which 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 the Promoter Selling Shareholder in consultation with the Book Running Lead Manager
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager, 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 accordance with the SEBI ICDR Regulations

Term	Description
Application Supported by Blocked Amount” or “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 ASBA Account and includes applications made by RIBs using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
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 an RIB which was blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, which shall be used by ASBA Bidders to submit Bids and shall be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer as described in “Offer Procedure” beginning on page 360
Bid	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. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, and [●] editions of the Gujarati regional newspaper (Gujarati being the regional language of Gujarat), where our Registered Office is located, each with wide circulation.</p> <p>Our Company and the Promoter 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. In case of any revision, the extended Bid/ Offer Closing Date shall also be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and</p>

Term	Description
	communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date will be published, as required under the SEBI ICDR Regulations
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, and [●] editions of the Gujarati regional newspaper (Gujarati being the regional language of Gujarat), where our Registered Office is located, each with wide circulation
Bid/ Offer Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period shall be kept open for a minimum of three Working Days.</p> <p>Our Company and the Promoter 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</p>
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
Bidding Centres	The centres at which the Designated Intermediaries accepted the Bid cum Application Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“BookRunning Lead Manager” or “BRLM” or “Lead Manager”	The book running lead manager to the Offer, namely, Unistone Capital Private Limited
Broker Centres	<p>The broker centres notified by the Stock Exchanges where Bidders could submit the ASBA Forms to a Registered Broker.</p> <p>The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)</p>
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who will be allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	The higher end of the Price Band, above which the Offer Price and the 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

Term	Description
Cash Escrow and Sponsor Bank Agreement	Agreement dated [●] entered amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, the Banker(s) to the Offer and Registrar to the Offer for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
“Collecting Depository Participant” or “CDP”	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time
Cut-off Price	The Offer Price, finalised by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut- off Price
Demographic Details	Details of the Bidders including the Bidders’ address, name of the Bidders’ father/ husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which was available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders 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 (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which funds from the Escrow Account(s) are transferred to the Public Offer Account(s) or the Refund Account(s), as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/ or are unblocked, as applicable, in terms of the Red Herring Prospectus and Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares may be Allotted to successful Bidders in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) 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 RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, Registered Brokers, CDPs, SCSBs and RTAs.

Term	Description
	In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders could submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Stock Exchange	The National Stock Exchange of India Limited
“Draft Red Herring Prospectus” or “DRHP”	This draft red herring prospectus dated January 26, 2023 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 addenda or corrigenda thereto
Eligible FPI(s)	FPI(s) that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI(s)	NRI(s) from 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 will constitute an invitation to subscribe to or to purchase the Equity Shares
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
Escrow Collection Bank	Bank(s) which are clearing member(s) and registered with SEBI as banker(s) to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder or Sole Bidder	Bidder 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	Lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of 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
Fresh Issue	Fresh issue of up to 15,300,000 Equity Shares aggregating to ₹ [●] Million by our Company
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
“General Information Document” or “GID”	The General Information Document for investing in public offers, prepared and issued by SEBI, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Monitoring Agency	[●]
Monitoring Agency Agreement	Agreement dated [●], entered between our Company and the Monitoring Agency

Term	Description
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares which shall be made available for allocation to Mutual Funds only, subject to valid Bids having been received at or above the Offer Price
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see " <i>Objects of the Offer</i> " beginning on page 109
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
"Non-Institutional Bidders" or "Non-Institutional Investors"	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000/- (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares which will be made available for allocation on a proportionate basis to Non-Institutional Investors, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids having been received at or above the Offer Price
Non-Resident	Person resident outside India, as defined under FEMA and includes a non-resident Indian, FVCIs and FPIs
Offer/ Net Offer	Initial public offer of up to 17,400,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Million. The Offer comprises of a Fresh Issue of up to 15,300,000 Equity Shares aggregating to ₹ [●] Million and an Offer for Sale of up to 2,100,000 Equity Shares aggregating to ₹ [●] Million
Offer Agreement	Agreement dated January 23, 2023 entered amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of upto 2,100,000 Equity Shares aggregating to ₹ [●] Million by the Promoter Selling Shareholder in the Offer
Offer Price	<p>The final price 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, which was decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus and the Prospectus.</p> <p>The Offer Price was decided by our Company and each of the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus and the Prospectus.</p>
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 Promoter Selling Shareholder, net of respective portion of the Offer related expenses.

Term	Description
	For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” beginning on page 109
Offered Shares	Up to 2,100,000 Equity Shares aggregating to ₹ [●] Million being offered by the Promoter Selling Shareholder in the Offer for Sale
Price Band	<p>Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price).</p> <p>The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Promoter Selling Shareholder 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 [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of the Gujarati regional newspaper (Gujarati being the regional language of Gujarat where our Registered Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites</p>
Pricing Date	The date on which our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Bank account to be opened with the Public Offer Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Offer Account will be opened, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of [●] Equity Shares which shall be available for allotment to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
“Qualified Institutional Buyers” or “QIBs” or “QIB Bidders”	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
“Red Herring Prospectus” or “RHP”	Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda and corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the prospectus upon filing with the RoC after the Pricing Date
Refund Account	Account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made

Term	Description
Refund Bank	Banker(s) to the Offer and with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated December 22, 2022 entered by and amongst our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer
“Registrar and Share Transfer Agents” or “RTAs”	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
“Registrar to the Offer” or “Registrar”	Link Intime India Private Limited
“Retail Individual Bidder(s)” or “RIB(s)”	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000/- in any of the bidding options in the Offer (including HUFs who applied through their Karta and Eligible NRIs)
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids having been received at or above the Offer Price)
Revision Form	<p>Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.</p> <p>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date</p>
Self-Certified Syndicate Bank(s) or SCSB(s)	<p>The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RII using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.</p> <p>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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) 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</p>

Term	Description
	<p>https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism could apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time</p>
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement to be entered amongst our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the respective portion of Offered Shares by each of the Promoter Selling Shareholder and credit of such Offered Shares to the demat account of the Allottees in accordance with the Basis of Allotment
SMS	Short Messaging Service
Specified Locations	Bidding Centres where the Syndicate could accept Bid cum Application Forms
Sponsor Bank	[●], being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Syndicate Agreement	Agreement dated [●] to be entered amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, the Registrar and the Syndicate Members, in relation to collection of Bids by the Syndicate
Syndicate Member	Intermediary registered with the Board and who is permitted to accept bids, applications and place orders with respect to the issue and carry on the activity as an underwriter; namely, [●]
Underwriters	Being [●]
Underwriting Agreement	Agreement dated [●] to be entered amongst our Company, the Promoter Selling Shareholder and the Underwriters on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	<p>Collectively, individual investors who applied as (i) Retail Individual Bidders in the Retail Category, and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Category, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents.</p> <p>Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 are required to use the UPI</p>

Term	Description
	Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, March 2021 Circular, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, June 2021, April 5, 2022 Circular, April 20, 2022 Circular, May 30, 2022 Circular along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no.20220722-30 dated July 22, 2022 and reference no.20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Investor	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion, and (ii) Non-Institutional Investors with an application size of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to the April 5, 2022 Circular, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)

Term	Description
UPI Mandate Request	<p>A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.</p>
UPI Mechanism	The bidding mechanism that was used by RIBs in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Waiver letters	Collectively, letters dated March 31, 2009, August 19, 2010, August 31, 2011, June 30, 2012, June 29, 2013, May 21, 2014, June 30, 2015, August 08, 2016, September 15, 2017, August 23, 2018, July 01, 2019, June 27, 2020, September 01, 2021 and July 01, 2022 issued by our Promoter to our Company waiving his right to claim 0% coupon on Non-cumulative Preference Shares
Wilful Defaulter or Fraudulent Borrower	Wilful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business provided however, with reference to (a) announcement of Price Band and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Technical/ Industry Related Terms or Abbreviations

Term	Description
ABC	Architecture, building & construction
Alstom	Alstom Transport India Limited
ART	Automotive, railway & transport
BEML	BEML Limited
Bombardier	Bombardier Transportation India Private Limited

Term	Description
CAGR	Compounded Annual Growth Rate (as a %): $(\text{End Year Value} / \text{Base Year Value})^{1/\text{No. of years between Base year and End year}} - 1$ [^ denotes 'raised to']
Capital Employed	Capital employed is calculated as total assets less current liabilities, plus borrowings under current liabilities, current maturities of long-term debts and lease liabilities under current liabilities
CAPEXIL	Chemicals and Allied Products Export Promotion Council
CARO	Companies Auditor's Report Order, 2020
CFM	Centrifugal Finishing Machine
CWIP	Capital work-in-progress
Debt to Equity	Debt to equity is calculated as borrowings under non-current liabilities plus current maturities of long-term debts plus borrowings under current liabilities, divided by total equity
DG Set(s)	Diesel generator set(s)
EBITDA	EBITDA is calculated as restated profit for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income
EBITDA Margin	EBITDA Margin is the percentage of EBITDA divided by revenue from operations
GIDC/G.I.D.C.	Gujarat Industrial Development Corporation
Gross Margin	Gross Margin is calculated as revenue from operations less Material Cost
GSM	Grams per square meter
HVAC	Heating, ventilation, and air conditioning
ISO	International Organization for Standardization
ITES	Information Technology Enabled Services
mm./ M.M./m.m.	MM/ Millimetres
MRP	Maximum Retail Price
MT	Metric tonnes
MTPA	Metric tonnes per annum
Non- Measure(s)	GAAP Non-GAAP measures comprises EBIT, EBITDA, EBITDA Margin, Gross Margin, Other Operating Expenses, Capital Employed, Return on Capital Employed, Return on Equity, Debt to Equity, PAT Margin, CAGR and others
NPS	Nominal Pipe Size
NSF	National Sanitation Foundation
Other Operating Expenses	Other operating expenses is calculated as other expenses less freight and forwarding charges and advertisement and sales promotion expenses.
PAT Margin	PAT Margin is calculated as restated profit for the year/ period divided by total income, represented as a percentage.
P&M	Plant and machinery
PPE	Property, plant and equipment
R&D	Research and development
RONW	Return on net worth

Term	Description
ROCE	Return on Capital Employed is calculated as EBIT divided by Capital Employed
ROE	Return on equity is calculated as restated profit for the year/ period divided by total equity
ROU	Right to use assets
Titagarh	Titagarh Wagon Limited
SEZ	Special Economic Zone
SKU/SKUs	Stock keeping unit(s)
Sq.Ft./ sqft/ sq. ft.	Square feet
Sq.M/ sqm/ sq. mtr.	Square meters
SS/S.S.	Stainless Steel
Total Borrowings	Total borrowings is calculated as borrowings under non-current liabilities, plus current maturities of long-term debts, plus borrowings under current liabilities

Conventional and General Terms or Abbreviations

Term	Description
₹/ Rs./ Rupees/ INR	Indian Rupees
A/c	Account
Adv. Est.	Advance Estimates
AIFs	Alternative Investments Funds
AGM	Annual general meeting
B2B	Business to business
BSE	BSE Limited
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 2013 and Companies Act, 1956, as applicable
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have an effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections by the Ministry of Corporate Affairs, Government of India as of the date of this Draft Red Herring Prospectus, along with the relevant rules made thereunder

Term	Description
COVID-19	Coronavirus disease 2019, a respiratory illness caused by the Novel Coronavirus and a public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CSR	Corporate Social Responsibility
CST	Central Sales Tax
Demat	Dematerialised
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
Dist./Dist	District
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion)
DP/ Depository Participant	Depository participant as defined under the Depositories Act
DRT	Debt Recovery Tribunal
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
ERP	Enterprise resource planning
Est.	Estimated
EU	European Union
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations there under
FEMA Non-debt Instruments Rules/ FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FEMA Regulations	The Foreign Exchange Management (Non Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non Debt Instruments) Regulations, 2019 and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable
Financial Year/ Fiscal/Fiscal FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First information report
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations

Term	Description
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
FZE	Free Zone Establishment
GAAR	General Anti-Avoidance Rules
Gazette	Gazette of India
GDP	Gross domestic product
GFCF	Gross fixed capital formation
GoI or Government or Central Government	Government of India
GST	Goods and services tax
GVA	Gross value added
HNI	High Net worth Individual
H.R./HR	Human Resources
HUF	Hindu undivided family
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian IGAAP	Accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules 2006 and the Companies (Accounts) Rules, 2014 in so far as they apply to our Company, as amended
IPC	The Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act, 1961
MCA	Ministry of Corporate Affairs
MICR	Magnetic Ink Character Recognition
Mn/ mn	Million
m-o-m	Month on Month
MOSPI	The Ministry of Statistics and Programme Implementation
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N/A/ N.A./ NA	Not applicable

Term	Description
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
No(s).	Number(s)
Novel Coronavirus	Severe acute respiratory syndrome coronavirus 2, a strain of coronavirus that causes coronavirus disease 2019, a respiratory illness.
NPCI	National Payments Corporation of India
NRE Account	Non-resident external rupee account
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India 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 beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit after tax
P/E	Price/earnings
P/E Ratio	Price to Earnings ratio
PFCE	Private Final Consumption Expenditure
RVAT	Rajasthan Value Added Tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SAP	Systems, Applications & Products in Data Processing
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulations	AIF Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

Term	Description
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
U.K./UK	United Kingdom
U.A.E./ UAE	United Arab Emirates
U.S. Securities Act	U.S. Securities Act of 1933
U.S./USA/United States	United States of America
USD or US\$	United States Dollars
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
WPI	Wholesale Price Index
y-o-y	Year on Year

CURRENCY CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GOI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references to the “U.S.”, “US”, “U.S.A” or “United States” are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Unless the context requires otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless otherwise stated or context requires otherwise, the financial information and financial ratios included in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements as at and for the period ended August 31, 2022, for the Fiscals 2020, 2021 and 2022, prepared in accordance with Ind AS.

The restated financial statements of the Company and in the periods applicable, comprising the restated balance sheet as at March 31, 2022, March 31, 2021 and March 31, 2020, and for the period ended August 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the years ended March 31, 2022, March 31, 2021 and March 31, 2020, and for the period ended August 31, 2022, and the statement of significant accounting policies, and other explanatory information relating to such financial periods (“Restated Financial Statements”) prepared in accordance with Ind AS specified under Section 133 of the Companies Act 2013, the Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019), issued by the ICAI. For further information, see “*Financial Information*” beginning on page 234 of this DRHP.

Our Company’s Financial Year commences on April 01st and ends on March 31st of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period ended on March 31st of that particular year.

Non-GAAP Measures

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any

reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS, Indian GAAP and other accounting principles, see Risk Factor No. 68 “ – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.” beginning on page 65 of this DRHP.

Unless the context requires otherwise, any percentage amounts (excluding certain operational metrics), as set forth in “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 32, 175 and 303 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Currency and Units of Presentation

All references to “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and “USD” or “US\$” are to United States Dollar, the official currency of the United States. Except otherwise specified, our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units. In this regard, please note: (a) One million is equal to 1,000,000/10 lakhs; and (b) 10 million is equal to 10,000,000/100 lakhs/ one crore (c) 1 billion is equal to 1,000,000,000/ 100 crore.

However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals, including percentage figures, have been rounded off to the second decimal.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the US\$:

<i>(in ₹)</i>				
Currency	For the period ended August 31, 2022	As on March 31, 2022	As on March 31, 2021	As on March 31, 2020
US\$*	79.72	75.81	73.50	75.39

*Source: www.rbi.org.in and www.fbil.org.in

In case the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as various industry publications and sources. These publications typically state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be made based on such information. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable.

Certain information in the sections entitled “Summary of the Offer Document”, “Industry Overview” and “Our Business” on pages 26, 132 and 176, respectively of this Draft Red Herring Prospectus has been obtained from the report titled “Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes” dated January, 2022 prepared by Dun & Bradstreet which has issued the following disclaimer:

This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet (“Dun & Bradstreet”) and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Dun & Bradstreet has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

The recipient should conduct its own investigation and analysis of all facts and information contained in this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

The extent to which the market and industry data used in this DRHP 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.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors including those discussed in chapter titled “Risk Factors” on page 32 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI Regulations, we have included in the chapter “*Basis for Offer Price*” on page 118, information pertaining to the peer company of our Company. Such information has been derived from publicly available data of the peer company. Accordingly, no investment decision should be made solely on the basis of such information. 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. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in “*Risk Factors*” beginning on page 32 of this Draft Red Herring Prospectus.

FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that may vary, some or all of which could cause actual results to differ materially from those contemplated by the relevant forward- looking statement. All statements in this DRHP that are not statements of historical fact are ‘forward – looking statements’.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

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

1. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
2. Uncertainty of the continuing impact of the COVID-19 pandemic on our business and operations;
3. Engagement in a highly competitive business and a failure to effectively compete;
4. Inability to identify or effectively respond to evolving preferences, expectations or trends in a timely manner, and a failure to derive the desired benefits from our product development efforts;
5. Changes in technology and our ability to manage any disruption or failure of our technology systems;
6. Our ability to attract and retain qualified personnel;
7. Changes in political and social conditions in India, the monetary and interest rate policies, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
8. The performance of the financial markets in India and globally;
9. Market fluctuations and industry dynamics beyond our control;
10. Changes in foreign exchange rates or other rates or prices;
11. Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
12. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
13. Termination of clients/ works contracts without cause and with little or no notice or penalty;
14. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or non- compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

For details regarding factors that could cause the actual results to differ from the expectations, please refer to the chapter titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 32, 175 and 303 respectively of

this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this DRHP and are not a guarantee of future performance. These statements are based on the 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. Our Company, our Directors, the Promoter Selling Shareholder, members of the Syndicate or any of their respective affiliates or advisors do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI ICDR Regulations, our Company and the BRLM will ensure that investors in India are informed of material developments from the date of the Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the Offer.

In accordance with requirements of SEBI and as prescribed under applicable law, the Promoter Selling Shareholder shall ensure that the Bidders in India are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by them in relation to themselves and the Offered Shares in this DRHP until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by each of the Promoter Selling Shareholder in this DRHP shall be deemed to be statements and undertakings made by the Promoter Selling Shareholder.

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “Objects of the Offer”, “Our Business”, “Industry Overview”, “Financial Information”, “Outstanding Litigation and Material Developments”, “Main Provisions of Articles of Association” and “Offer Procedure” beginning on pages 32, 109, 175, 132, 234, 325, 384 and 360, respectively.

Primary business of our Company

Ratnaveer Precision Engineering Limited is a stainless steel (“SS”) product manufacturer focused on producing finished sheets, washers, solar roofing hooks, pipes and tubes. Stainless steel is a value-added product with high corrosion resistant properties. Higher levels of chromium and additions of other alloy elements enhance the corrosion resistance. Compared to traditional steel, stainless-steel has higher resistance to corrosion, superior aesthetic finish and higher life span. These features have helped in increasing the popularity of stainless-steel across the world.

Industry in which our Company operates

Since 2000, steel production in the country has seen a phenomenal increase as the sector witnessed high investments in capacity addition as well as technology up-gradation. According to World Steel Association (WSA), India produced 118.13 Mn tons of crude steel in CY 2021 and accounted for 6.1% share in global crude steel production. According to WSA’s September 2022 update, India produced approximately 93.3 Mn tons of steel during January – September 2022 period, which nearly 6.4% higher than same period previous year. Unless there are no major disruptions, Indian steel industry would end the year with approximately 124 Mn tons of crude steel. In 2021, India’s crude steel production registered a robust y-o-y growth of 18% against 10% contraction in the previous year while it grew at a CAGR of 4% between 2017-21. Presence of such a vast primary steel manufacturing infrastructure coupled with the low-cost worker has also helped in the growth of secondary and finished steel products. On consumption side, India is also the second largest consumer of finished steel. The emergence of a middle-class consumer segment has altered the consumption landscape in India.

Promoter of our Company

The Promoter of our Company is Mr. Vijay Ramanlal Sanghavi.

Size of the Offer

Offer	Up to 17,400,000 Equity Shares aggregating to ₹ [●] Million
<i>of which</i>	
Fresh Issue ⁽¹⁾	Up to 15,300,000 Equity Shares aggregating to ₹ [●] Million
Offer for Sale ⁽¹⁾⁽²⁾	Up to 2,100,000 Equity Shares aggregating to ₹ [●] Million by the Promoter Selling Shareholder

(1) The Offer has been authorized by resolution of our Board dated November 16, 2022 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated November 23, 2022.

(2) The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus with the SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has consented to participate in the Offer for Sale pursuant to their consent letters dated November 15, 2022. For details of authorizations received for the Offer for Sale, see “Other Regulatory and Statutory Disclosures” on page 335.

Objects of the Offer

The proceeds of the Offer are to be utilized for financing the following objects:

(₹ in Million)

Particulars	Total estimated cost	Amount already deployed	Amount proposed to be funded from the Net Proceeds	Estimated deployment of Net Proceeds	
				FY 2024	FY 2025
Funding working capital requirements of our Company	850.00	-	850.00	550.00	300.00
General corporate purposes	[●]	-	[●]	[●]	[●]
Total	[●]	-	[●]	[●]	[●]

Aggregate pre-Offer shareholding of the Promoter and Promoter Group members

Category	Number of Equity Shares held	Percentage of pre-Offer paid up capital (%)
Promoter	29,008,000	83.60
Promoter Group	937,576	2.70

Financial Information

The following table sets forth summary financial information derived from the Restated Financial Statements as at August 31, 2022 and for the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020, prepared in accordance with Ind AS and the Companies Act:

(₹ in Million)

Particulars	For five month ended August 31, 2022	For the Fiscal		
		2022	2021	2020
Share Capital	42.62	42.62	42.62	42.62
Net Worth	750.33	661.07	564.82	510.66
Total Income	1,699.06	4,284.72	3,640.51	2,989.35
Profit/ (loss) after tax	89.25	95.35	54.62	71.95
Basic and Diluted EPS (in Rs.)	21.93	23.43	13.41	17.68
Net asset value per share (in Rs.)	121.80	131.42	112.17	103.66
Total borrowings	2,039.94	1,907.27	1,507.60	1,397.04

The Restated Financial Statements as at August 31, 2022 and for the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020 referred to above are presented under “Financial Information” on page 234 of this Draft Red Herring Prospectus.

Auditor Qualifications which have not been given effect to in the restated Financial Statements

No reservations, qualifications and adverse remarks have been made by our Auditors in their reports which have not been given effect to in the Restated Financial Statements.

Outstanding Litigations

A summary of outstanding legal proceedings involving our Company, Directors and Promoter as on the date of this Draft Red Herring Prospectus is provided below:

Name of the Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoter	Material civil litigations	Aggregate amount involved (INR in Million)*
Company						
By the Company	1	-	-	-	1	48.06
Against the Company	-	22	4	-	1	178.43
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	1	-	-	-	0.06
Promoter						
By the Promoter	-	-	-	-	-	-
Against the Promoter	-	5	-	-	-	1.28

**To the extent quantifiable*

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Draft Red Herring Prospectus. For further details regarding these legal proceedings, please refer to chapter titled “*Outstanding Litigations and Material Developments*” on page 325 of this Draft Red Herring Prospectus.

Risk Factors

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Red Herring Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below 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. The section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. For further details, please refer to chapter titled “*Risk Factors*” on page 32 of this Draft Red Herring Prospectus.

Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arise from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

As at August 31, 2022, our Company had the following contingent liabilities:

I. Contingent Liabilities

<i>(₹ in Million)</i>		
Sr. No.	Particulars	As at August 31, 2022
1.	Income tax	101.11
2.	Sales tax	26.07
3.	CESTAT	17.05
4.	Civil	1.28
	Total	145.51

II. Commitments

<i>(₹ in Million)</i>		
Sr. No.	Particulars	As at August 31, 2022
1.	Estimated value of contracts in capital account remaining to be executed	9.57
	Total	9.57

- i. It is not practical for the company to estimate the timing of cash outflows, if any, respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgement/decisions pending with various forums/authorities.
- ii. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities applicable, in its financial statements.

For further details, please see the “*Note 36 – Restated Contingent Liabilities and Capital Commitments*” under the chapter “*Restated Financial Statements*” on page 278 of this Draft Red Herring Prospectus.

Related Party Transactions

Following are the details of related party transactions for the as at August 31, 2022 and Fiscals 2020, 2021 and 2022 as disclosed in the Restated Financial Statements:

Details of Transaction Entered during the year	As at August 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<u>1. Loan Transactions</u>				
Loan Taken from				
Vijay Sanghavi	42.40	97.03	122.04	774.98
Loan Repaid to				
Vijay Sanghavi	36.25	83.13	157.34	703.04
<u>2. Expenses</u>				
2.1 Interest Expenses				
Vijay Sanghavi	-	8.89	7.62	5.30
2.2 Directors’ Remuneration				
Vijay Sanghavi	2.25	5.40	5.40	5.40
Babulal Chaplot	0.35	0.84	0.81	0.83

Details of Transaction Entered during the year	As at August 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
2.3 Employees Benefit Expenses				
Seema Sanghavi	0.75	1.50	1.50	1.50
Briyanshi Sanghavi	0.10	0.20	-	-
2.4 Rent Paid				
Vijay Sanghavi	0.25	0.60	0.60	0.60
Seema Sanghavi	0.25	0.60	0.60	0.60
Ratnaveer Industries	3.00	7.20	7.20	7.20
Vijay Sanghavi HUF	0.13	0.30	0.30	0.30

Compensation of Key Managerial Personnel of the Company

Details of Transaction Entered during the year	As at August 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Short Term Employee Benefit	3.45	7.94	7.71	7.73
Director's Sitting Fees	0.00	0.00	0.00	0.00
Post employment benefits	-	-	-	-
Termination benefits	-	-	-	-
Share Based Payments	-	-	-	-

For details of related party transactions of our Company, as per the requirements under Ind AS 24 'Related Party Disclosures' for the Financial Years ended March 31, 2020, March 31, 2021 and March 31, 2022, please see "Note 44 – Related Party Transactions" under the chapter "Restated Financial Statements" beginning on page 295 of this Draft Red Herring Prospectus.

Financing Arrangements

There have been no financing arrangements whereby the Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Draft Red Herring Prospectus.

Weighted Average Price

The weighted average price at which Equity Shares were acquired by our Promoter Selling Shareholder in the last one year is set forth in the table below:

Name of Promoter Selling Shareholder	No. of Equity Shares acquired in last one year from the date of this DRHP	Weighted Average Price (in ₹)
Mr. Vijay Ramanlal Sanghavi	29,008,000	Nil

Average Cost of Acquisition

The average cost of acquisition per Equity Share by our Promoter is set forth in the table below:

Name of Promoter	No. of Equity Shares held	Average cost of acquisition (in ₹)
Mr. Vijay Ramanlal Sanghavi	29,008,000	Nil

Pre- IPO Placement

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

Issue of Equity Shares for consideration other than cash in the last one year

Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 89 of this Draft Red Herring Prospectus, our Company has not issued Equity Shares for consideration other than cash during the last one year immediately preceding the date of filing the Draft Red Herring Prospectus.

Split/ consolidation of Equity Shares in the last one year

Our Company has not split/ consolidated equity shares during the last one year immediately preceding the date of filing the Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws

As on the date of this Draft Red Herring Prospectus, our Company has not obtained any exemptions from complying with any provisions of securities laws from SEBI.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statements” beginning on pages 176, 132, 303, and 234, respectively, of this Draft Red Herring Prospectus, as well as the other financial and statistical and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of our Company and our business and the terms of the Offer including the merits and risks involved.

Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see “Forward-Looking Statements” on page 24 of this Draft Red Herring Prospectus.

Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” beginning on page 234 of this Draft Red Herring Prospectus. Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “our Company”, or “the Company” refers to Ratnaveer Precision Engineering Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes” dated January 2023 (the “D&B Report”) prepared and issued by Dun & Bradstreet commissioned by us. Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

RISKS RELATING TO OUR BUSINESS

- 1. We do not have long-term agreements with our suppliers for raw materials and an inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a negative impact on our business, results of operations, financial condition and cash flows.***

Our purchases of raw materials are concentrated from a few suppliers with our top 10 suppliers contributing 80.19%, 70.87%, 68.80% and 83.32% of the total purchases of raw materials during the

Fiscal 2020, 2021, 2022 and the period ended August 31, 2022, respectively. The top 3 domestic suppliers contributed 55.00%, 52.23%, 58.24% and 58.58% and top 3 foreign suppliers contributed 1.59%, 12.31%, 6.71% and 16.24% of the total purchases of raw materials during the Fiscal 2020, 2021, 2022 and the period ended August 31, 2022, respectively. However, there is no direct/ indirect relationship between such entities and our Company, our Promoter, Directors and Promoter Group members. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. Our major raw materials include Stainless Steel Sheets, Stainless Steel Coils, Stainless Steel wire and Stainless Steel Scrap. For further information, see *“Our Business – Procurement of Raw Materials”* on page 189 of this Draft Red Herring Prospectus. We depend on external suppliers for all the raw materials required and typically purchase raw materials on a purchase order basis and place such orders with them in advance based on our projected requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. The absence of long-term supply contracts subjects us to risks such as price volatility caused by various factors viz. commodity market fluctuations, currency fluctuations, climatic and environmental conditions, transportation cost, changes in domestic as well as international government policies, regulatory changes and trade sanctions. Some part of our raw materials and consumables are also imported. The USA, Singapore, Malaysia, Hong Kong and UAE constituted the top 5 countries from which the raw materials were imported during the last three financial years. As a result, we continue to remain susceptible to the risks arising out of foreign exchange rate fluctuations as well as import duties, which could result in a decline in our operating margins. If we cannot fully offset the increase in raw material prices with increase in the prices for our products, we will experience lower profit margins, which in turn may have a material adverse effect on our results of operations, financial condition and ultimately lead to a liquidity crunch. In the absence of such contracts, we are also exposed to the risk of unavailability of raw materials in desired quantities and qualities, in a timely manner.

Although we have not faced significant disruptions in the procurement of raw materials in the past, COVID-19 pandemic temporarily affected our ability to source raw materials from certain vendors who were unable to transport raw materials to us. There can thus, be no assurance that in future we will be able to procure the required quantities and quality of raw materials commensurate with our requirements. In Fiscals 2020, 2021, 2022 and for the period August 2022, the cost of raw materials and components consumed amounts to ₹ 2,574.96 million, ₹ 3,224.55 million, ₹ 3,735.22 million, and ₹ 1,510.98 million representing 86.72%, 89.65%, 87.49% and 89.12% respectively, of our revenue from operations. There can also be no assurance that a particular supplier will continue to supply us with raw materials in the future. Any delay in supplying finished products to customers in accordance with the terms and conditions of the purchase orders, such as delivery within a specified time, as a result of delayed raw material supply, could result in the customer refusing to accept our products, which may have an adverse effect on our business and reputation. Further, we cannot assure you of our ability to enter into fresh agreements 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 as well as the commitments to our customers, which may impact our business and profitability.

Further, as we generally receive purchase orders for supply of our products to customers, we rely on historical trends and other indicators to purchase the required quantities of raw materials. We, therefore, run the risk of purchasing more raw materials than necessary, which could expose us to risks associated with prolonged storage of some of these materials, and materially affect our results of operations. Conversely, if our customers place orders for greater quantities of products compared to their historical requirements, we may not be able to adequately source the necessary raw materials in a timely manner and may not have the required manufacturing capacity to meet such demand. In addition, if all or a significant number of our suppliers for any particular raw material are unable or unwilling to meet our requirements or if our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure you that all or part of any increased costs can be passed along to our customers

in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance.

2. ***The pricing in the steel industry is subject to market demand, volatility and economic conditions. Fluctuations in steel prices may have a material adverse impact on our business, results of operations, prospects and financial conditions.***

Steel prices fluctuate based on a number of factors, such as, the availability and cost of raw material inputs, fluctuations in domestic and international demand and supply of steel and steel products, international production and capacity, fluctuation in the volume of steel imports, transportation costs, protective trade measures and various social and political factors, in the economies in which the steel producers sell their products and are sensitive to the trends of particular industries, such as, the construction and machinery industries. When downturns occur in these economies or sectors, it may lead to a decrease in steel and steel product prices. Low steel prices adversely affect the businesses and results of operations of steel product producers generally, including ours, resulting in lower revenue and margins and write-downs of products and raw material inventories. Further, substantial decreases in steel and steel product prices during periods of economic weakness have not always been balanced by commensurate price increases during periods of economic strength. Any sustained price recovery shall require a broad economic recovery, in order to underpin an increase in real demand for steel and steel products by end users. In addition, the volatility, length and nature of business cycles affecting the steel and steel products industry may become increasingly unpredictable, and the recurrence of another major downturn in the industry may have a material adverse impact on our business, results of operations, financial condition and prospects.

3. ***Our Company, its Promoter and our Directors are party to certain legal proceedings. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.***

Our Company, Promoter and some of our Directors are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and other authorities. In the event of any adverse rulings in these proceedings or the consequent levying of penalties, we may need to make payments or make provisions for future payments, which may increase our expenses and current or contingent liabilities.

The summary of outstanding litigation involving our Company, Promoter and Directors as on the date of this Draft Red Herring Prospectus have been provided below in accordance with the materiality policy adopted by our Board. As of the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Companies, the outcome of which could have a material impact on our Company. For details, please see “*Outstanding Litigation and Material Developments*” on page 325.

Name of the Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoter	Material civil litigations	Aggregate amount involved (INR in Million)*
Company						
By the Company	1	-	-	-	1	48.06
Against the Company	-	22	4	-	1	178.43
Directors						

By the Directors	-	-	-	-	-	-
Against the Directors	1	-	-	-	-	0.06
Promoter						
By the Promoter	-	-	-	-	-	-
Against the Promoter	-	5	-	-	-	1.28

**To the extent quantifiable*

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Draft Red Herring Prospectus. We cannot assure you that these proceedings will be decided in favour of our Company, Promoter or our Directors, as the case may be. Any adverse decision in such proceedings may render us liable to penalties and may have a material adverse effect on our reputation, business and financial condition. Additionally, during the course of our business we are subject to risk of litigation in relation to contractual obligations, employment and labour laws, personal injury and property damage, etc.

Furthermore, if we get involved in disputes with third-parties in the course of our operations such as suppliers, customers and sub- contractors, the same may lead to legal or other proceedings and may result in substantial costs, delays in our development and operation schedule, and the diversion of resources and management's attention, regardless of the outcome. We may also have disagreements with regulatory authorities in the course of our operations, which may subject us to legal proceedings and unfavourable decisions that may result in penalties or delay or disrupt our development and operations.

- 4. *Our backward integration processes are set-up at units which are taken on leave and license basis. If we are not able to renew these leave and license agreements, we may have to suspend or outsource the backward integration processes which may have an adverse impact on our business, results of operations, cash flows and profitability.***

We carry out backward integration processes of melting and rolling stainless steel scrap at our Units III and IV situated at Plot no. 548/549, G.I.D.C., Waghodia, Baroda – 390019 and Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440 which have been given on leave and license basis to us for a period of one year, subject to option to renew the same. The backward integration provides us an edge over our competitors. If we are not able to renew these licenses or if the terms of renewal are not favourable to our Company, we may have to suspend or outsource these backward integration processes. While we have not faced such disruption in the past however, in the event that we are not able to find alternate sources to carry out these processes for us or if the costs incurred in such outsourcing are higher than our current operating costs for these units, it may have an adverse effect on the profitability of our Company. This may also lead to disruption of budgeting and planning of the management which could have an adverse impact on the financial results of our Company. Further, it may also interrupt the operations thus compelling us to halt the manufacturing activities of our Company.

- 5. *We are required to obtain consents under certain environmental laws, which are critical for operating our units. We have in the past been non-compliant with the requirements under environmental law for our operations and there is no assurance that in the future we would be able to obtain such consent in a timely manner or at all.***

We require certain material environmental consents under the Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”), Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”) and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Management Rules”) in the form of (i) Consent to Establish (“CTE”) to establish

our Manufacturing Facility and (ii) a Consolidated Consent and Approval (“CCA”) to commence our manufacturing operations, from the Gujarat Pollution Control Board (“GPCB”) for our units.

In past, our production capacity has been in excess of the capacity of 6,240 MT p.a. granted to us by GPCB on November 30, 2017 under CCA for SS washers/ SS Metal Products / SS Finish. Therefore, we have been in contravention of the Air Act, Water Act, and the Hazardous Waste Management Rules (“Environmental Laws”) for operating our Manufacturing Facility at Unit-I over and above the authorised capacity of 6,240 MT p.a. as per the CCA granted by GPCB. The penalty for contravention of these sections and rules as per the Air Act, Water Act and Hazardous Waste Management Rules includes imprisonment and monetary penalty. Our Company has filed an application dated January 10, 2023 with the GPCB for seeking modification/amendment to CCA for Unit I.

While no further actions have been taken in relation to such violations mentioned above, we may, in the future, be subjected to regulatory actions for such violations including closure of our units, imposition of penalties and other penal actions against our Company and key personnel, which may have a negative impact on our business, reputation, results of operations and cash flows. Further, any failure to comply with environmental laws and/or the terms and conditions of approvals issued under such environmental laws and regulations could also impact our ability to obtain or renew the approvals with respect to our units in a timely manner or at all and may also adversely affect our ability to operate our units and consequently affect our results of operations.

6. A significant portion of our domestic sales are derived from the western and north zone and any adverse developments in this market could adversely affect our business.

Set forth below is certain information on our geography-wise domestic revenue from operations for the periods indicated:

Zone	Break-up of total domestic revenue from operations (%)			
	FY 2019-20	FY 2020-21	FY 2021-22	For the Period ended August 31, 2022
West	69.97%	71.53%	68.36%	70.15%
North	12.35%	20.07%	12.06%	13.01%
South & East	Nil			
Total	82.31%	91.60%	80.42%	83.16

We have historically derived a significant portion of our revenue from sales in the western and north zone. In Financial year ended March 31, 2022 the revenue generated from sales in western and northern zone represented 68.36% and 12.06% respectively of our revenue from domestic sales. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in these regions could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, our sales from these region may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. 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.

7. *Our business is working capital intensive. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and results of operations.*

Our business requires significant amount of working capital primarily as a considerable amount of time passes between purchase of raw materials and collection of receivables post sales to customers. As a result, we are required to maintain sufficient stock at all times in order to meet manufacturing requirements as well as extend credit period to customers as per the industry practice, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments and hence we may need to incur additional indebtedness in the future or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions and the effect of events such as the pandemics, outbreak of wars, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner.

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations, financial condition and cash flows could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to maintain and grow our business and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations, financial condition and cash flows. For further information on the working capital facilities currently availed of by us, please see “Restatement Financial Statements” and “*Financial Indebtedness*” on page 234 and 323 of this Draft Red Herring Prospectus.

8. *Our is a high volume-low margin business.*

Our is a high-volume low margin business. Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products we manufacture, sell and due to high competition, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to procurement of raw material and timely sales / order execution.

For the financial year 2020, 2021, 2022 and for the period ended August 31, 2022, our revenue from operations was ₹ 2,969.20 millions, ₹ 3,596.63 millions, ₹ 4269.38 millions and ₹ 1,695.53 millions, respectively. Our profit before tax and profit after tax margin was ranging between 2% to 7%.

The table below gives details of our Profit Before Tax (PBT) and Profit After Tax (PAT) margins based on restated financials.

(₹ in Millions, unless stated in %)

Particulars	For the year ended 2020	For the year ended 2021	For the year ended 2022	For the period ended August 31, 2022
Revenue from operations	2,969.20	3,596.63	4,269.38	1695.53
PBT Margins	3.45%	2.67%	3.15%	6.53%
PAT Margins	2.42%	1.52%	2.23%	5.26%

As part of our growth strategy, we aim to improve our functional efficiency and expand our business operations. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands.

For further details regarding the discussions and explanations for our past results, please refer to the chapter titled “Management’s Discussions and Analysis of Financial Condition and Results of Operations” beginning on page 303 of this Draft Red Herring Prospectus.

9. *We have experienced negative cash flows in relation to our operating, investing and financing activities in the last three financial years. Any negative cash flows in the future would adversely affect our results of operations and financial condition.*

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. We experienced negative cash flows in the following periods as indicated in the table below:

(₹ in million)

Particulars	For the period ended August 31, 2022	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2020
Net cash used/ generated from operating activities	22.87	(152.41)	135.90	70.22
Net cash used/ generated from investing activities	(88.23)	(117.39)	(112.10)	(85.22)
Net cash used/ generated from financing activities	93.93	279.12	(15.98)	48.61
Net increase/ (decrease) in cash and cash equivalent	28.57	9.32	7.82	33.61

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 234 and 303, respectively.

10. Under-utilization of our production capacities could have an adverse effect on our business, future prospects and future financial performance.

As of August 31, 2022, we are operating out of four units in Vadodara and Ahmedabad, Gujarat with an aggregate estimated installed production capacity of 5,500 metric ton per annum for stainless steel washers, 18,500 metric ton per annum for stainless steel finishing sheets, 2,000 metric ton per annum for pipes & tube. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand-supply balance of our products in the principal and target markets. In particular, the level of our capacity utilization can impact our operating results. Capacity utilization is also affected by our product mix and the demand and supply balance.

For Fiscals 2020, 2021 and 2022, our overall capacity utilization for washers has been 55.64%, 50.17% and 67.40%, respectively, for finishing sheets has been 99.36%, 96.48% and 80.57%, respectively, for pipes & tubes has been 63.44%, 69.25% and 56.70%, respectively. For further information, see “*Our Business – Capacity and Capacity Utilization*” on page 189 of this Draft Red Herring Prospectus. These percentage are not indicative of future capacity utilization, which are dependent on various factors, including demand for our products, availability of raw materials, shipping cost, our ability to manage our inventory and improving operational efficiency. Under-utilization of our production capacities over extended periods or significant under-utilization in the short-term could materially and adversely impact our business, growth prospects and future financial performance.

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at units, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by our customers. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of electricity, water or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current Units, resulting in operational inefficiencies which could have a materially adverse effect on our business and financial condition.

11. We have not received requisite approval from the competent authority for constructing a portion of our factory premises at Unit-I.

Our factory premises which are located at Plot E/77, Savli Industrial Estate, Gujarat (Unit-I) has received approval from the competent authority i.e. Executive Engineer, GIDC for construction of our Unit-I factory has per the sanctioned plans. Subsequently, our Company has constructed additional area of about 1,300 sq. mtrs. To undertake production of finishing line. Income received by our Company from finishing line business was INR 1,865.13 Million, INR 2,389.23 Million, INR 2,713.04 Million and INR 1,084.04 million which constitutes 62.82%, 66.43%, 63.55% and 63.94% of our total revenues for the Fiscals 2020, 2021, 2022 and the period ended August 31, 2022, respectively. As per terms of the lease deed dated October 30, 2002 executed by GIDC in our favour, any alternation or addition to any building or construction on Unit-I would require prior written approval from Executive Engineer, GIDC which has not been obtained by us in the instant case. Our Company has on January 13, 2023 applied to GIDC for seeking such approval from Executive Engineer, GIDC in respect of the aforesaid additional constructed area which approval is still pending.

There can be no assurance that the relevant authority will issue an approval to the unauthorized construction carried out by the Company. Non-receipt of such approval could adversely affect our related operations. Further, there is no assurance that the relevant authorities will not initiate penal action against us, restrain our operations, impose fines/ penalties, Initiate legal proceedings or suspend or terminate the lease granted to us for our inability to obtain the prior approval for the additional construction. The approval sought by us may also be granted subject to numerous conditions.

We cannot assure you that such non-compliances will not occur in the future or that we may not be subject to any penalties in relation to such non-compliances which may affect our profitability, business, financial conditions and results of operations. If there is any failure by us to acquire the requisite approval, 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, financial conditions, results of operations and cash flows.

12. *Our inability to collect receivables from our customers or default in payment by them could result in the reduction of our profits and affect our cash flows.*

Our operations involve extending credit for extended periods of time to our customers in respect of our products and consequently, we face the risk of non-receipt of these outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with our customers. While we have not adopted any credit policy, we typically operate on pre-sanctioned credit limits with customers and cannot guarantee that our customers will not default on their payments. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. As majority of our customers operate from foreign jurisdictions, pursuing legal remedies to collect the trade receivables may involve paying higher legal fees and other expenses. Our inability to collect receivables from our customers in a timely manner or at all in future, could adversely affect our working capital cycle and cash flows. In Fiscals 2020, 2021, 2022 and for the period ended August 31, 2022, our trade receivables were ₹ 639.33 Million, ₹ 332.50 Million, 402.89 Million and ₹ 439.51 Million respectively, which represented 21.53%, 9.24% 9.44% and 25.92% of our revenues from operations for such periods, respectively. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy of our customers and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements or default on their payment obligations to us. During the Fiscals 2020, 2021, 2022 and for the period ended August 31, 2022, our bad debts were ₹ Nil, ₹ Nil, ₹ Nil and ₹ Nil respectively. An increase in bad debts or in defaults by our customers may compel us to utilize greater amounts of our operating working capital and result in increased financing costs, thereby adversely affecting our results of operations and cash flows.

13. *We are dependent on a few customers for a major part of our revenues. Further we do not enter into long-term arrangements with our customers and any failure to continue our existing arrangements could adversely affect our business and results of operations.*

Our sales are concentrated to a few customers with our top 3 customers aggregating to ₹ 585.94 Million, ₹ 875.29 Million, ₹ 1,239.16 Million and ₹ 576.03 Million contributing 17.29%, 21.02%, 25.24% and 33.97% respectively and our top 10 customers aggregating to ₹ 1,206.24 Million, ₹ 1,471.99 Million, ₹ 1,906.95 Million and ₹ 928.53 Million contributing 35.60%, 35.35%, 38.84%, and 54.76%, respectively, of our revenues during the Fiscal 2020, 2021, 2022 and for the period ended August 2022 respectively. However, there is no direct/ indirect relationship between such entities and our Company, our Promoter, Directors and Promoter Group members. We presently do not have any long-term or exclusive arrangements with any of our customers and we cannot assure you that we will be able to sell the quantities we have historically supplied to such customers. In the event our competitors' products offer better margins to such customers or otherwise incentivize them, there can be no assurance that our customers will continue to place orders with us. Most of our transactions with our customers are typically on a purchase order basis without any commitment for a fixed volume of business. There can also be no assurance that our customers will place their orders with us on current or similar terms, or at all. Further, our customers could change their business practices or seek to modify the terms that we have customarily followed with them, including in relation to their payment

terms. While we negotiate product prices and payment terms with our customers, in the event our customers alter their requirements, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. In addition, our customers may also cancel purchase orders at short notice or without notice, which could have an impact on our inventory management. In the event of frequent cancellations of purchase orders, the same could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Although our Company maintains long-term relationship with our major customers, there can be no assurance that we will continue to maintain such relationship with our customers. Further, in the event our customers experience any delays in placing orders with us, or if they prefer to buy the products of our competitors, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. Our inability to maintain our existing customer network could have a negative impact on our sales, business growth prospects, result in slowdown of operation, financial conditions and cash flows. Further, the performance of our customers, their sales network and their ability to expand their businesses are crucial to the future growth of our business and directly affect our sales volume and profitability. If any of the customers fails to sell our products to the end customers, or if our relationships with our customers are affected, our profitability could be significantly affected.

14. We have incurred borrowings from commercial banks and financial institutions and our inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.

We have entered into agreements with banks for short-term and long-term borrowings. These borrowings include secured fund based and non-fund based facilities. As of August 31, 2022, we had Total Borrowings (consisting of borrowings under non-current liabilities, current maturities of long-term debts and borrowings under current liabilities) of ₹ 2,039.94 Million, which comprises of secured loans from banks and financial institutions. The financing agreements that we have entered into for availing the secured loans contain negative covenants, including for availing fresh credit facility, giving fresh loans and advances, issuing corporate guarantee, etc. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to termination of one or more of our credit facilities or incur penalties and acceleration of payments under such credit facilities, foreclosure on our assets, trigger cross-default provisions under certain of our other financing agreements which may adversely affect our financial condition and our ability to conduct and implement our business plans.

Further, we are required to, amongst other obligations, comply with certain financial covenants including maintaining the prescribed inventory margins, insurance covers on the hypothecated properties and lien creation. Our hypothecated assets comprise of our stock of raw materials, semi-finished and finished goods, consumable stores and spares and such other movable current assets including book debts, bills whether documentary or clean, outstanding monies, receivables, both present and future. We have also mortgaged our immovable assets in favour of the bank to secure the aforesaid facilities. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

We have breached certain terms of loans in past. For instance, we have given loan of ₹ 38.67 million to a third party without seeking permission from the lenders. Loans have been repaid by the Company to Promoter without prior approval from lenders. There has not been any action taken by our lenders for such breach. However, there can be no assurance that no action shall be taken by our lenders.

Further, any fluctuations in the interest rates may directly impact the interest costs of such loans and affect our business, financial condition, results of operations and prospects. Our ability to make repayments and refinance our indebtedness will depend on our continued ability to generate cash from our future operations. We may not be able to generate enough cash flow from operations or obtain

enough capital to service our debt. For further information, please see “*Financial Indebtedness*” beginning on page 323 of this Draft Red Herring Prospectus.

15. Our Restated Financial Statements disclose certain contingent liabilities which if materialize, may adversely affect our business, financial condition, cash flows and results of operation.

As of August 31, 2022, our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, were as follows:

Contingent Liabilities

<i>(₹ in Millions)</i>		
Sr. No.	Particulars	As at August 31, 2022
1.	Income tax	101.11
2.	Sales Tax	26.07
3.	CESTAT	17.05
4.	Civil	1.28
	Capital Commitments	
5.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	9.57
	Total	155.08

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition, results of operations and cash flows. For further information on our contingent liabilities as per Ind AS 37, see “*Restated Financial Statements – Note 36 – Contingent Liabilities and Capital Commitments*” beginning on page 278 of this Draft Red Herring Prospectus.

16. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

We have in the past entered into transactions with certain our related parties. While we believe that all such transactions have been conducted on an arm’s length basis, we cannot assure you that we could not have obtained more favourable terms had such transactions been entered into with unrelated parties.

Further, it is likely that we may enter into additional related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. We cannot assure you that any such future transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

Related party transactions with our Promoter, some of our Directors, their entities and relatives and our promoter group primarily relate to remuneration, loan and sales. Below table describes the related party transactions as percentage of revenue of operations:

Sr. No.	Type of Related Party Transactions	2019-20		2020-21		2021-22		For the period ended August 2022	
		₹ in Million	% of Revenue from Operations	₹ in Million	% of Revenue from Operations	₹ in Million	% of Revenue from Operations	₹ in Million	% of Revenue from Operations
1.	Business Transactions (Rental income)	8.7	0.29	8.7	0.24	8.7	0.20	3.63	0.21

2.	Financial transactions								
	Loan taken from Vijay Sanghavi	774.98	26.10	122.04	3.39	97.03	2.27	42.40	2.50
	Loan repaid to Vijay Sanghavi	703.04	23.68	157.34	4.37	83.13	1.95	36.25	2.14
	Interest expenses paid to Vijay Sanghavi	5.30	0.18	7.62	0.21	8.89	0.21	-	-
3.	Remuneration & Bonus Paid	7.73	0.26	7.71	0.21	7.94	0.19	3.60	0.21
Total		1,632.48	54.98	400.84	11.14	303.12	7.10	204.37	12.05

The above-mentioned related-party transactions have been done on arm's length basis. For further information on our related party transactions, please see "Note 44 – Related Party Transactions" in the chapter titled "Restated Financial Statements" beginning on page 295.

17. The average cost of acquisition of Equity Shares by our Promoter Selling Shareholders may be lower than the Floor Price.

The average cost of acquisition of Equity Shares by Mr. Vijay Ramanlal Sanghavi, the Promoter Selling Shareholder being Nil, may be lower than the Floor Price. For further details regarding the average cost of acquisition of Equity Shares by the Promoter Selling Shareholder in our Company, please see "Summary of the Offer Document – Average Cost of Acquisition" on page 26 of the DRHP.

18. We have experienced high attrition rate in respect of our Directors and Key Managerial Personnel. We may not be able to retain such persons in future which could adversely affect our business, results of operations, financial condition and cash flows.

We are dependent on our Promoter, Directors and key managerial personnel for setting our strategic business direction and managing our business. Our Directors and key managerial personnel have extensive experience in their areas of expertise. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. Two (2) of our Key Managerial Personnel resigned during the financial year 2022-23 and with respect to our Directors, one (1) of our directors has resigned during the financial year 2022-23. The reason for such high attrition rate of our Key Managerial Personnel and Directors in the recent period was for better prospects. We may experience similar attrition rates in the future which may decrease our operating efficiency and productivity and lead to a decline in the profitability of 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 and retaining suitable employees. The loss of the services of our key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels of key personnel may have an adverse effect on our financial results and business prospects.

19. Our Company has not paid dividend accrued on the Preference Shares.

Our Company had in the year 2008 issued 1,850,000 9% Redeemable Non-Cumulative Preference Shares (RPS) of face value ₹ 10/- each. Our Company has however not paid dividend/coupon on preference shares on the respective due dates to its Preference Shareholder. As per the provisions of Section 47 of the Companies Act, where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the members of the Company. Consequently, our Promoter is, in his capacity as Preference Shareholder, entitled to exercise voting rights on all the resolutions placed before the members of the Company. Mr. Vijay Sanghavi has been holding 100% of our

Preference Shares since 2010 and has pursuant to the Waiver Letters issued, from time to time, waived his right to claim the dividend / coupon under the RPS. Further, pursuant to receipt of written consent from Mr. Vijay Sanghavi vide letter dated December 24, 2022, the terms of the 9% Redeemable Non-Cumulative Preference Shares have been varied to 0% Redeemable Non-Cumulative Preference Shares.

20. *Our inability to accurately forecast demand or price for our products and manage our inventory may adversely affect our business, results of operations, financial condition and cash flows.*

Our business depends on our estimate of the demand for our products from customers. We estimate demand for our products based on past sales and advance purchase order. If we overestimate demand, we may purchase more raw materials and manufacture more products than required. If we underestimate demand, we may manufacture fewer quantities of products than required, which could result in delayed or non-fulfilment of purchase orders resulting in loss of customers, goodwill and business. In addition, if our products do not achieve widespread acceptance or our customers, change their procurement preferences, we may be required to incur significant inventory markdowns or may not be able to sell the products at all, which would affect our business, results of operations and financial condition. As such, our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

21. *There have been some instances of delayed filing/ incorrect filings with the Registrar of Companies and other non-compliances under the Companies Act in the past which may attract penalties.*

There have been some instances of delayed filing/ incorrect filing, non-filing of prescribed forms in the past with the Registrar of Companies including Form 2, Form MGT-14, Form PAS-3, Form PAS-6 which may attract penalties. For instance, there is a discrepancy with respect to the paid-up capital reflecting on the master data on MCA portal due to incorrect filings made by our Company, there are errors in the Form 2 filed by our Company with the ROC in relation to allotment dated April 12, 2010 and Form DIR-12 for regularization of the appointment of Mr. Babulal Chaplot has not been filed with the RoC. Further, our Company has not filed Form MGT-14 during the fiscal 2021 for availing financial facility from Auriolus Finvest Private Limited as per the requirements of section 117 of the Company Act, 2013. Furthermore, the term of the Managing Director had, in the past, ended on June 1, 2021 and he was re-appointed as our Managing Director with effect from June 1, 2022. Consequently, he continued to act as our Managing Director for the period June 1, 2021 till May 30, 2022 without requisite approval. Our Company has, in the past, not complied with the requirements of section 314 of the Companies Act, 1956 wherein approval our shareholders and the Central Government was required in the case of appointment of relatives of the Directors in officer or place of profit. Further, we have not appointed Company Secretary in accordance with the provisions of the Companies Act, 1956 during the period from November 2003 to December 2018. Furthermore, our Board was not properly constituted in accordance with the provisions of section 149 of the Companies Act with respect to the requirement of appointing Independent Directors for the period October 2018 to May 2022 onwards. Furthermore, necessary committees namely, Audit Committee and Nomination and Remuneration Committees were not duly constituted by us during the period October 2018 to May 2022. Furthermore, Ms. Ankita Dineshbhai Soni, our Independent Director appointed on November 30, 2018, did not have IDD registration till July 2022. We have applied for adjudication of this offence vide application dated December 24, 2022.

Although, no regulatory action or penalty has been taken/ levied on the Company for such delays/ defaults, however, it cannot be assured that no such regulatory action or penalty will be taken/ levied in the future. Further, we cannot assure you that such non-compliances will not occur in the future. Therefore, if the concerned authorities impose monetary penalties on us or take certain punitive actions against our Company or its directors/ officers in relation to the same, our business and financial condition could be adversely affected.

22. We are required to obtain, renew or maintain certain statutory and regulatory permits and approvals required to operate our business and if we fail to do so in a timely manner or at all and our business, financial conditions, results of operations, and cash flows may be adversely affected.

Our operations are subject to government and statutory regulations and we are required to obtain and maintain several permits, consents and regulations and approvals under central, state and local government rules for operating our business generally for our manufacturing facility and depots. While we believe that we have obtained the necessary and material approvals, licenses, registrations and permits from the relevant authorities, there could be instances where we may not have applied, obtained or applied with a delay for certain requisite approvals applicable to us. We also need to apply for renewal, from time to time, of some of such approvals, licenses, registrations and permits, which expire or seek fresh approvals, as and when required, in the ordinary course of our business. While we generally apply for the renewal of approvals in a timely manner, we cannot assure that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. For instance, we have not taken consent and registration as required under the Contract Labour (Regulation and Abolition) Act, 1970. We cannot assure you that non-compliances will not occur in the future or that we may not be subject to any penalties in relation to such non-compliances which may affect our profitability, business, financial condition and results of operations. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could adversely affect our related operations. Further, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

The approvals required by us are also subject to numerous conditions including, among others, quantum of raw materials to be used, fire and safety measures, etc. We cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or cancelled 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, financial conditions, results of operations, and cashflows.

23. *Information relating to the installed production capacity and capacity utilization of our production units included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.*

Information relating to the installed production capacity and capacity utilization of our units included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management that have been considered by an independent chartered engineer while calculating the installed production capacity of, and actual production volumes at, our units. The assumptions and estimates include the standard capacity calculation practices of the stainless steel industry after examining the period during which the units were operational during the year, the expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and taking into account the number of working days in a year, number of days in a month, number of shifts in a day and average number of batches per day. Actual production capacity, production levels and utilization rates may therefore vary from the information of our units included in this Draft Red Herring Prospectus or from the historical installed production capacity information of our units depending on the product type. Accordingly,

undue reliance should not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus.

24. *Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.*

Our Company has availed loans in the ordinary course of business for the purposes of meeting working capital requirements and for capital expenditure. As on August 31, 2022 the outstanding amount under the secured fund based borrowings of our Company was ₹ 497.97 million, secured non-fund based facilities availed by our Company, was ₹ 1,087.06 million and other unsecured loan was ₹ 129.77 million. Our ability to meet our debt service obligations and repay our outstanding borrowings shall depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions. These restrictive covenants inter-alia require us to obtain either the prior permission of such banks or financial institutions or require us to inform them of various activities, including, among others, alteration of our capital structure, implementing any scheme of expansion/diversification/modernization, amending our articles of association or memorandum of association, undertaking any guarantee obligations on behalf of any third party or any other company or raising of additional debt or equity. In the event that we breach a restrictive covenant, our lenders could deem us to be in default and seek early repayment of loans among other consequences in case of an event of default. An event of default would also affect our ability to raise new funds or renew maturing borrowings as needed to conduct our operations and pursue our growth initiatives. Although we have received consents from our lenders for the Offer, these restrictive covenants may affect some of the rights of our Shareholders. For further information, see “*Financial Indebtedness*” beginning on page 323.

In addition, certain terms of our borrowings require us to maintain financial ratios which are tested periodically, including on a quarterly or annual basis. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Certain of our financing arrangements also contain cross-default provisions which could automatically trigger defaults under other financing arrangements. Our failure to meet our obligations under the debt financing agreements could have an adverse effect on our business, results of operations and financial condition.

25. *We do not own any registered trade names or trademarks and we may therefore not be able to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights. Any litigation related to our intellectual property could be time consuming and costly.*

We do not own any registered copyright, trademark, trade name or other intellectual property right in or to the names or logos trade names or trademarks with the Trade Mark Registry. We sell our products



under the label “**RATNAVEER**”. We have applied for registration of the aforesaid trademark in India and may apply for further registrations in the future. We, therefore, do not enjoy the statutory projections accorded to a registered trademark. The registration of intellectual property including trademarks is a time-consuming process and there can be no assurance that any registration application we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand could deteriorate, which could have a material adverse effect on our business growth and prospects, reputation and goodwill. Furthermore, it is possible that we are not aware of misuse of our trademarks, and this could potentially cause loss of our reputation, which could impact our business and may even affect our goodwill. The use of a deceptively similar

or identical third-party mark may result in a loss/injury to us. Such an action may also become a lengthy and costly exercise for us and may not always be in our favor.

We cannot assure you that our efforts to protect our intellectual property will be adequate, which may lead to erosion of our business value and which could adversely affect our operations. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect the intellectual property.

26. *We have a high debt equity ratio.*

Our business activities are working capital intensive in nature. Our debt to equity ratio has been 2.74%, 2.67%, 2.89% and 2.38% for the fiscal 2020, 2021, 2022 and for the period ended August 31, 2022, respectively. Our capacity to service these debts depends on our continued profitability and availability of liquidity. In case we are unable to achieve the desired growth, due to internal constraints or external factors like adverse developments in the industry, we may find it difficult to service the debt and this may affect our credit rating, profitability and growth adversely.

27. *We operate in a highly competitive and fragmented industry with low barriers to entry and may be unable to compete successfully against existing or new competitors, the organized and unorganized.*

We operate in an industry which is highly competitive and fragmented and we compete with a range of organized and unorganized players, both at the national and regional level. Further, while we have an expanding portfolio of products, our competitors may have the advantage of focusing on concentrated products. Further, we compete against established players also, which may have greater access to financial, technical and marketing resources and expertise available to them than us in the products and services in which we compete against them.

Further, industry consolidation may affect competition by creating larger, more homogeneous and potentially stronger competitors in the markets in which we compete. Our competitors may further affect our business by entering into exclusive arrangements with our existing or potential clients. There can be no assurance that we will be able to compete successfully against such competitors or that we will not lose our key core employees, associates or clients to such competitors. Additionally, we believe that our ability to compete also depends in part on factors outside our control, such as the availability of skilled resources, pricing pressures in the staffing industry and the extent of our competitors' responsiveness to their client's needs. Our business may also be affected should our present or prospective clients choose to utilise their internal workforce or rely on independent contractors or local recruitment agencies in the organised segment for meeting their manpower requirements. Our continued success depends on our ability to compete effectively against our existing and future competitors. With the potential entry of new competitors, given the low entry barriers in the industry where we operate, our ability to retain our existing clients and to attract new clients is critical to our continued success. As a result, there can be no assurance that we will not encounter increased competition in the future nor can there be any assurance that we will, in light of competitive pressures, be able to effectively compete with our competition in the various product and service segments we operate in, whether on the basis of pricing, quality or range of services or otherwise, which could have a material adverse effect on our business, results of operations and financial condition.

28. *We are dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products.*

Our success depends on the supply and transport of the various raw materials required for our units and of our finished products from our units to our customers, which are subject to various uncertainties and risks. We rely on third-party freight and transportation providers for the delivery of our products

to customers with whom we have no formal arrangement, to provide rail, road and other transportation facilities. We also depend on sea borne freight in respect of import and export operations. Such transportation providers are arranged on an as-needed basis. We maintain marine cargo open insurance policy to cover any damage to our products during domestic transit. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, we undertake our import and export facilities majorly from Mundra and Hazira ports situated in Gujarat and are therefore, heavily dependent on the smooth functioning of the said ports for our export activities. Also, we are situated away from the port which increases the transportation cost and time required to complete any order. Further to the transportation cost, it also increases the insurance cost and the risk faced in conveyance to and from the ports to our Units.

Raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and products which may also affect our business and results of operations negatively. Our average stock of finished goods for the Fiscals 2020, 2021, 2022 and for the period ended August 31, 2022 was ₹ 220.12 Million, ₹ 236.14 Million, ₹ 378.09 Million and ₹ 470.34 Million respectively which was 7.41%, 6.56%, 8.85% and 27.74% of revenue from operations, respectively and raw material and consumables for the Fiscals 2020, 2021, 2022 and for the period ended August 31, 2022 was ₹ 2,574.96 Million, ₹ 3,224.54 Million, ₹ 3,735.22 Million and ₹ 1,510.98 Million respectively which was 86.72%, 89.65%, 87.49% and 89.12% of revenue from operations respectively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet customer orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers and the goodwill of the Company in the market. The current war between Ukraine and Russia has resulted in various global sanctions being levied on Russia which is a major exporter of fossil fuels and natural gas, these sanctions have corresponded in an economic slowdown and an increase in fuel costs throughout the world. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third- party transportation providers. Our freight and forwarding charges were ₹ 10.37 Million, ₹ 16.83 Million, ₹ 75.63 Million and ₹ 27.08 Million in Fiscal 2020, 2021, 2022 and for the period ended August 31, 2022 respectively. A continued rise in the cost of fuels could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations or passing these charges on to our customers, which could adversely affect demand for our products.

29. All our production units are located in one geographic area and therefore, any localized social unrest, natural disaster or breakdown of services or any other natural disaster in and around Vadodara and Ahmedabad, Gujarat or any disruption in production at, or shutdown of, our production units could have material adverse effect on our business and financial condition.

As on the date of this Draft Red Herring Prospectus, our production units are located within the state of Gujarat, India at a distance of approximately one hundred kilometres from each other and are thus, concentrated in one geographic area.

Our manufacturing operations and consequently our business is dependent upon our ability to manage the units, which are subject to operating risks, including those beyond our control. In the event of any disruptions at our units, due to natural or man-made disasters, workforce disruptions, delay in regulatory approvals, fire, failure of machinery, lack of continued access to assured supply of electrical power and water at reasonable costs, changes in the policies of the states or local government or authorities or any significant social, political or economic disturbances or civil disruptions in and around Vadodara and Ahmedabad, Gujarat our ability to manufacture our products may be adversely affected.

Disruptions in and around our units could delay production or require us to shut down the units. Any contravention of or non-compliance with the terms of various regulatory approvals applicable to the units may also require us to cease or limit production until such non-compliance is remedied to the satisfaction of relevant regulatory authorities. We cannot assure you that we will not experience work disruptions in the future resulting from any dispute with our employees or other problems associated with our employees and the labour involved in our units, which may hinder our regular operating activities and lead to disruptions in our operations, which could adversely affect our business, prospects, financial condition, cash flows and results of operations.

Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect our manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuous operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. 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. Further, continuous addition of industries in and around our units without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business. Further, the spiralling cost of living around our manufacturing facilities may push our manpower costs higher, which may reduce our margin and cost competitiveness.

30. We may not be able to identify or effectively respond to evolving preferences, expectations or trends in a timely manner and a failure to derive the desired benefits from our product development efforts may impact our competitiveness and profitability.

The success of our business depends in part on our ability to anticipate, identify and respond promptly to evolving trends in demographics and preferences, customer requisitions, and develop new products to meet these requirements. Our success is dependent on our ability to identify and respond to the economic, technological, and other developments that affect demographic and end-customer preferences in the variety of our product categories.

We cannot assure you that our future product development initiatives will be successful or be completed within the anticipated period or budget, or that our newly developed or improvised products will achieve wide market acceptance from our customers. Even if these products have been successfully developed, there is no guarantee that they will be accepted by our customers and achieve anticipated sales targets in a profitable manner, which may affect our ability to grow our network of customers and gain market share. In addition, there can be no guarantee that the time and effort that we spend in developing these products would be beneficial to our Company. This could also adversely affect our ability to pursue our growth strategy of continuing to develop niche and products to grow our market share. Further, we cannot assure you that our existing or potential competitors will not develop products that are similar or superior to our products. It is often difficult to estimate the time to market new products and there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the development of such product. If we fail in our product launching efforts, our business, prospects, financial condition, results of operations and cash flows may be materially and adversely affected.

Further, as we continue to grow our business by expanding our products, offerings and our geographic reach, maintaining quality and consistency may be more difficult and there can be no assurance that the customers' confidence in our products will not diminish. Failure or any delay on our part to identify such trends, to align our business successfully and maintain quality could negatively affect our image,

our relationship with our customers, the rate of growth of our business, our market share and our prospects.

We must, on a regular basis, keep pace with the preferences and quality requirements of our consumers, invest continuously in new technology and processes to provide products having the desired qualities and characteristics, and continually monitor and adapt to the changing market demand. An unanticipated change in consumer demand and any sudden change in Government regulations may adversely affect our liquidity and financial condition.

31. *Our production units and office premises are located on leasehold / leave and license basis. If these leasehold /license agreements are terminated or not renewed on terms acceptable to us, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.*

We are holding our manufacturing units and registered office premises on leave and licence / leasehold basis. Our Unit I and Registered Office located at Plot no. E-77, G.I.D.C., Savli (Manjusr), Vadodara– 391 775, Gujarat, India has been taken on long term lease basis on 99 years by us from GIDC. Our other Unit (Unit II) is located at Plot no. E-120, G.I.D.C., Savli (Manjusr), Vadodara – 391 775, Gujarat, India which has been taken on sub-lease basis on 7 years by us from our group concern, M/s. Ratnaveer Industries. Our Unit III is located at Plot no. 548/549, G.I.D.C., Waghodia, Baroda – 390019, Gujarat, India has been taken by us on leave and license for a period of 11 months from Jagdish Enterprise Private Limited. Our Unit IV is located at Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440, Gujarat, India has been taken by us on leave and license for a period of 11 months from one Prabhulal Badrilal Kabra.

Our licenses/ leases may expire in the ordinary course. We cannot assure you that we shall continue to be able to operate out of our existing premises or renew our existing licenses / leases at favourable terms or at all. Any such event may adversely impact our operations and cash flows and may divert management attention from our business operations. In case of any deficiency in the title of the licensors/ owners from whose premises we operate, breach of the contractual terms of any lease, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, or if they terminate our agreements, we may suffer a disruption in our operations and shall have to look for alternate premises.

Given that our business operations are conducted on premises leased, any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease or leave and license agreements, or any inability to renew such agreements on acceptable terms or at all may adversely affect our business operations. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Until we receive these, we may suffer disruptions in our operations and our business which may adversely affect our financial condition.

32. *We may be subject to significant risks and hazards when operating and maintaining our units, for which our insurance coverage might not be adequate.*

Our total insurance cover includes property, plant and equipment and inventory, as of March 31, 2020, March 31, 2021 and March 31, 2022 was ₹ 1,490.90 Million, ₹ 1,490.90 Million and ₹ 1,740.90 Million respectively, which was 111%, 88% and 81%, respectively of our net block of property, plant and equipment, and inventory. As of August 31, 2022, we operate from four units situated in the state of Gujarat. We generally perform scheduled and unscheduled maintenance and operating and other asset management services. We also sub-contract certain maintenance services to third-parties who may not perform their services adequately. Manufacturing stainless steel products involves handling of certain risky material which, if not handled properly, can be dangerous. In addition to natural risks such as earthquake, flood, lightning, cyclones and wind, other hazards, such as fire, structural collapse

and machinery failure are inherent risks in our operations. They can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and may result in the suspension of operations. The occurrence of any one of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including for cleanup costs, personal injury and property damage and fines and/ or penalties.

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods), vehicles and policy covering damage to goods in domestic transit. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and future results of operations. However, we cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage, or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see “*Our Business – Insurance*” beginning on page 194 of this Draft Red Herring Prospectus.

33. Reliance has been placed on declarations furnished by one of our senior management, for details of his profile included in this draft Red Herring Prospectus

Our Senior Management Personnel, Mr. Nanubhai Panchal has been unable to trace copies of certain documents pertaining to his educational qualifications. While he has taken the requisite steps to obtain the relevant supporting documentation, he has been unsuccessful in procuring the relevant supporting documentation.

Accordingly, the BRLM and we have placed reliance on declarations, undertakings and affidavits furnished by our Senior Management Personnel to disclose details of his educational qualifications in this Draft Red Herring Prospectus and we have not been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that our Senior Management Personnel will be able to trace the relevant documents pertaining to his educational qualifications in the future, or at all. Therefore, we cannot assure you that all or any of the information relating to his educational qualifications included in “*Our Management*” on page 209 are complete, true and accurate.

34. *Inability to protect, strengthen and enhance our existing reputation could adversely affect our business prospects and financial performance.*

Our business reputation is critical to the success of our business. While we have been making consistent efforts to strengthen our image, various factors, some of which are beyond our control, are critical for maintaining and enhancing our reputation and if not managed properly, may negatively affect our brand and reputation. These include our ability to effectively manage the quality of our products, increase brand awareness among existing and potential customers, adapt our advertising and promotion efforts to emerging industry standards.

Our success in marketing our existing and new products depends on our ability to adapt to a rapidly changing marketing and media environment, including our increasing reliance on direct promotional initiatives. There can be no assurance that our marketing efforts will be successful in maintaining our reputation and its perception with customers and/ or result in increased sales in the future. Also, we may not necessarily increase or maintain our sales promotion spending in proportion to our growth in the future, which may result in limited marketing initiatives. Our inability to adapt to evolving marketing trends at the same pace as our competitors may adversely affect our ability to effectively compete in terms of our image value.

Our reputation could also be negatively impacted if we fail to maintain our established standards of service, or if our products fail to meet the expectation of our customers. Any allegations of deterioration in product quality even when false or unfounded, could tarnish our image and may cause our customers to choose other competing products. Any negative publicity regarding us, our reputation, our products or the stainless steel industry generally could adversely affect our business and our results of operations. Other risks associated with our industry include improper disclosure of proprietary information, negative comments about our brands or standard of service, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. The inappropriate use of social media by our customers, employees, suppliers or other third parties could also harm our reputation thereby increasing our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition. In addition, counterfeit products, product defects and ineffective promotional activities are all potential threats to the image and potency of our brand. Our failure to develop, maintain and enhance our brand may result in decreased revenue and loss of customers and in turn adversely affect our reputation, business, financial condition, results of operations and cash flows.

35. Any unscheduled or prolonged disruption of our manufacturing operations could materially and adversely affect our business, financial condition, results of operations and cash flows.

Any unscheduled or prolonged disruption of our manufacturing operations, including power failure, fire and unexpected mechanical failure of equipment, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents or any significant social, political or economic disturbances, outbreak of wars or infectious disease outbreaks such as the COVID-19 pandemic, could reduce our ability to manufacture our products and adversely affect our revenues from operations in such period. While there have not been any material disruptions in the last three Financial Years having impact on our business operations and financials, any such disruption may interrupt our operations, which may interfere with the manufacturing process, requiring us to either stop our operations or repeat activities that may involve additional time and costs. Our customers rely on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. Although we take precautions to minimize the risk of any significant operational problems at our units, our customer relationships, business, financial condition, results of operations and cash flows may be adversely affected by any disruption of operations at our units, including due to any of the factors mentioned above.

Disruptions in our operations could delay production or require us to temporarily cease operations at our units. 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 units to cease, or limit, production until the disputes concerning such approvals are resolved. As regulatory approvals are site specific, we may be unable to transfer production activities to another location immediately. Similarly, there is no assurance that those of our units unaffected by an interruption will have the capacity to increase their output to manufacture products for the affected units, to the extent that all outstanding orders will be fulfilled in a timely manner. In the event of prolonged interruptions in the operations of our units, we may have to make alternate arrangements for supplies and products in order to meet our production requirements, which could affect our profitability.

36. *Our ability to grow our business depends on our relationships with our customers and any adverse changes in these relationships, or our inability to enter into new relationships and thereby expand our customer network, could negatively affect our business and results of operations.*

Our business is dependent on the decisions and actions of our customers which is determined by our ability to maintain and strengthen our relationships and arrangements with existing customers. Our relationship with our customers is dependent to a large extent on our ability to regularly meet their requirements, including by introducing products with greater marketability, price competitiveness, efficient and timely product deliveries and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers. There are also a number of factors relating to our customers beyond our control that might result in the termination of our arrangement or the loss of a customer relationship, including change in preferences of our customers as well as a demand for price reductions. Further, the deterioration of the financial condition or business prospects of these customers could affect their ability to maintain inventory and thus reduce demand for our products and could result in a significant decline in the revenues we derive from such customers. Adverse changes in our relationships with our customers or the inability to develop new products for existing customers or to successfully establish relationships with new customers, could therefore limit our business prospects, which could adversely affect our financial performance.

We may also face disruptions in the delivery of our products for various reasons beyond our control, including poor freight forwarding of our products, transportation bottlenecks, natural disasters, infectious disease outbreaks such as the pandemics, acts of war and labour issues, which could lead to deliveries being delayed or lost, resulting in insufficient inventories with our customers. If we fail to deliver products to our customers in a timely manner our business and results of operations may be adversely affected.

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

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

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

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

A few of our agreements such as those relating to immovable properties, may not be stamped adequately or registered or may not have the necessary disclosures. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration of documents required to be registered, is that such document will not have any effect on the property or be eligible to be received as evidence in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

39. *Our manufacturing activities are dependent on the delivery of adequate and uninterrupted supply of electrical power at a reasonable cost. Any shortage or any prolonged interruption or increase in the cost of power could adversely affect our business, result of operations, financial conditions and cash flows.*

Adequate and cost effective supply of electrical power is critical to our operations. We have our production units in Vadodara and Ahmedabad, Gujarat, which depend on the delivery of an adequate supply of electrical power. We rely upon diesel generator sets to ensure continuity of operations in case of power outage. There have been no major instances of power failure in the last three years. There can however be no assurance that electricity supplied to our existing units will be sufficient to meet our requirements or that we will be able to procure adequate and uninterrupted power supply in the future at a reasonable cost. If the per unit cost of electricity is increased by the state electricity board our power cost will increase. An interruption in or limited supply of electricity may result in suspension of our manufacturing operations. A prolonged suspension in production could materially and adversely affect our business, financial condition, results of operations or cash flows.

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

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

41. *Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.*

While we have experienced significant growth and have expanded our operations over the years, we cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further or at the same rate. The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes growing our product portfolio, strengthening our brand, deepening our penetration in existing markets and expanding our presence in select new territories and expanding our manufacturing capacities. For further information, see “*Our Business – Strategies*” on page 180 of this Draft Red Herring Prospectus.

Our ability to sustain growth depends primarily upon our ability to manage key issues such as our ability to sustain existing relationships with our clients, ability to obtain raw materials at better prices, ability to compete effectively, ability to scaling up our operations, adhering to high quality and execution standards, our ability to expand our manufacturing capabilities and our presence in India as

well as globally, the effectiveness of our marketing initiatives, selecting and retaining skilled personnel. Sustained growth also puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects. Our success in implementing our growth strategies may be affected by our ability to identify new market opportunities, develop products, increase our existing network of customers and ability to adapt to changes in the Indian or international regulatory environment applicable to us. Many of these factors are beyond our control and there can be no assurance that we will succeed in implementing our strategy. Any change in government policies and regulations including any ban imposed on a particular product by the respective governments, or any duties, pre-conditions or ban imposed by countries from where we source certain raw materials may have an adverse impact on our operations. In addition, there may be delays in the anticipated timing of activities related to such growth initiatives, strategies and operating plans; increased difficulty and cost in implementing these efforts; and the incurrence of other unexpected costs associated with operating the business. Any of these factors could adversely impact our results of operations. If, for any reason, the benefits we realize are less than our estimates or the implementation of these growth initiatives, strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected.

42. We may be subject to unionization, work stoppages or increased labour costs, which could adversely affect our business and results of operations.

Our industry is labour intensive. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of December 31, 2022, we employed about 157 employees across our production units and corporate office. We do not have any trade union registered under the Trade Unions Act, 1926. In the past three years, we have not experienced any labour dispute. We do not have any formal policy for redressal of labour disputes. Although we have not experienced any major interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lockouts, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

43. Fluctuations in the average selling prices of stainless steel could adversely affect our business, financial condition, results of operations and cash flows.

The average selling prices of our products may be subject to fluctuations depending on the market conditions. The average selling prices of our products are affected by the general market conditions, such as pricing by competition and raw material costs, which could have an impact on the businesses of our customers and, in turn, their demand for our products. While, we have not experienced any material fluctuation in our average selling prices, we cannot assure you that we will not experience declining average selling prices for our products or that our average selling prices can remain at the same level in the future. A decline in the average selling prices for our products could adversely affect our business and financial condition, operating results and cash flows.

44. We are dependent on our Promoter, Directors and a number of key managerial personnel and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations, financial condition and cash flows.

We are dependent on our Promoter, Directors and key managerial personnel for setting our strategic business direction and managing our business. Our Promoter, being Managing Director and Chief Financial Officer of our Company and several of our key managerial personnel have extensive experience in the stainless steel sector. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. Two (2) of our Key Managerial Personnel resigned during the financial year 2022-23 and in respect of our Directors, one (1) director has resigned during the financial year 2022-23. The reason for such attrition rate for our Key Managerial Personnel and Directors was for better prospects. The attrition rate in respect of our employees was 35.14%, 14.04%, 21.52% and 15.02% and in respect of labour was 0.99%, Nil, Nil and Nil for the Fiscals 2020, 2021, 2022 and the period ended August 31, 2022, respectively. We may experience similar attrition rates in the future. A significant increase in the attrition rate among skilled employees could decrease our operating efficiency and productivity and could lead to a decline in the profitability of our Company. Competition for qualified technical personnel and operators is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impacted.

We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining suitable employees. The loss of the services of our key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

45. Any downgrading of our credit rating by a domestic or international credit rating agency may increase interest rates for our future borrowings, which would increase our cost of borrowings, and adversely affect our ability to borrow on a competitive basis.

Brickworks Ratings India Private Limited has on August 02, 2022 assigned BWR BBB/Stable rating for the long-term bank facilities and BWRA3 rating for the short-term bank facilities of our Company.

We have been assigned the following credit ratings in the last three periods:

Particulars	02-August-22		21-January-21		14-October-19	
	Long Term Instruments	Short Term Instruments	Long Term Instruments	Short Term Instruments	Long Term Instruments	Short Term Instruments
Rating	BWR BBB/Stable	BWRA3	BWR BBB/Stable	BWRA3	BWR BBB/Stable	BWRA3
Rating Agency	Brickworks Ratings India Private Limited					

Our credit rating may be downgraded in the future due to various factors, including factors which may be beyond our control. Any future downgrade of our credit ratings may increase interest rates for refinancing our borrowings, which would increase our cost of borrowings, and may have an adverse effect on our future issuances of debt and our ability to borrow on a competitive basis. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of repayment of certain of our borrowings. If any of these risks materialise, it could have a material adverse effect on our business, reputation, results of operations and financial condition.

46. An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may give rise to product liability claims and negatively affect our business prospects and financial performance.

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by certification issuing agencies. If we fail to comply with applicable quality standards or if we are otherwise unable to obtain such quality accreditations in the future in a timely manner or at all, our business prospects and financial performance may be negatively affected.

Further, if our products are alleged or found to be defective, we may be subject to product liability claims. While there have been no instances during the last three financial years (Fiscal 2020 to Fiscal 2022) where we have faced issues in product liability claims. There could be instances in which our products do not meet the specifications. We have, at some times, encountered certain claims with respect to the quality of our products and we may be subject to product liability claims and litigation for compensation in the future also which could result in substantial and unexpected expenditure and could materially affect our cash flow and operating results. Further, there can be no assurance that we will be able to successfully defend such claims. If any such claims against us are ultimately successful, we could be required to pay substantial damages, which could materially and adversely affect our business, financial condition, results of operations and cash flows.

47. The continuing impact of the COVID-19 pandemic on our business and operations is uncertain and it may be significant and continue to have an adverse effect on our business, operations and our future financial performance.

The World Health Organization declared the novel coronavirus disease (“COVID-19”) outbreak a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020. The rapid and diffused spread of COVID-19 and global health concerns relating to this pandemic have had a severe negative impact on, among other things, financial markets, liquidity, economic conditions and trade and could continue to do so or could worsen for an unknown period of time, that could in turn continue to have a material adverse impact on our business, cash flows, results of operations and financial condition, including liquidity and growth.

Additionally, we cannot predict the impact that the COVID-19 pandemic will have on our customers, suppliers and other business partners, and each of their financial conditions; however, any material effect on any of these parties could in turn have an adverse impact on us. As a result of these uncertainties, the impact may vary significantly from that estimated by our management from time to time, and any action to contain or mitigate such impact, whether government- mandated or opted by us, may not have the anticipated effect or may fail to achieve its intended purpose altogether. Our existing insurance coverage may not provide protection or coverage for any costs that may arise from all such possible events.

The COVID-19 pandemic may cause us to continue to experience the foregoing challenges in our business in the future and could have other effects on our business, including disrupting our ability to develop new offerings enhance existing offerings, market, and sell our products and conduct business activities generally.

The extent to which the COVID-19 pandemic may impact our business and results of operations will also depend on future developments that are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the disease, the duration and spread of the outbreak, the scope of travel restrictions imposed in geographic areas in which we operate, mandatory or voluntary business closures, the impact on businesses and financial and capital markets and the extent and effectiveness of the development and distribution of vaccines and other actions taken throughout the world to contain the virus or treat its impact. An extended period of global supply chain

and economic disruption as a result of the COVID-19 pandemic could have a material negative impact on our business, financial condition, and results of operations.

48. *Restrictions on import of raw materials may impact our business and results of operations.*

In Fiscals 2020, 2021, 2022 and for the period August 2022, the cost of raw materials and components consumed amounts to ₹2,574.96 Million, ₹3,224.55 Million, ₹3,735.22 Million, and ₹1,510.98 Million representing 86.72%, 89.65%, 87.49% and 89.12% respectively, of our revenue from operations. We currently import some portion of our raw materials. Raw material imports are regulated by certain specific laws and regulations that permit concerned authorities to stop any import if it is deemed that the goods proposed to be imported may be hazardous. While the raw materials we import may not be hazardous in nature, we cannot assure you that such regulations will not be made applicable to us or that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import raw materials. While we have not in the recent past experienced any challenges in importing such materials, we cannot assure you that we will not experience any such challenges in the future. In light of the COVID-19 pandemic and the current war scenario in Eastern Europe, the import of raw materials could be affected in the future. In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all. Any change in law or applicable governmental policies relating to imports, change in international geo-political situations, restriction on import of raw materials could have an adverse effect on our ability to deliver products to our distributors, business and results of operations.

49. *Our Promoter and Promoter Group shall continue to retain significant control in our Company after the Offer, which shall allow them to influence the outcome of matters submitted to shareholders for approval. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control.*

As on date of this Draft Red Herring Prospectus, our Promoter and certain members of our Promoters Group hold 29,945,016 Equity Shares representing 86.30% of the pre-offered, subscribed and paid-up Equity Share capital of our Company. After the completion of this Offer, our Promoter and Promoter Group shall continue to hold significant shareholding in our Company. As a result, our Promoter and Promoter Group shall 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, and our other shareholders shall be unable to affect the outcome of such voting. Our Promoter and Promoter Group may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender Offer or otherwise attempting to obtain control of us. We cannot assure that our Promoter and Promoter Group shall act in our interest while exercising their rights in such entities, which may in turn materially and adversely affect our business and results of operations. We cannot assure you that our Promoters and Promoter Group shall act to resolve any conflicts of interest in our favour. If our Promoters and Promoter Group sells a substantial number of the Equity Shares in the public market, or if there is a perception that such sale or distribution could occur, the market price of the Equity Shares could be adversely affected. No assurance can be given that such Equity Shares that are held by the Promoter shall not be sold any time after the Offer, which could cause the price of the Equity Shares to decline.

50. *We have in this Draft Red Herring Prospectus included certain Non-GAAP Measures and certain other industry measures related to our operations and financial performance. These Non-GAAP Measures and industry measures may vary from any standard methodology that is applicable across the stainless steel industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies.*

Certain Non-GAAP Measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian stainless steel companies, many of which provide such Non-GAAP Measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus.

These Non-GAAP Measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and are not measures of operating performance or liquidity defined by generally accepted accounting principles, and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other manufacturing companies.

- 51. We are subject to various government regulations and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business, results of operations and cash flows may be adversely affected. In addition, we have certain obligations under policies imposed and schemes launched by the government that may not be directly beneficial or profitable to our business.***

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India and in respective regions that we have operations, generally for carrying out our business, producing and marketing our Products, for our production units, and corporate office. For details of applicable regulations and approvals relating to our business and operations, see “*Government and Other Approvals*” on page 332.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. While we have obtained key approvals required for our business, we have also applied for, and are awaiting grant/renewal of certain key approvals. Failure to obtain or validly maintain such approvals could materially and adversely affect our business, results of operations and financial condition. For further details, see “*Government and Other Approvals*” on page 332. The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

If we fail to comply with applicable statutory or regulatory requirements or fail to complete production of our Products in compliance with applicable standards, there could be a delay in the submission or grant of approval for sale of new products. In many of the international markets where our Products are ultimately sold, the approval process for a new product can be complex, lengthy and expensive. The time taken to obtain regulatory approvals varies by country but generally takes between several weeks and several years from the date of application. If we fail to obtain such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, we are required to meet certain requirements and obligations under policies imposed by and schemes launched by the government which may involve substantial amount of cost allocation and may not be in line with the best interest of our business in terms of our endeavour to decrease expenditure and increase profitability.

52. Changes in technology may affect our business by making our units or equipment less competitive.

Our profitability and competitiveness are to a certain extent dependent on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Changes in technology may make newer generation manufacturing equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our units. Our inability to continue to invest in new and more advanced technologies and equipment, may result in our inability to respond to emerging industry standards and practices in a cost-effective and timely manner that is competitive with other stainless steel products manufacturing companies and other methods of manufacturing. The development and implementation of such technology entails technical and business risks. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to emerging industry standards. If we are unable to adapt in a timely manner to changing market conditions or technological changes, our business and financial performance could be adversely affected.

53. Our Company will not receive any proceeds from the Offer for Sale portion, and the Promoter Selling Shareholder shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by him in the Offer for Sale. Our Promoter is therefore interested in the Offer in connection with the Equity Shares offered by them in the Offer for Sale.

The Offer includes an offer for sale of such number of Equity Shares aggregating up to 2,100,000 by the Promoter Selling Shareholder, which is the Promoter of our Company. The Promoter is therefore interested in the Offer Proceeds to the extent of the Equity Shares offered by him in the Offer for Sale. The entire proceeds (net of offer expenses) from the Offer for Sale will be paid to the Promoter Selling Shareholder pursuant to the Offer for Sale, and our Company will not receive any such proceeds. Further, except for listing fees of the Offer, which will be borne by our Company, all cost, fees and expenses (including all applicable taxes) in respect of the Offer will be shared amongst our Company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale, upon successful completion of the Offer. See “*Capital Structure*” and “*Objects of the Offer*” on pages 89 and 109, respectively of this Draft Red Herring Prospectus.

54. We have issued Equity Shares at prices that may be lower than the Offer Price in the last 12 months.

We have issued and allotted 30,361,660 equity shares, at prices which may be lower than the Offer Price. For further details, please see “*Capital Structure – Notes to the Capital Structure – Equity Share capital history of our Company*” beginning on page 89 of this Draft Red Herring Prospectus.

55. Our Promoter has provided personal guarantee for loans availed by us. In the event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter’s ability to manage the affairs of our Company and our Company’s profitability and consequently this may impact our business, prospects, financial condition and results of operations.

Our Company has availed loans in business. Our Promoter has provided personal guarantee in relation to certain loans availed by our Company, for details please see “*Financial Indebtedness*” on page 323. In the event of default in repayment of the loans by the Company, the personal guarantee extended by our Promoter may be invoked by our lenders thereby adversely affecting our Promoter’s

ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations.

56. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned by D&B for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have availed the services of an independent third-party research agency, Dun & Bradstreet, to prepare an industry report titled “Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes” dated January 2023, for purposes of inclusion of such information in this Draft Red Herring Prospectus. Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the D&B Report or extracts of the D&B Report. All such information in this Draft Red Herring Prospectus indicates the D&B Report as its source. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. 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. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely amongst different industry sources. Furthermore, such assumptions may change based on various factors. We cannot assure that the D&B Report assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Furthermore, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as an expert advice or investment advice. Prospective investors are advised not to unduly rely on the D&B Report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

57. If we are subject to any frauds, theft, or embezzlement by our employees, suppliers or customers, it could adversely affect our reputation, results of operations, financial condition and cash flows.

Our operations may be subject to incidents of theft. We may also encounter some inventory loss on account of employee/ supplier/ customer fraud, theft, or embezzlement. Although we have set up various security measures in our office premises and units such as deployment of security guards and operational processes such as periodic stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, loss in transit or similar incidents in the future, which could adversely affect our reputation, results of operations, financial condition and cash flows.

58. Certain statutory filings made by our Company may contain discrepancies/errors with respect to any of the information required therein. We cannot assure you that our Company shall not be subjected to any liability on account of such discrepancies.

We monitor compliances with applicable laws and regulations by implementing stringent internal checks and controls. Although we have generally been in compliance with applicable laws, there have been certain instances of delayed statutory filings/ discrepancies/ errors. Although, no regulatory action has been taken against us with respect to the aforesaid non-compliances/ errors, there can be no assurance that a regulatory action shall not be taken by the relevant authorities against us in the future. In an event such an action is taken, we may be subject to penalties and other consequences that may adversely impact our business, reputation, and results of operation and there can be no assurance that we shall be able to successfully defend any action/ allegation raised by such regulatory authorities. Our compliance team meticulously follows a detailed compliance calendar providing for compliances under various applicable laws, including but not limited to, Companies Act. As we continue to grow, there can be no assurance that deficiencies in our internal controls shall not arise, or that we shall be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. There may be recurrences of similar

discrepancies/errors in the future that could subject our Company to penal consequences under applicable laws. Any such action could adversely impact our business, reputation, and results of operation.

59. We face foreign exchange risks that could adversely affect our results of operations and cash flows.

We have foreign currency receivables and payables for sale of our products and supply of certain raw materials and equipment and are therefore, exposed to foreign exchange risk between the Indian Rupee and U.S. Dollars and other foreign currencies. However, we have adopted foreign exchange risk mitigation measures like forward exchange contract, there can be no assurance that we will be able to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against other relevant foreign currencies. We have in the past experienced net foreign currency exchange (losses)/gain to the extent of ₹ 8.65 million, ₹ 30.89 million, ₹ 4.86 million and ₹ (0.17) million respectively, which represents 0.29%, 0.86%, 0.11% and (0.01)%, of our revenues from operations for the Fiscals 2020, 2021, 2022 and the period ended August 31, 2022 respectively. There can be no assurance that we shall not be subject to foreign currency exchange losses in the future. Further, volatility in exchange rates would result in an increase in the cost of our products. We may not be able to pass on such increase in costs to our customers. Any significant fluctuation in the value of the Indian Rupee against such currencies may adversely affect our results of operations. Any appreciation of foreign currencies against the Indian Rupee may result in reduction of our margins and consequently have an adverse effect on business and result of operations.

60. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.

Our business involves complex manufacturing processes that can be dangerous to our employees. Although we employ safety procedures, including providing safety equipment on the shop floor, in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in any of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, 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 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 and prospects. While we maintain legally mandated insurance policies such as accident and medical insurance policies for our employees and a public liability insurance, we cannot assure you that the coverage under such policies will be sufficient to cover loss sustained or that an affected employee or third party will not additionally seek legal recourse against us.

In particular, if operations at our manufacturing facilities were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. While there has not been any such incidence in past, we cannot assure you that such incidents will not occur in future.

Interruptions in production may also increase our costs and reduce our sales and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations and prospects.

61. Unsecured loans of ₹ 117.49 million taken by our Company from related party can be recalled at any time.

As on August 31, 2022, we have one outstanding unsecured loan aggregating to ₹117.49 million taken by our Company from our Promoter for business purpose. Although, as on date, neither the loan arrangement has been terminated nor the outstanding amounts have been called to be repaid by the said related party. However, there can be no assurance that such party shall not recall the outstanding amount (in part, or in full) at any time. We intend to repay the said loan in due course, however, any failure to service such indebtedness, or discharging any obligations thereunder could have a material adverse effect on our business, financial condition and results of operations. For further details refer to the section entitled “*Financial Indebtedness*” beginning on Page.

62. *There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.*

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer.

In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the stock exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

63. *Our Promoter, also being the Managing Director and Chief Financial Officer of our Company, holds Equity Shares in our Company and is therefore interested in the Company’s performance in addition to his remuneration and reimbursement of expenses.*

Our Promoter, also being the Managing Director and Chief Financial Officer of our Company, is interested in our Company, in addition to his remuneration or benefits and reimbursement of expenses, to the extent of his shareholding in our Company. Our Promoter shall abide by the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and protect the interests of the Company. However, in case of any conflict of interest our Promoter shall keep the interests of our Company first over his personal interest, we cannot assure you that he will exercise his rights as shareholder to the benefit and best interest of our Company. Our Promoter may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoter of our Company, other than reimbursement of expenses incurred or remuneration or benefits, please see the chapters titles “*Our Management*” and “*Our Promoter and Promoter Group*” beginning on pages 209 and 228, respectively, of this Draft Red Herring Prospectus.

64. *Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.*

We have not declared dividend in the past. For further information, see “*Dividend Policy*” on page 233 of this Draft Red Herring Prospectus. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all future earnings, if any, for use in the operations and expansion of the 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 in accordance with the dividend distribution policy as may be adopted by our Board from time to time and will depend on factors that our Board deems relevant, including among others, our Company’s profitability, capital

requirements, financial commitments and requirements, including business and expansions plans, applicable legal restrictions and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

EXTERNAL RISK FACTORS

RISKS RELATING TO INDIA

65. A slowdown in economic growth in India could cause our business to suffer.

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Global situations such as outbreak of the COVID-19 pandemic, full scale military invasion of Ukraine by Russia have caused a global economic downturn including in India. Any downturn in the macroeconomic environment in India could also adversely affect our business, financial condition, results of operations and prospects.

India's economy could be adversely affected by a general rise in interest rates or inflation, civil unrest, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects.

Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

66. Financial instability in other countries may cause increased volatility in Indian financial markets.

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, Europe 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

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. For example, the full scale military invasion of Russia into Ukraine and the subsequent sanctions placed on Russia by various countries has substantially affected the economic stability of the world and such volatility could impact our Company's growth. In addition, the market price of oil has risen sharply since the commencement of hostilities in Ukraine, which may have an inflationary effect in India and other countries. A prolonged war or a protracted period of hostilities in the Ukraine may lead to global economic disturbances.

In addition, the USA is one of India's major trading partners and any possible slowdown in the American economy could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, results of operation, and cash flows. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, results of operations, and cash flows, and reduce the price of the Equity Shares.

67. The occurrence of natural or man-made disasters or outbreak of global pandemics, such as the COVID-19 pandemic, could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, infectious disease outbreaks such as the COVID-19 pandemic and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally, including the ongoing conflict between Russia and Ukraine following Russia's full-scale military invasion of Ukraine in February 2022, volatility in interest rates, volatility in commodity and energy prices, an increase in oil prices, a loss of investor confidence in other emerging market economies and other political and economic development may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. 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 market price of the Equity Shares.

68. Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Financial Statements as at and for the financial year ended March 31, 2022 have been derived from our audited financial statements as at and for the financial year ended March 31, 2022 prepared in accordance with Ind AS. Our Restated Financial Statements as at and for the financial year ended March 31, 2021 and March 31, 2020 have been derived from our audited financial

statements as at and for the year ended March 31, 2021 and standalone audited financial statements as at and for the years ended March 31, 2020 prepared in accordance with Accounting Standards and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our Restated Financial Statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. 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 Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. Prospective investors should review the accounting policies applied in the preparation of our Restated Financial Statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

69. *If there is any change in laws or regulations, including taxation laws, or their interpretation, such changes may significantly affect our financial statements.*

Any change in Indian tax laws could have an effect on our operations. Any future amendments may affect our benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/tribunals/ courts would have an effect on our profitability.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax, past claims of central excise, state VAT, and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017. For further information on litigations arising out of such claims, see “*Outstanding Litigation and Other Material Developments*” beginning on page 325 of this Draft Red Herring Prospectus.

Further, the Government of India has announced the union budget for Fiscal 2023, pursuant to which the Finance Act, 2022 (“**Finance Act**”), wherein a few sections have become effective from April 01, 2022 and the remaining shall come into force as and when may be notified by the Central Government. As such, there is no certainty on the impact that the Finance Act, 2022 may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

Furthermore, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. The rules for implementation under these codes have been notified, and we are determining the impact of these laws on our business and operations which may restrict our ability to

grow our business in the future and increase our expenses. In another example, the GoI has made it mandatory for business establishments with turnover above a certain size to offer digital modes of payment from November 2019, with no charges being levied on the customers or the merchants by banks and payment service providers. Such measures could adversely impact our income streams in the future and adversely affect its financial performance.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have an adverse effect on our business.

70. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 382 of this Draft Red Herring Prospectus.

71. *A downgrade in ratings of India, may affect the trading price of the Equity Shares.*

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. 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 financing is available, including raising any overseas additional financing. Going forward, the sovereign ratings outlook will remain dependent on whether the government is able to transition the economy into a high-growth environment, as well as exercise adequate fiscal restraint. A downgrading of India’s credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

72. *Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Book Running Lead Manager or any of their directors and executive officers in India respectively, except by way of a law suit in India.*

We are incorporated under the laws of India and all our Directors and Key Managerial Personnel reside in India. All our assets are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the “CPC”).

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Section 13, 14 and Section 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that Section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except:

(i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

It cannot be assured that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment.

73. *If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our clients thereby reducing our margins.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our clients, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any

increases in costs with increases in prices for our products. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

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

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion may reduce the net dividend to foreign investors. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

- a. the foreign currency equivalent of the Rupee trading price of the Company's Equity Shares in India;
- b. the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Company's Equity Shares; and
- c. the foreign currency equivalent of cash dividends, if any, on the Company's Equity Shares, which will be paid only in Rupees.

In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India may reduce the proceeds received by Shareholders, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares. Another example would be that the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

RISKS RELATING TO THE OFFER AND THE EQUITY SHARES

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

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction where the investors are located in do does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders'

rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

77. Any future issuance of Equity Shares may dilute your shareholding and sale of Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us (including under an employee benefit scheme) or disposal of our Equity Shares by the Promoter or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoter will not dispose of further Equity Shares after the completion of the Offer (subject to provisions of the applicable laws) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

78. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within six Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

79. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification) and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹ 100,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January

31, 2018 continue to be tax exempt in such cases. Further, STT will be levied on and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off-market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹ 100,000. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess), while short term capital gains arising in an off-market sale would be subject to tax at a higher rate of 40% (plus applicable surcharge and cess) in the case of foreign companies and 30% (plus applicable surcharge and cess) in the case of other non-resident taxpayers.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. As such, there is no certainty on the impact that the Finance Act, 2019 may have on our Company's business and operations.

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Additionally, the Finance Act, 2020 does not require dividend distribution tax to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Historically, 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 for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, financial condition, results of operations and cash flows.

80. The requirements of being a publicly listed company may strain our resources.

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/ or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, financial condition, results of operations and cash flows. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

81. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares

may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process. This price will be based on numerous factors, as described in the section “Basis for Offer Price” beginning on page 118 of this DRHP. This price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- the failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations;
- the public’s reaction to our press releases and adverse media reports; and
- general economic conditions.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

82. Future sales of Equity Shares by our Promoter may adversely affect the market price of the Equity Shares.

After the completion of the Issue, our Promoter will own, directly, more than [●]% of our outstanding Equity Shares. Upon expiry of the lock-in period provided under the SEBI ICDR Regulations, our Promoter will be eligible to sell part or all of the Equity Shares held by it. Future sales of a large number of the Equity Shares by our Promoter, either in one sale or over a series of sales, could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future, or that the market price of the Equity Shares will not be adversely affected by any such disposal, pledge or encumbrance of their Equity Shares.

83. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid amount) at any stage after submitting a bid, and Retail Individual Investors are not permitted to withdraw their Bids after bid/offer closing date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and 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. Similarly,

Retail Individual Investors can revise or withdraw their Bids at any time during the bid/ offer period and until the Bid/ offer closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the Investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares ⁽¹⁾⁽²⁾	Upto 17,400,000 Equity Shares aggregating to ₹ [●] Million
<i>of which:</i>	
(i) Fresh Issue ⁽¹⁾	Upto 15,300,000 Equity Shares aggregating to ₹ [●] Million
(ii) Offer for Sale ⁽¹⁾⁽²⁾	Upto 2,100,000 Equity Shares aggregating to ₹ [●] Million by the Promoter Selling Shareholder
The Offer consists of:	
A) QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares
<i>of which:</i>	
Anchor Investor Portion	Upto [●] Equity Shares
Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares
<i>of which:</i>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion) ⁽³⁾	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion ⁽³⁾	Not less than [●] Equity Shares
<i>of which:</i>	
One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000	[●] Equity Shares
Two-third of the Non-Institutional Category available for allocation to Non-Institutional Bidders with an application size of more than ₹ 1,000,000	[●] Equity Shares
C) Retail Portion ⁽³⁾	Not less than [●] Equity Shares
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	34,699,040 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Utilisation of Net Proceeds	See “ <i>Objects of the Offer</i> ” beginning on page 109 of this Draft Red Herring Prospectus for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) *The Fresh Issue has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated November 16, 2022 and November 23, 2022 respectively.*

- (2) *The Promoter Selling Shareholder have confirmed and approved his participation in the Offer for Sale as set out below:*

Sr. No.	Promoter Selling Shareholder	Maximum Shares offered in the Offer for Sale	Date of Board Resolution	Date of consent letter
1.	Mr. Vijay Ramanlal Sanghavi	Upto 2,100,000 Equity Shares	November 16, 2022	November 15, 2022

- (3) *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 and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, subject to receipt of minimum subscription for 90% of the Fresh Issue, compliance with Rule 19(2)(b) of the SCRR and allotment of not more than 50% of the Net Offer to QIBs, Equity Shares shall be allocated in the manner specified in the section “Terms of the Offer” beginning on page 349 of this DRHP.*

Allocation to all categories, except Anchor Investors and Retail Individual Bidders shall be made on a proportionate basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

- (4) *Our Company and the Promoter 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. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, 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-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor 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. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” beginning on page 360.*

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids having being received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, may be allocated on a proportionate basis. For further details, please see “Offer Procedure” on page 360 of this Draft Red Herring Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Statements. The Restated Financial Statements has been prepared, based on financial statements as at for the period ended August 31, 2022, Fiscals 2022, 2021 and 2020. The Restated Financial Statements have been prepared in accordance with Ind AS and the Companies Act 2013, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled “Financial Information” on page 234.

The summary financial information presented below should be read in conjunction with the chapters titled “Restated Financial Statement” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 234 and 303 respectively.

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RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Assets and Liabilities

(Rs in Million)

Particulars		Note	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
A	ASSETS					
1	Non-current assets					
	Tangible assets	5.1	315.38	327.93	267.19	197.99
	Capital work-in-progress	5.2	125.09	36.71	33.74	36.17
	Intangible assets	5.3	75.84	79.98	51.37	20.32
	Financial Assets					
	Non-current investments		-	-	-	-
	Loan	6	38.67	-	4.98	4.98
	Other Financial Assets	7	18.70	15.69	15.69	15.14
	Deferred Tax Assets (net)		-	-	-	-
	Other Non-Current Assets	8	26.51	25.81	24.69	25.27
			600.19	486.12	397.66	299.87
2	Current assets					
	Inventories	9	1,757.69	1,712.83	1,355.25	1,154.23
	Financial Assets					
	Trade receivables	10	439.50	402.89	332.50	639.33
	Cash and cash equivalents	11	3.43	2.00	7.37	13.79
	Bank Balance other than above	12	222.70	194.95	180.32	166.08
	Loans		-	-	-	-
	Other Financial Assets	13	2.87	3.17	2.36	3.82
	Current Income Tax		-	-	-	-
	Other current assets	14	313.22	286.91	283.78	147.29
			2,739.41	2,602.75	2,161.58	2,124.54
	TOTAL ASSETS		3,339.60	3,088.89	2,559.24	2,424.41
B	EQUITY AND LIABILITIES					
1	Equity					
	Share capital	15	42.62	42.62	42.62	42.62
	Other Equity	16	707.71	618.45	522.20	468.04
			750.33	661.07	564.82	510.66
	Liabilities					
2	Non-current liabilities					
	Financial Liabilities					
	Borrowings	17	356.91	306.07	223.70	289.93
	Deferred tax liabilities (net)	18	30.36	31.66	21.83	12.82
			387.27	337.73	245.53	302.75
3	Current liabilities					
	Financial Liabilities					
	Borrowings	19	1,683.03	1,601.20	1,283.90	1,107.11
	Trade payables	20	-	-	-	-
	Total Outstanding dues of Micro and Small Enterprise		-	-	-	-
	Total Outstanding dues of creditors other than Micro and small Enterprise		381.51	412.69	357.71	364.35
	Other Financial Liabilities	21	-	3.35	0.10	0.33
	Other Current Liabilities	22	80.12	33.14	71.83	60.22
	Current Tax Liabilities (Net)	23	38.09	19.92	17.69	46.32
	Short-Term Provisions	24	19.25	19.81	17.66	32.67
			2,202.00	2,090.11	1,748.89	1,611.00
	TOTAL EQUITY AND LIABILITIES		3,339.60	3,088.89	2,559.24	2,424.41
	The accompanying notes are integral part of these standalone financial statements	1 - 60	-	-	-	-

As per our report of even date attached
For Pankaj R Shah & Associates
Chartered Accountants
Firm Regn. No. 107361W

for and on behalf of Board of Directors of
RATNAVEER PRECISION ENGINEERING LIMITED
(Formerly Known As RATNAVEER METALS LIMITED)
CIN: U27108GJ2002PLC040488

SD/-
CA Nilesh Shah
Partner
Membership No. - 107414
UDIN:22107414BCCRG4591
Place: Ahmedabad
Date: 04.11.2022

SD/-
B. S. Chaplot
Whole Time Director
DIN: 03539750
77
Place: Vadodara
Date: 04.11.2022

SD/-
Vijay R Sanghvi
Managing Director & CFO
DIN: 00495922

SD/-
Prerana Trivedi
Company Secretary
M.no. A37478

RATNAVEER PRECISION ENGINEERING LIMITED						
(Formerly Known As RATNAVEER METALS LIMITED)						
CIN: U27108GJ2002PLC040488						
Standalone Statement of Profit and Loss for the Five Month Ended August 31, 2022						
(Rs in Million)						
Particulars	Note No.	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020	
I Revenue from operations	25	1,695.53	4,269.38	3,596.63	2,969.20	
II Other income	26	3.53	15.34	43.88	20.15	
III Total Income (I+II)		1,699.06	4,284.72	3,640.51	2,989.35	
IV Expenses						
Cost of materials consumed	27	1,510.98	3,735.22	3,224.55	2,574.96	
Purchases of stock-in-trade		-	-	-	-	
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(142.49)	(185.69)	(169.18)	(164.23)	
Employee benefits expenses	29	26.91	78.05	69.60	69.31	
Finance costs	30	35.92	116.72	120.53	139.49	
Depreciation expenses	31	19.93	39.37	26.73	23.72	
Other expenses	32	137.16	366.55	272.33	243.67	
Total expenses		1,588.41	4,150.22	3,544.56	2,886.92	
V Profit before exceptional and extraordinary items and Tax (I-IV)		110.65	134.50	95.95	102.43	
VI Exceptional items		-	-	-	-	
VII Profit before tax (V-VI)		110.65	134.50	95.95	102.43	
VIII Tax expense:	33					
Current tax expense for current year		20.10	26.00	20.25	26.45	
Short / (Excess) Provision for income tax		-	3.61	11.93	0.27	
Deferred tax		1.30	9.54	9.15	3.76	
		21.40	39.15	41.33	30.48	
IX Profit from continuing operations (VII-VIII)		89.25	95.35	54.62	71.95	
X Profit / (Loss) from discontinuing operations (before tax)		-	-	-	-	
XI Tax expense of discontinuing operations		-	-	-	-	
XII Profit/(loss) from Discontinued operations (X-XI)		-	-	-	-	
XIII Profit for the period (IX+XII)		89.25	95.35	54.62	71.95	
XIV Other Comprehensive Income						
A (i) Items that will not be reclassified to profit or loss	34	-	(1.18)	(0.58)	0.15	
(ii) Income tax relating to items that will not be reclassified to profit and loss	34	-	0.30	0.14	(0.04)	
B (i) Items that will be reclassified to profit or loss		-	-	-	-	
(ii) Income tax relating to items that will be reclassified to profit and loss		-	-	-	-	
		-	(0.88)	(0.44)	0.11	
XV Total Comprehensive Income for the period (XIII+XIV)		89.25	94.47	54.18	72.06	
XVI Earnings per share for continued operation	35					
Basic & diluted (of ₹ 10/- each)		21.93	23.43	13.41	17.68	
XVII Earnings per share for discontinued operation						
Basic & diluted (of ₹ 10/- each)		-	-	-	-	
XVIII Earnings per share for continued operation and discontinued operation						
Basic & diluted (of ₹ 10/- each)		21.93	23.43	13.41	17.68	
The accompanying notes are integral part of these standalone financial statements		1 - 60				
As per our report of even date attached For Pankaj R Shah & Associates Chartered Accountants Firm Regn. No. 107361W		for and on behalf of Board of Directors of RATNAVEER PRECISION ENGINEERING LIMITED (Formerly Known As RATNAVEER METALS LIMITED) CIN: U27108GJ2002PLC040488				
____ SD/- CA Nilesh Shah Partner Membership No. - 107414 UDIN:22107414BCCRGA4591 Place: Ahmedabad Date: 04.11.2022	SD/- B. S. Chaplot Whole Time Director DIN: 03539750	SD/- Vijay R Sanghvi Managing Director & CFO DIN: 00495922	SD/- Prerana Trivedi Company Secretary M.no. A37478	78 Place: Vadodara Date: 04.11.2022		

RATNAVEER PRECISION ENGINEERING LIMITED				
(Formerly Known As RATNAVEER METALS LIMITED)				
CIN: U27108GJ2002PLC040488				
Standalone Statement of CashFlow for the Year Ended AUGUST 31, 2022				
(In ` Million)				
Particulars	For the Five month Ended 31.08.2022	For the Year Ended		
		31.03.2022	31.03.2021	31.03.2020
(A) Cash Flow from Operating Activities :				
Net Profit before Tax	110.65	134.50	95.95	102.43
Adjustments for :				
Depreciation	19.93	39.37	26.73	23.72
Interest Income	(3.56)	(10.35)	(12.44)	(11.46)
Interest expenses	35.92	116.72	120.53	139.49
(Profit) / Loss on sale of PPE	(0.15)	(0.09)	-	-
Amount transferred to Reserves	-	-	-	-
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	-	1.18	(0.58)	0.15
Operating Profit Before Working Capital Changes	162.79	281.33	230.19	254.33
Adjustments for:				
Non-current/current financial and other assets				
Decrease/(Increase) in Other Financial Assets	0.30	(0.80)	1.45	57.01
Decrease/(Increase) in Loans	(38.67)	4.98	-	-
Decrease/(Increase) in Other Non-Current Assets	(3.70)	(1.13)	0.04	1.45
Decrease/(Increase) in Other Current Assets	(26.32)	(3.13)	(136.49)	(74.46)
Trade Receivables	(36.62)	(70.39)	306.83	(172.00)
Inventories	(44.87)	(357.58)	(201.02)	(160.62)
Non-current/current financial and other liabilities/provisions	18.17	2.23	(28.63)	46.32
Increase/(Decrease) in Trade Payables	(31.18)	54.98	(0.66)	139.26
-	-	-	-	-
Increase/(Decrease) in Other Current Liabilities	46.98	(38.69)	11.61	11.56
Increase/(Decrease) in Other Financial Liabilities	(3.35)	3.25	(0.23)	0.33
Increase/(Decrease) in Short Term Provisions	(0.56)	2.15	(15.01)	(6.24)
Cash Generated from/(used in) Operating Activities	42.97	(122.80)	168.08	96.94
Direct Taxes Paid (Net)	(20.10)	(29.61)	(32.18)	(26.72)
Nat Cash from Operating Activities (A)	22.87	(152.41)	135.90	70.22
(B) Cash Flow from Investing Activity :				
Purchase of property, plant and equipments	(91.90)	(127.85)	(124.60)	(96.68)
Proceeds from sale of PPE	0.11	0.11	0.06	-
Interest Received	3.56	10.35	12.44	11.46
Net Cash form Investing Activities (B)	(88.23)	(117.39)	(112.10)	(85.22)
(C) Cash Flow from Financial Activities :				
Proceeds /(Repayment) of Long Term Borrowings (Net)	50.84	82.38	(66.24)	(38.81)
Proceeds /(Repayment) from Short Term Borrowings (Net)	79.01	313.45	170.78	226.91
Interest Paid	(35.92)	(116.71)	(120.52)	(139.49)
Net Cash Flow from/(used in) Financing Activities (C)	93.93	279.12	(15.98)	48.61
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	28.57	9.32	7.82	33.61
Add : Opening Cash & Bank Balances	196.95	187.69	179.87	146.26
Closing Cash & Bank Balances	225.52	197.01	187.69	179.87
As per our report of even date attached For Pankaj R Shah & Associates Chartered Accountants Firm Regn. No. 107361W		for and on behalf of Board of Directors of RATNAVEER PRECISION ENGINEERING LIMITED (Formerly Known As RATNAVEER METALS LIMITED) CIN: U27108GJ2002PLC040488		
SD/- CA Nilesh Shah	SD/- B. S. Chaplot	SD/- Vijay R Sanghvi Managing Director & CFO	SD/- Prerana Trivedi Company Secretary	
Partner Membership No. - 107414 UDIN: 22107414BCCRGA4591 Place: Ahmedabad Date: 04.11.2022	Whole Time Director DIN: 03539750 Place: Vadodara Date: 04.11.2022	DIN: 00495922	M.no. A37478	

GENERAL INFORMATION

Our Company was incorporated under the provisions of the Companies Act, 1956 as “Ratnaveer Stainless Products Private Limited” on February 20, 2002, as a private limited company vide Certificate of Incorporation issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Subsequently the name of our Company was changed to “Ratnaveer Metals Private Limited” vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on May 28, 2018, and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Ahmedabad on May 30, 2018. Pursuant to the conversion of our Company into a public limited company the name was changed to “Ratnaveer Metals Limited” vide Special Resolution passed by the shareholders of our Company at the Annual General Meeting held on September 27, 2018 and a fresh Certificate of Incorporation dated October 11, 2018 was issued by the RoC – Ahmedabad. Further, the name of our Company was changed to ‘Ratnaveer Precision Engineering Limited’ vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on October 12, 2022, and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Ahmedabad on November 01, 2022. The Corporate Identity Number of our Company is U27108GJ2002PLC040488.

For details of changes in registered offices of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 203 of this Draft Red Herring Prospectus.

Brief Information about the Company and the Offer	
Registered Office & Unit I	Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara – 391 775, Gujarat, India. Telephone: 02667 264594 Website: www.ratnaveer.com Email id: info@ratnaveer.com
Corporate Office	Office No. 703 & 704 Ocean Building, 7 th Floor, Vikram Sarabhai Campus, Genda Circle Wadiwadi, Vadodara- 390 023, Gujarat, India Telephone: +91 8487878075
Date of Incorporation	February 20, 2002
Company Registration No.	040488
Company Identification No.	U27108GJ2002PLC040488
Company Category	Company Limited by Shares
Company Sub Category	Indian Non-Government Company
Address of Registrar of Companies	Registrar of Companies, Ahmedabad ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat. Phone: 079-27438531 Fax: 079-27438371 Email Id: roc.ahmedabad@mca.gov.in
Designated Stock Exchange	National Stock Exchange of India Limited
Offer Programme	Offer Opens on: [●] Offer Closes on: [●]

Company Secretary & Compliance Officer	Ms. Prerana Rajeshbhai Trivedi c/o Ratnaveer Precision Engineering Limited E-77, G.I.D.C., Savli (Manjusar), Vadodara- 391 775, Gujarat, India. Telephone: +91 8487878075 Website: www.ratnaveer.com Email id: cs@ratnaveer.com
Chief Financial Officer	Mr. Vijay Ramanlal Sanghavi c/o Ratnaveer Precision Engineering Limited E-77, G.I.D.C., Savli (Manjusar), Vadodara- 391 775, Gujarat, India. Telephone: +91 8487878075 Website: www.ratnaveer.com Email id: vijays@ratnaveer.com

Board of Directors

Our Company's Board comprises of the following Directors:

Name, Nature of Directorship and DIN	Age	Residential Address
Vijay Ramanlal Sanghavi Chairman & Managing Director DIN: 00495922	45 years	20 Vijay Society No-1, New Khanderao Road, Bakarawadi, Vadodara – 390001, Gujarat, India
Babulal Sohanlal Chaplot Wholetime Director DIN: 03539750	78 years	61, Geet Gunjan Society, Opp. Corporation School, Harni Road, Harni Colony, Vadodara – 390 022, Gujarat, India
Binita Verdia Non-Executive Non-Independent Director DIN: 09724262	47 years	61, Geet Gunjan Society, Opp. Corporation School, Harni Road, Harni Colony, Vadodara-390022, Gujarat
Ankita Dineshbhai Soni Independent Director DIN: 08126490	31 years	A-12, Vaibhav Apartment part 1, Opp. Bombay Gargage, Near Under Bridge, Shahibaug, Ahmedabad – 380 004, Gujarat, India
Bharatkumar Kanchanlal Shah Independent Director DIN: 00587810	57 years	Survey No. 273/1/1, Saumya Murti Bungalow, Near Ahmedabad Kalibari Temple, Ahmedabad – 380 058, Gujarat, India
Sreeram Vishwanathan Rishinaradamangalam Independent Director DIN: 09537193	59 years	A-2, Raag Duplex, Near Gorwa Workshop, Subhanpura, Vadodara – 390 023, Gujarat, India

For further details of the Board of Directors, please refer to the section titled “*Our Management*” beginning on page 209 of this Draft Red Herring Prospectus.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY

Book Running Lead Manager	Registrar to the Offer
Unistone Capital Private Limited A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059 Telephone: +91 9820057533	Link Intime India Private Limited C-101, 1 st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400 083 Maharashtra, India.

<p>Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Mr. Brijesh Parekh Website: www.unistonecapital.com SEBI Registration number: INM000012449 CIN: U65999MH2019PTC330850</p>	<p>Telephone: +91 022 4918 6200 Facsimile: +91 022 4918 6195 E-mail: ratnaveerprecision.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance: ratnaveerprecision.ipo@linkintime.co.in SEBI Registration No: INR000004058 Contact person: Shanti Gopalkrishnan CIN: U67190MH1999PTC118368</p>
Legal Advisor to the Offer	Statutory & Peer Reviewed Auditors
<p>M/s. Alliance Law Address: 801, 8th Floor, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021. Telephone: +91 22-2204 0822/23/24 E-mail: info@alliancelaw.in</p>	<p>M/s. Pankaj R. Shah & Associates Address: 7th Floor, Regency Plaza, Opp. Rahul Tower, Nr. Madhur Hall, Ahmedabad – 380 015, Gujarat Telephone: 079 26931024 E-mail: Nilesh.shah@prsca.in Contact Person: CA Nilesh Shah Firm Registration No.: 107361W Peer Review Number: 013474</p>
Share Escrow Agent	Public Offer Bank/ Banker to the Offer/ Refund Banker
<p>[●] Address: [●] Telephone: [●] Fax: [●] E-mail: [●] Website: [●] Contact Person: [●] SEBI Cert Registration No: [●] CIN No.: [●]</p>	<p>[●] Address: [●] Telephone: [●] Fax: [●] E-mail: [●] Website: [●] Contact Person: [●] SEBI Cert Registration No: [●] CIN No.: [●]</p>
Syndicate Member	Banker to our Company
<p>[●] Address: [●] Telephone: [●] Fax: [●] E-mail: [●] Website: [●] Contact Person: [●] SEBI Cert Registration No: [●] CIN No.: [●]</p>	<p>IndusInd Bank Limited Address: 3rd Floor, Parkar House, Nr. Radisson Blu Hotel, Panchawati Cross Road, Ahmedabad- 380007. Telephone: 079-61916965 E-mail: suhas.das@indusind.com Website: www.indusind.com Contact Person: Mr. Suhas Das SEBI Cert Registration No: INBI00000002 CIN No.: L65191PN1994PLC076333</p>
Sponsor Bank	
<p>[●] Address: [●] Telephone: [●] Fax: [●] E-mail: [●] Website: [●] Contact Person: [●]</p>	

Changes in Auditors during last three Financial Years

Except as disclosed below, there have been no changes in the Auditors in last three financial years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Particulars of previous Auditor	Particulars of new Auditor	Effective Date	Reason
1.	Radheshyam I Shah & Associates 403, Shaily House, 3, Harihar Park Society, Nr. Income Tax under Bridge, Navrangpura, Ahmedabad 380009 Tel: 8866229001 Email: atikshahikhahd@gmail.com Contact Person: Atik Shaikh Membership No.: 159072 Firm Registration No.: 128398W Peer Review Number: NA	M/s. Pankaj R. Shah & Associates Address: 7 th Floor, Regency Plaza, Opp. Rahul Tower, Nr. Madhur Hall, Ahmedabad – 380 015, Gujarat Tel: 079 2693 1024/26 Email: chintan.shah@prscs.in Contact Person: Nilesh Shah Membership No.: 107414 Firm Registration No.: 107361W Peer Review Number: 013474	Resigned on February 10, 2022 Appointed on February 11, 2022	Due to pre-occupation

Investor grievances

Investors may contact the Company Secretary and Compliance Officer and/ or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems, such as non-receipt of Allotment Advice, credit of Allotted Equity Shares in the respective beneficiary account, or Refund Orders.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the Bidder, number of Equity Shares applied for, the Bid amount paid on submission of the Bid cum Application Form and the bank branch or collection center where the application was submitted.

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. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances relating to the UPI mechanism may be addressed to the Registrar to the Offer with a copy to the relevant Sponsor Bank or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Bid was submitted to a Registered Broker at any of the Brokers Centres, as the case may be, quoting the full name of the sole or first Bidder, Bid cum Application Form number, address of the Bidder, Bidder's DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid-cum-Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the DP, as the case may be, where the Bid was submitted, and the UPI ID of the UPI ID Linked Bank Account in which the amount equivalent to the Bid Amount was blocked.

All grievances relating to Bids submitted through the Registered Broker and/ or a Stock Broker may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with Board and the Registrar of Companies

A copy of this Draft Red Herring Prospectus has been filed electronically on the SEBI's online portal and emailed at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD" dated March 27, 2020 and has also been uploaded electronically through the SEBI Intermediary Portal at <https://siportal.sebi.gov.in>, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. It will also be filed with the SEBI at:

Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex Bandra I,
Mumbai- 400 051, Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the RoC at Registrar of Companies, Ahmedabad at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat.

Statement of *inter se* allocation of Responsibilities for the Offer

Since Unistone Capital Private Limited is the sole Book Running Lead Manager to this Offer and all the responsibilities relating to the co-ordination and other activities in relation to the Offer shall be performed by them and hence, a statement of *inter se* allocation of responsibilities is not applicable.

Designated Intermediaries

Self-Certified Syndicate Banks (SCSBs)

The list of banks that have been notified by SEBI to act as the SCSBs under the SEBI (Bankers to an Issue) Regulations, 1994 for the (i) ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable, or such websites as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and updated from time to time. For details of the list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and as updated from time to time, please refer to the above-mentioned link.

Registered Broker

Bidders can submit ASBA Forms in the Offer using the stock-broker network of the stock exchanges, i.e. through the Registered Brokers at the Broker Centre. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of BSE and NSE at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar to the Offer and Share Transfer Agents

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of BSE and NSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> and https://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm, as updated from time to time.

Syndicate SCSB Branches

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 (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

Self Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks eligible as sponsor banks for UPI Mechanism, including details such as name and contact details, are provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> and www.nseindia.com/products/content/equities/ipo/asba_procedures.htm, respectively, or such other websites as updated from time to time.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Experts

Our Company has received written consents from the following persons to include their names in this Draft Red Herring Prospectus as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus:

- (i) Consent dated January 19, 2023 from our Statutory and the Peer Review Auditor namely, M/s. Pankaj R. Shah & Associates, Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated November 04, 2022.
- (ii) Consent dated January 19, 2023 from our Statutory and the Peer Review Auditor namely, M/s. Pankaj R. Shah & Associates, Chartered Accountants, in respect of the Statement of Possible Special Tax Benefits dated January 25, 2023 included in this Draft Red Herring Prospectus.
- (iii) Consent dated January 18, 2023 from Upendra Nath Mahto, Independent Chartered Engineer in respect of his certificate dated December 23, 2022 on our Company's installed capacity and capacity 85apitalized at our manufacturing units included in this Draft Red Herring Prospectus.

Brokers to the Offer

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

Credit Rating

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

Trustees

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading of the Offer.

Monitoring Agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations.

Appraising Entity

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

Book Building Process

The book building, in the context of the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper and [●] editions of the Gujarati regional newspaper (Gujarati being the regional language of Gujarat where our Registered Office is located), each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Offer Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

Each Bidder by submitting a Bid in Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, our Company has appointed the BRLM to manage this Offer and procure Bids for this Offer. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

Bidders should note that this Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details, please refer to the chapters titled “*Offer Structure*” and “*Offer Procedure*” beginning on pages 356 and 360, respectively of this Draft Red Herring Prospectus.

Illustration of Book Building Process and the 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 360 of this Draft Red Herring Prospectus.

Withdrawal of the Offer

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Offer Opening Date without assigning any reason thereof.

If our Company withdraws the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the 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 Exchanges will also be informed promptly.

The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. If our Company withdraws the Offer after the Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will file a fresh Draft Offer Document with the stock exchanges 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 Exchanges with respect to the Equity Shares offered through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final ROC approval of the Prospectus.

Underwriting

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company intends to enter into the Underwriting Agreement with the Underwriters for the Equity Shares. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name, Address, Telephone, Fax, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten **	% of the total Offer size Underwritten
[●]	[●]	[●]	[●]

The above-mentioned is indicative underwriting and will be finalised after determination and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors, the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. Notwithstanding the above table, the Underwrites shall be severally and not jointly responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers or subscribe to Equity Shares to the extent of the defaulted amount in accordance with and subject to the terms of the Underwriting Agreement. The underwriting arrangement stated above shall not apply to the applications by the ASBA Bidders in the Offer, except for ASBA Bids procured by any member of the Syndicate.

CAPITAL STRUCTURE

Our Equity Share capital before the Offer and after giving effect to the Offer, as at the date of this Draft Red Herring Prospectus, is set forth below:

(₹ in Millions except the share data)

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price ⁽¹⁾
I.	Authorized share capital ⁽²⁾		
	50,000,000 Equity Shares of face value ₹10.00 each	500.00	--
	3,000,000 0% Redeemable Non-Cumulative Preference Shares of face value ₹10.00 each	30.00	--
II.	Issued, subscribed and paid-up share capital prior to the Offer		
	34,699,040 Equity Shares of face value ₹10.00 each	346.99	--
	1,850,000 0% Non-convertible Preference Shares of face value ₹ 10.00 each	18.50	
	Share Forfeiture Account	1.95	
	Total	367.44	
III.	Present Offer in terms of the Draft Red Herring Prospectus		
	Offer of up to 17,400,000 Equity Shares of face value ₹ 10 aggregating to up to ₹ [●] million ⁽⁴⁾		
	<i>Of which includes</i>		
	Fresh Issue of up to 15,300,000 Equity Shares of face value ₹10.00 each at a price of ₹ [●] per Equity Share ⁽⁴⁾	[●]	[●]
	Offer for Sale of up to 2,100,000 Equity Shares of face value ₹10.00 each at a price of ₹ [●] per Equity Share ⁽⁴⁾⁽⁵⁾	[●]	[●]
IV.	Issued, subscribed and paid-up share capital after to the Offer		
	[●] Equity Shares of face value ₹ 10.00 each	[●]	[●]
	1,850,000 0% Non-convertible Preference Shares of face value ₹ 10.00 each	18.50	-
V.	Securities premium account		
	Before the Offer		172.79
	After the Offer ⁽¹⁾		[●]

⁽¹⁾ To be updated upon finalisation of the Offer Price

⁽²⁾ For details of the changes in the authorized share capital of our Company in the last 10 years, please refer to chapter titled "History and Certain Corporate Matters – Changes in Memorandum of Association in the last 10 years" beginning on page 203 of this Draft Red Herring Prospectus.

⁽³⁾ The Fresh Issue has been authorized pursuant to a resolution of our Board of Directors dated November 16, 2022 and by special resolution of our shareholders dated November 23, 2022.

⁽⁴⁾ As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

⁽⁵⁾ Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to a resolution passed at its meeting held on November 16, 2022. For further details on authorizations of the Promoter Selling Shareholder received for his shares being offered in the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 335. The Promoter Selling Shareholder confirms that the Equity Shares being offered by him in the Offer for Sale are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations and the Promoter Selling Shareholder has confirmed and authorized his participation in the Offer for Sale.

1. Notes on Capital Structure

(i) The following table sets forth the history of the equity share capital history of our Company:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	List of Allotees	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
Upon Incorporation	10,000	10.00	10.00	Cash	Subscription to the MoA	1. Ramanlal Dalichand Sanghavi – 4,000 2. Suresh Ramanlal Sanghavi – 3,000 3. Vijay Ramanlal Sanghavi – 3,000	10,000	100,000
December 20, 2002	590,000	10.00	10.00	Cash	Further Allotment	1. Ramanlal Dalichand Sanghavi – 116,000 2. Pyariben Ramanlal Sanghavi – 120,000 3. Suresh Ramanlal Sanghavi – 127,000 4. Rekha Suresh Sanghavi – 50,000 5. Vijay Ramanlal Sanghavi – 127,000 6. Seema Vijay Sanghavi – 50,000	600,000	6,000,000
November 18, 2003	1,500,000	10.00	10.00	Cash	Further Allotment	1. Ramanlal Dalichand Sanghavi – 500,000 2. Babulal Dalichand Sanghavi – 100,000 3. Tarachand Dalichand Sanghavi – 300,000 4. Arvindkumar Dalichand Sanghavi – 600,000	2,100,000	21,000,000
December 28, 2003	900,000	10.00	10.00	Cash	Further Allotment	1. Ramanlal Dalichand Sanghavi – 400,000	3,000,000	30,000,000

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	List of Allotees	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
						2. Babulal Dalichand Sanghavi – 500,000		
September 13, 2004	100,000	10.00	10.00	Cash	Further Allotment	Vijay Ramanlal Sanghavi – 100,000	3,100,000	31,000,000
March 28, 2005	900,000	10.00	10.00	Cash	Further Allotment	1. Ramanlal Dalichand Sanghavi – 250,000 2. Pyariben Ramanlal Sanghavi – 150,000 3. Suresh Ramanlal Sanghavi – 200,000 4. Rekha Suresh Sanghavi – 100,000 5. Vijay Ramanlal Sanghavi – 200,000	4,000,000	40,000,000
February 12, 2010	67,200	10.00	110.00	Cash	Further Allotment	1. Bhikhubhai Lakhabhai HUF by karta Bhikhubhai Lakhabhai Radadiya – 20,000 2. Pragjibhai Nathubhai Padsala – 9,000 3. Parshottambhai Keshavbhai Dhorajjya – 15,500 4. Parulben Jayantilal Patel – 12,700 5. Jayantilal M Patel HUF by karta Jayantilal M. Patel – 10,000	4,067,200	40,672,000
April 12, 2010*	230,000	10.00	110.00	Cash	Further Allotment	1. Sanskar Distributers Private Limited – 150,000	4,297,200	42,972,000

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	List of Allotees	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
						2. Columbia Granite Private Limited – 80,000		
March 29, 2011**	160,000	10.00	125.00	Cash	Further Allotment	1. Arthodock Vinimay Private Limited – 40,000 2. Gourav Finance Private Limited – 120,000	44,57,200	44,572,000
March 27, 2014	(390,000)	-	-	-	Forfeiture of Shares	1. Sanskar Distributers Private Limited – 150,000 2. Columbia Granite Private Limited – 80,000 3. Arthodock Vinimay Private Limited – 40,000 4. Gourav Finance Private Limited – 120,000	4,067,200	44,572,000
December 27, 2022	182,000	10.00	535.00	Cash	Private Placement	Refer note (1)	4,249,200	46,392,000
January 04, 2023	88,180	10.00	575.00	Cash	Private Placement	Refer note (2)	4,337,380	47,273,800
January 12, 2023	30,361,660	10.00	-	Other than Cash	Bonus Issue of equity shares in the ratio of seven equity shares for every one equity shares held	Refer note (3)	34,699,040	350,890,400
Total	34,699,040							

**The Equity Shares were issued as partly paid-up shares wherein ₹ 55.00 per Equity Share (comprising of face value of ₹ 5.00 per Equity Share and premium amount of ₹50.00) was paid by the allottees at the time of application and ₹ 55.00 (inclusive of premium amount of ₹ 50.00 per Equity Share) was due to be paid at a future date. Our Company vide a resolution dated*

December 16, 2011 passed by the Board of Directors made a final call for the payment of the outstanding amount on such Equity Shares along with an interest of 18% p.a. and issued notices dated February 26, 2014 to the allottees in furtherance of the same. Due to non-payment of the balance amount on the Equity Shares, our Company vide resolution passed by the Board of Directors at the meeting held on March 27, 2014 forfeited these Equity Shares. Subsequently, the forfeited shares were cancelled by our Company.

***The Equity Shares were issued as partly paid-up shares wherein ₹ 62.50 per Equity Share (comprising of face value of ₹ 5.00 per Equity Share and premium amount of ₹57.50) was paid at the time of making the application and ₹ 62.50 (inclusive of premium amount of ₹ 57.50 per Equity Share) was due to be paid at a future date. Our Company vide a resolution dated December 16, 2011 passed by the Board of Directors made a final call for the payment of the outstanding amount on such Equity Shares along with an interest of 18% p.a. and issued notices dated February 26, 2014 to the allottees in furtherance of the same. Due to non-payment of the balance amount on the Equity Shares, our Company vide resolution passed by the Board of Directors at the meeting held on March 27, 2014 forfeited these Equity Shares. Subsequently, the forfeited shares were cancelled by our Company.*

Notes:

(1) List of allottees who were allotted equity shares are as follows:

Sr. No.	Name of the allottees	Number of equity shares allotted
1	Shikhar Enterprises	20,000
2	Mahendra Kankaria & Sons HUF	10,000
3	Ashok Kumar Lodha	25,000
4	Bupesh Kumar Lodha	25,000
5	Kusum Poddar	5,000
6	Yash Rameshchandra Shah	5,000
7	Alka Bohra	5,000
8	Ronak Ravi Patel	9,500
9	Niket Ravibhai Patel	9,500
10	Dhirajlal Amrutlal Amlani	9,000
11	Saryu Dhirajlal Amlani	5,000
12	Narmada Amrutlal Amlani	5,000
13	Equity 4 Life LLP	5,000
14	IH Consultancy Services LLP	5,000
15	Jainish Harshadkumar Sheth	9,500
16	Harshad Jethalal Sheth	9,500
17	Rashmi Rajesh Bafna	5,000
18	Babita Mahendrakumar Bafna	5,000

19	Devang H Shah	5,000
20	Manish N Honarao	5,000
	Total	182,000

2. List of allottees who were allotted equity shares are as follows:

Sr. No.	Name of the allottees	Number of equity shares allotted
1	Sukhman Singh HUF	4,350
2	Upasana Ray Sethia	4,350
3	Omish Kunal Anadkat	4,350
4	Pawan Kumar Jain	5,220
5	Shree Mahaveer Commodeals Pvt Ltd	4,350
6	Rishabh Bothra	4,350
7	Abhishek Patni	4,350
8	Kartik S	4,560
9	Chaudhary & Sons	4,350
10	Parnita	4,350
11	Radha Kudikala	4,350
12	Zeba Waseem Siddhiqui	4,350
13	Pradeep CR	4,350
14	Sujata Devi Bondala	4,350
15	Shobha Surana	4,500
16	Hina D Doshi	4,350
17	Venkataramanaswamy Anantha Raju	4,350
18	Kavita Rajeshbhai Shah	1,000
19	Shilpa H Shah	1,000
20	Priya Jayesh Shah	1,000
21	Vaishali Kalpen Doshi	5,000
22	Shobhana Kishorebhai Doshi	5,000

	Total	88,180
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3. List of allottees who were allotted equity shares are as follows:

Sr. No.	Name of the allottees	Number of equity shares allotted
1	Mr. Vijay Sanghavi	25,382,000
2	Ms. Seemaben Vijay Sanghavi	820,365
3	Briyanshi Vijay Sanghavi	14
4	Dipal Prakash Daga	7
5	Anjana Babulal Chaplot	7
6	Binita Verdia	7
7	Rashmi Prakashmal Sanghavi	567,000
8	Shashi Shantilal Sanghavi	567,000
9	Sheetal Nilesh Sanghavi	567,000
10	Shobhna Jayanti Sanghavi	567,000
11	Shikhar Enterprises	140,000
12	Mahendra Kankaria & Sons HUF	70,000
13	Ashok Kumar Lodha	175,000
14	Bupesh Kumar Lodha	175,000
15	Kusum Poddar	35,000
16	Yash Rameshchandra Shah	35,000
17	Alka Bothra	35,000
18	Ronak Ravi patel	66,500
19	Niket Ravibhai Patel	66,500
20	Dhirajlal Amrutlal Amlani	63,000
21	Saryu Dhirajlal Amlani	35,000
22	Narmada Amrutlal Amlani	35,000
23	Equity 4 Life LLP	35,000
24	IH Consultancy Services LLP	35,000

25	Jainish Harshadkumar Sheth	66,500
26	Harshad Jethalal Sheth	66,500
27	Rashmi Rajesh Bafna	35,000
28	Babita Mahendrakumar Bafna	35,000
29	Devang H Shah	35,000
30	Manish N Honarao	35,000
31	Sukhman Singh HUF	30,450
32	Upasana Ray sethia	30,450
33	Omish Kunal Anadkat	30,450
34	Pawan Kumar Jain	36,540
35	Shree Mahaveer Commodeals Pvt ltd	30,450
36	Rishabh Bothra	30,450
37	Abhishek Patni	30,450
38	Kartik S	31,920
39	Chaudhary & Sons	30,450
40	Parnita	30,450
41	Radha Kudikala	30,450
42	Zeba Waseem Siddhiqui	30,450
43	Pradeep CR	30,450
44	Sujata Devi Bondala	30,450
45	Shobha Surana	31,500
46	Hina D Doshi	30,450
47	V Anantha Raju	30,450
48	Kavita Rajeshbhai Shah	7,000
49	Shilpa H Shah	7,000
50	Priya Jayesh Shah	7,000
51	Vaishali Kalpen Doshi	35,000
52	Shobhana Kishorebhai Doshi	35,000

	Total	30,361,660
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(ii) The history of Redeemable Non-Cumulative Preference Shares of our company is set forth below:

Date of Allotment	Number of Preference Shares	Face Value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	List of Allotees	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)
October 11, 2008	1,850,000	10	10	Cash	Further Allotment	1. Ambition Tie Up Private Limited – 500,000 2. Natraj Dealcomm Private Limited – 600,000 3. Rimjhim Trade Link Private Limited – 250,000 4. Veronica Commerce Private Limited – 500,000	1,850,000	18,500,000

2. Details of Equity Shares issued for consideration other than cash:

Our Company has not issued any equity shares out of revaluation of reserves since its incorporation.

Other than as set out below, our Company has made no issues of Equity Shares for consideration other than cash as on the date of this Draft Red Herring Prospectus:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Benefits accrued to our Company	Reason/ Nature of allotment	Name of Allottee
January 12, 2023	30,361,660	10.00	N.A.	-	Bonus Issue	Please refer to table (3) above i.e Notes on Capital Structure

3. No Equity Shares have been allotted pursuant to any scheme of arrangement approved under Section 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013.
4. Our Company has not issued any Preference Shares for consideration other than cash or out of revaluation of reserves as on the date of this Draft Red Herring Prospectus.
5. Our Company has not issued any shares pursuant to employee stock option scheme.
6. Issue of Equity Shares which may be at a price lower than offer price in the last one (1) year

Except the bonus issue of 30,361,660 Equity Shares which were allotment to the shareholders on January 12, 2023, our Company has not made issue of specified securities at a price which may be lower than the Offer Price during the preceding one (1) year before the date of filing of this Draft Red Herring Prospectus.

7. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

(Face value of Equity Shares of ₹10 each)

S. No	Category of shareholder	Nos. of share holders	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+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding 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+C2)	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.	As a % of total Shares held (a)	No.	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each^	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VIII+IX	XII		XIII	XIV	
(A)	Promoter & Promoter Group	3	29,945,576	-	-	29,945,576	86.30	29,945,576	29,945,576	86.30	-	86.30	-	-	-	-	29,945,576
(B)	Public	49	4,753,464	-	-	4,753,464	13.70	4,753,464	4,753,464	13.70	-	13.70	-	-	-	-	4,753,464
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	52	34,699,040	-	-	34,699,040	100.00	34,699,040	34,699,040	100.00	-	100.00	-	-	-	-	34,699,040

*As on date of this Draft Red Herring Prospectus, one (1) Equity Share holds one (1) vote.

^We have only one class of Equity Share of face value of ₹ 10/- each.

8. The list of the shareholders of the Company holding 1% or more of the paid-up share capital aggregating to 80% or more of the paid-up share capital of the Company:

a. As on the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	29,008,000	83.60
2.	Seema Vijay Sanghavi	937,560	2.70
3.	Rashmi Prakashmal Sanghvi	648,000	1.87
4.	Shashi Shantilal Sanghavi	648,000	1.87
5.	Sheetal Nilesh Sanghavi	648,000	1.87
6.	Sobhana Jayanti Sanghavi	648,000	1.87
Total		32,537,560	93.77

b. Ten (10) days prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	29,008,000	83.60
2.	Seema Vijay Sanghavi	937,560	2.70
3.	Rashmi Prakashmal Sanghvi	648,000	1.87
4.	Shashi Shantilal Sanghavi	648,000	1.87
5.	Sheetal Nilesh Sanghavi	648,000	1.87
6.	Sobhana Jayanti Sanghavi	648,000	1.87
Total		32,537,560	93.77

c. One (1) year prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	3,950,000	97.12
2.	Seema Vijay Sanghavi	117,195	2.87
Total		4,067,195	99.99

d. Two (2) year prior to the date of the Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	3,950,000	97.12
2.	Seema Vijay Sanghavi	117,195	2.87
Total		4,067,195	99.99

9. Other than as disclosed in this chapter, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

10. Our Company does not have any proposal or intention to alter the equity capital structure by way of split/ consolidation of the denomination of the Equity Shares, or the issue of securities on a preferential basis or issue of bonus or rights or further public issue of securities or qualified institutions placement within a period of six (6) months from the date of opening of the Offer. However, if business needs of our Company so require, our Company may alter the capital structure by way of split/ consolidation of the denomination of the Equity Shares/ issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any

other securities during the period of six (6) months from the date of opening of the Offer or from the date the application moneys are refunded on account of failure of the Offer, after seeking and obtaining all the approvals which may be required

11. The price at which Equity Shares were acquired by our Promoter, members of the Promoter Group, the Promoter Selling Shareholder and Shareholders entitled with right to nominate directors or any other rights, as applicable, in the last three years preceding the date of this Draft Red Herring Prospectus, is set forth below:

Sr. No.	Name of the Acquirer/ Shareholders	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Acquisition price per Equity Share (₹)
<i>Promoter (Promoter Selling Shareholder)</i>				
1.	Nil			
<i>Promoter Group (other than our Promoter)</i>				
1.	Briyanshi Sanghavi	August 23, 2022	1	10

12. Capital build-up of Promoter, shareholding, Promoters' contribution and Lock-in:

i. Build-up of Promoter's shareholdings.

As on the date of this Draft Red Herring Prospectus, our Promoter, Vijay Ramanlal Sanghavi holds 29,008,000 Equity Shares, which constitutes 83.60% of the pre-Offer issued, subscribed and paid-up Equity Share Capital of our Company. None of the Equity Shares held by our Promoter is subject to any pledge.

Vijay Ramanlal Sanghavi

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Offer equity share capital	% of post Offer equity share capital
February 20, 2002	3,000	10	10	Cash	Subscription of MOA	0.01	[•]
December 20, 2002	127,000	10	10	Cash	Further Allotment	0.37	[•]
September 13, 2004	100,000	10	10	Cash	Further Allotment	0.29	[•]
March 28, 2005	200,000	10	10	Cash	Further Allotment	0.58	[•]
September 20, 2010	600,000	10	10	Cash	Transfer from Babulal Dalichand Sanghavi	1.73	[•]
September 20, 2010	1,540,000	10	10	Cash	Transfer from Pyariben Ramanlal Sanghavi	4.44	[•]
September 20, 2010	300,000	10	10	Cash	Transfer from Tarachand Dalichand Sanghavi	0.86	[•]
September 20, 2010	600,000	10	10	Cash	Transfer from Arvindkumar Dalichand Sanghavi	1.73	[•]
April 13, 2011	150,000	10	10	Cash	Transfer from Rekha Suresh Sanghavi	0.43	[•]
April 13, 2011	330,000	10	10	Cash	Transfer from Suresh Dalichand Sanghavi	0.95	[•]
March 29, 2022	(81,000)	10	144	Cash	Transfer to Rashmidevi Prakash Sanghavi	(0.23)	[•]

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Offer equity share capital	% of post Offer equity share capital
March 29, 2022	(81,000)	10	144	Cash	Transfer to Sheetal Nilesh Sanghavi	(0.23)	[•]
March 29, 2022	(81,000)	10	144	Cash	Transfer to Shashi Shantilal Sanghavi	(0.23)	[•]
March 29, 2022	(81,000)	10	144	Cash	Transfer to Shobhna Jayanti Sanghavi	(0.23)	[•]
January 12, 2023	25,382,000	10	-	Other than Cash	Bonus Issue	73.15	[•]
Total	29,008,000					83.60	[•]

* All the Equity Shares held by our Promoter were fully paid up as on the respective dates of acquisition of such Equity Shares.

** Cost of acquisition excludes Stamp Duty

ii. Set forth below are the details of the build – up of our Promoter’s 0% Redeemable Non-Cumulative preference shareholding in our Company since incorporation:

Date of Allotment/ Transfer/ when made fully paid up*	Number of Preference Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction
March 30, 2010	250,000	10	1	Cash	Transfer from Rimjhim Trade Link Private Limited
	600,000	10	1	Cash	Transfer from Natraj Dealcomm Private Limited
	500,000	10	1	Cash	Transfer from Ambition Tie Up Private Limited
	500,000	10	1	Cash	Transfer from Veronica Commerce Private Limited

Note: Pursuant to receipt of written consent from Mr. Vijay Sanghavi vide letter dated December 24, 2022, holding 100% of the preference shares the terms of the 9% Redeemable Non-Cumulative Preference Shares have been varied to 0% Redeemable Non-Cumulative Preference Shares with effect from April 1, 2023

iii. Details of Lock-in of Equity Share capital:

a) Promoter's Contribution locked-in for eighteen (18) months

Pursuant to Regulation 14 and 16 of the SEBI ICDR Regulations, an aggregate of at least 20% of the post-Offer Equity Share Capital of our Company held by our Promoter shall be considered as Promoter's Contribution ("**Promoter's Contribution**") and shall be locked-in for a period of eighteen (18) months from the date of Allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchanges before listing of the Equity Shares.

All Equity Shares held by our Promoter are eligible for Promoter's Contribution, pursuant to Regulation 15 of the SEBI ICDR Regulations.

Our Promoter has consented to the inclusion of such number of the Equity Shares held by him, in aggregate, as may constitute 20% of the post-Offer equity share capital of our Company as Promoter's Contribution and has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, for a period of eighteen (18) months from the date of allotment in the Offer.

The below Equity Shares proposed to form part of Promoter's Contribution subject to lock-in shall not be disposed of/ sold/ transferred by our Promoter during the period starting from the date of filing this Draft Red Herring Prospectus with the Stock Exchanges until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Accordingly, Equity Shares aggregating to 20% of the post-Offer capital of our Company, held by our Promoter shall be locked-in for a period of eighteen (18) months from the date of Allotment in the Offer as follows:

Date on which the Equity Shares were Allotted/made fully paid up/Acquired	No. of Equity shares locked-in*	Face Value Per Share (Rs.)	Issue/ Acquisition Price Per Share (Rs.)	Nature of transaction	% of post-Offer share capital	Period of Lock-in
Vijay Ramanlal Sanghavi						
[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]				[•]	

**Assuming full subscription to the Offer*

The Promoter's Contribution has been brought into the extent of not less than the specified minimum lot and from the person defined as 'promoter' under the SEBI ICDR Regulations.

The Equity Shares that are being locked are eligible for computation of Promoter's Contribution under Regulation 15 of the SEBI ICDR Regulations. In this respect, we confirm the following:

- i) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
- ii) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution;
- iii) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the one (1) year immediately preceding the date of this Draft Red Herring Prospectus at a price which may be lower than the price at which the Equity Shares are being Offered to the public in the Offer;
- iv) that the Equity Shares held by our Promoter which are offered for minimum Promoter's Contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by the Promoter are dematerialized;
- v) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

b) Details of Equity Shares Locked-in for six (6) months

In terms of Regulation 16(1)(b) and 17 of the SEBI ICDR Regulations, Promoter's holding in excess of minimum Promoter's Contribution, which will be locked-in for six (6) months and the entire pre-Offer capital held by the persons other than Promoter, all the pre-Offer Equity Share capital shall be subject to lock-in for a period of six (6) months from the date of Allotment.

The shares which are in dematerialized form 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.

c) Lock-in of Equity Shares Allotted to Anchor Investors

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.

d) Other requirements in respect of lock-in

In terms of Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

In terms of Regulation 21 of the SEBI ICDR Regulations, locked-in Equity Shares for six (6) months held by our Promoter may be pledged only with scheduled commercial banks or public financial institutions or a systematically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan. Equity Shares locked-in as Promoter's Contribution for 18 months under Regulation 16(a) of the SEBI ICDR Regulations may be pledged only if in addition to fulfilling the aforementioned requirements, such loans have been granted to the Issuer Company or its subsidiary(ies) by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the specified securities till the lock-in period stipulated in these regulations has expired.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by Promoter and locked-in as per Regulation 16 may be transferred to another Promoter or any person of the Promoter Group or a new Promoter and the Equity Shares held by persons other than the Promoter and locked-in in terms of Regulation 17, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations and such transferee shall not be eligible to transfer them until the lock-in period stipulated in the SEBI ICDR Regulations has expired.

- e) We further confirm that our Promoter's Contribution of 20% of the post-Offer Equity Share capital does not include any contribution from Alternative Investment Fund, Foreign Venture Capital Investors, Scheduled Commercial Banks, Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.
13. As on the date of this Draft Red Herring Prospectus, our Company has fifty-two (52) equity shareholders and one (01) preference shareholder.
14. The average cost of acquisition of or subscription of shares by our Promoter is set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition* (Rs. Per share)
1.	Vijay Ramanlal Sanghavi	29,008,000	Nil

**As certified by M/s. Pankaj R. Shah & Associates by way of their certificate dated January 25, 2023.*

15. Details of the pre and post-Offer shareholding of our Promoter and Promoter Group is as below:

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
Promoter				
Vijay Ramanlal Sanghavi	29,008,000	83.60	[●]	[●]

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
Total (A)	29,008,000	83.60	[●]	[●]
Promoter Group				
Seema Vijay Sanghavi	937,000	2.70	[●]	[●]
Briyanshi Vijay Sanghavi	16	0.00	[●]	[●]
Total (B)	937,016	2.70	[●]	[●]
Total (A+B)	29,945,016	86.30	[●]	[●]

16. Members of our Promoter Group or our Directors or their immediate relatives have not sold or purchased Equity Shares by any other person during the six (6) months immediately preceding the date of this Draft Red Herring Prospectus.
17. There are no financing arrangements whereby the members of our Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the Issuer during the period of 6 (six) months immediately preceding the date of filing the Draft Red Herring Prospectus.
18. Our Company, our Directors, our Promoter and the BRLM have not entered into any buy-back and/ or standby and/ or similar arrangements for the purchase of Equity Shares of our Company, offered through this Draft Red Herring Prospectus, from any person.
19. Since the entire Offer price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.
20. The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. The BRLM and their respective 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 investment banking transactions with our Company, for which they may receive customary compensation.
21. We have not granted any options or issued any shares under any scheme of employee stock option or employees stock purchase in the preceding three (3) years and we do not intend to allot any Equity Shares to our Employees under ESOS/ ESOP scheme from proposed Offer.
22. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments, financial instruments or any other rights which would entitle Promoter or any shareholders or any other person any option to acquire our Equity Shares after this Offer.
23. An applicant cannot make an application 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.
24. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this

Draft Red Herring Prospectus until the Equity Shares to be issued pursuant to the Offer have been listed or all application monies have been refunded, as the case may be.

25. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 49 of SEBI ICDR Regulations.
26. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
27. An over-subscription to the extent of 1% of the Offer 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 Promoter and subject to 18 months lock- in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
28. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. The unsubscribed portion in any reserved category, if any, may be added to any other reserved category.
30. There are no Equity Shares against which depositories receipts have been issued.
31. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
32. As per RBI regulations, OCBs are not allowed to participate in this Offer.
33. Our Company has not raised any bridge loans against the proceeds of the Offer.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by stock exchange, SEBI and other regulatory authorities from time to time.
35. Our Promoter and Promoter Group will not participate in this Offer.
36. This Offer is being made through Book Building method.
37. The BRLM, our Company, our Directors, our Promoter, our Promoter Group and/ or any person connected with the Offer shall not offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant, for making an Application.
38. There are no safety net arrangements for this Offer.
39. Our Company shall ensure that transactions in Equity Shares by our Promoter and members of the Promoter Group, if any, between the date of filling of the Draft Red Herring Prospectus and the Offer Closing Date will be reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE OFFER

The Offer comprises the Offer for Sale and the Fresh Issue. The Fresh Issue comprises of upto 15,300,000* Equity Shares, aggregating to ₹ [●] million by our Company and the Offer for Sale comprises of upto 2,100,000* Equity Shares, aggregating to ₹ [●] million* by the Promoter Selling Shareholder Vijay Ramanlal Sanghavi

*Subject to finalization of the Basis of Allotment

Offer for Sale

The proceeds of the Offer for Sale shall be received by the Promoter Selling Shareholder Vijay Ramanlal Sanghavi. Our Company will not receive any proceeds from the Offer for Sale. The Promoter Selling Shareholder will be entitled to the proceeds from the Offer for Sale, net of respective portion of the Offer related expenses. For further details, please see “Offer Expenses” on page 109.

Fresh Issue

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

1. Funding working capital requirements of our Company; and
2. General corporate purposes

(Collectively, referred to herein as the “Objects”)

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

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

Net Proceeds

The details of the proceeds of the fresh issue are summarised in the table below:

(₹ in Million)	
Particulars	Amount
Gross proceeds from the Fresh Issue	[●]
Less: Estimated Offer related expenses in relation to the Fresh Issue ⁽¹⁾	[●]

1) See – “Offer Expenses” below

Utilization of Net Proceeds and Proposed Schedule of Implementation and Deployment

The Net Proceeds are proposed to be utilised and are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in Million)

Particulars	Total estimated cost	Amount already deployed	Amount proposed to be funded from the Net Proceeds ⁽¹⁾	Estimated deployment of Net Proceeds	
				FY 2024	FY 2025
Funding working capital requirements of our Company	850.00	-	850.00	550.00	300.00
General corporate purposes ⁽²⁾	[●]	-	[●]	[●]	[●]
Total	[●]	-	[●]	[●]	[●]

(1) Subject to finalization of basis of allotment

(2) The amount does not exceed 25% of the Net Proceeds

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, current and valid quotations and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws

In the event that the estimated utilization of the Net Proceeds in a scheduled financial year is not completely met, due to the reasons stated above, the same shall be utilised in the next financial year, as may be determined by our Company, in accordance with applicable laws. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and / or debt arrangements. Further, if the actual utilisation towards any of the objects is lower than the proposed deployment such balance will be used towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Net Proceeds in accordance with the SEBI ICDR Regulations

Means of finance

The fund requirements for the objects of the offer are proposed to be entirely funded from the net proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) the SEBI ICDR Regulations through verifiable means towards at least seventy five percent of the stated means of finance, excluding the amount to be raised through the fresh issue or through existing identifiable internal accruals

Details of the objects of the fresh issue

1. Funding working capital requirements of our Company

Our Company proposes to utilise ₹ 850.00 million towards funding its working capital requirements in the ordinary course of business. We have significant working capital requirements, and in the ordinary course of business we fund our working capital needs through internal accruals and availing financing facilities. Our Company, in order to support its incremental business requirements, funding growth opportunities and for other strategic, business, and corporate purposes requires additional working capital and such funding is expected to lead to a consequent increase in our revenues and profitability

Basis of estimation of working capital requirement

The details of Company's working capital as at March 31, 2020, March 31, 2021, March 31, 2022 and August 31, 2022 and the source of funding, on the basis of restated financial statements of our Company, as certified by our Statutory Auditors, through their certificate dated January 25, 2022, are provided in the table below:

(₹ in Million)

Particulars	As at March 31, 2020	As at March 31, 2021	As at March 31, 2022	As at August 31, 2022
<i>Current Assets</i>				
Inventories	1,154.24	1,355.26	1,712.82	1,757.69
Trade receivables	639.33	332.50	402.89	439.50
Cash and bank balances	179.87	187.69	196.95	226.13
Other current assets	151.11	286.14	290.08	316.09
Total Current Assets (A)	2,124.55	2,161.59	2,602.75	2,739.41
<i>Current Liabilities</i>				
Trade payables	364.35	357.71	412.68	381.51
Other financial liabilities	0.33	0.10	3.35	-
Other current liabilities	139.21	107.19	72.88	137.46
Total Current Liabilities (B)	503.89	465.00	488.91	518.97
Net working capital requirements (A-B)	1,620.66	1,696.60	2,113.84	2,220.44
<i>Source of funds</i>				
Borrowings from banks and financial institutions	1,107.11	1,283.90	1,601.20	1,683.03
Internal accruals / Networth	513.55	412.71	512.63	537.41
Total source of funds	1,620.66	1,696.60	2,113.84	2,220.44

On the basis of existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements, which are mentioned below, our Board pursuant to its resolution dated January 12, 2023, has approved the projected working capital requirements for financial years 2024 and 2025, and the proposed funding of such working capital requirements as set forth in the table below:

Particulars	(₹ in Million)	
	As at March 31, 2024	As at March 31, 2025
Current Assets		
Inventories	1,947.19	2,034.07
Trade receivables	1,072.76	1,269.17
Cash and bank balances	181.76	186.18
Other current assets	341.94	426.10
Total Current Assets (A)	3,543.65	3,915.52
Current Liabilities		
Trade payables	144.65	146.82
Other financial liabilities	-	-
Other current liabilities	255.94	337.14
Total Current Liabilities (B)	400.60	483.96
Net working capital requirements (A-B)	3,143.06	3,431.55
Source of funds		
Borrowings from banks and financial institutions	2,376.34	2,280.15
Internal accruals / Networth	216.72	851.40
Proceeds from the offer	550.00	300.00
Total source of funds	3,143.06	3,431.55

Assumptions for our estimated working capital requirements

Provided below are details of the holding levels (days) for financial years 2020, 2021, 2022 and the period ended August 31, 2022, as well as projections for financial years 2024 and 2025:

Particulars	As at March 31, 2020	As at March 31, 2021	As at March 31, 2022	As at August 31, 2022	As at March 31, 2024	As at March 31, 2025
Trade Receivables	68.51	29.30	30.09	34.84	59.16	58.88
Inventories	141.19	133.76	138.82	171.01	127.85	117.39
Trade Payables	51.65	40.49	40.33	38.63	11.18	9.64

Note: Pursuant to the certificate dated January 25, 2023, issued by our Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants

Key justifications for holding levels

Key assumptions for working capital projections made by our Company:

Particulars	Assumptions
Inventories	Our inventory days for the year ended FY 2020, FY 2021, FY 2022 and for the period ended August 31, 2022, were 141.19, 133.76, 138.82 and 171.01 respectively. We estimate our inventory days to be 127.85 and 117.39 for the year ended FY 2024 and FY 2025, respectively. We have estimated reduction in our inventory days going forward on account of reducing cost in inventory

Trade receivables	Our trade receivables days for the year ended FY 2020, FY 2021, FY 2022 and for the period ended August 31, 2022, were 68.51, 29.30, 30.09 and 45.63, respectively. We estimate our trade receivables days to be 59.16 and 58.88 for the year ended FY 2024 and FY 2025, respectively. We estimate our trade receivables days to be slightly higher as we intend to provide more credit period to our customer to achieve higher sales growth
Trade payables	Our trade payables days for the year ended FY 2020, FY 2021, FY 2022 and for the period ended August 31, 2022, were 51.65, 40.49, 40.33 and 38.63 respectively. We estimate our trade payables days to be 11.18 and 9.64 for the year ended FY 2024 and FY 2025, respectively. We have estimated our trade payables days to be lower as we want to avail best pricing and to maintain relationship with large suppliers

Our Company proposes to utilize ₹ 550 million and ₹ 300 million of the Net Proceeds in financial year 2024 and 2025, respectively, towards our working capital requirements. The balance portion, if any, of our working capital requirement shall be met from internal accruals

2. General corporate purposes

Our Company proposes to deploy the balance gross proceeds, aggregating to ₹ [●] million, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, research and development, meeting any expense including salaries and wages, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law

In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years

Interim use of net proceeds

The net proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the net proceeds for buying, trading or otherwise dealing in equity shares of any other listed company or for any investment in the equity markets

Bridge financing facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this draft red herring prospectus, which are proposed to be repaid from the net proceeds

Offer expenses

The total offer related expenses are estimated to be approximately ₹ [●] million. The offer related expenses consist of listing fees, fees payable to the BRLM, legal counsel, Registrar to the offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. The expenses directly attributable to the portion with regard to the offer for sale shall be borne by the Promoter Selling Shareholder in proportion to the number of Equity Shares sold by him in the offer and will be deducted from the offer proceeds, as appropriate, and only the balance amount will be paid to the Promoter Selling Shareholder, in accordance with Section 28(3) of the Companies Act, 2013

It is clarified that, if the offer is withdrawn or not completed for any reason whatsoever, all offer related expenses shall be shared between the Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the number of Offered Shares offered by the Promoter Selling Shareholder in the Offer for Sale, in accordance with Applicable Law

The break-up for the estimated Offer expenses are set forth below:

Activity	Estimated expenses (in ₹ million)*	As a % of the total estimated offer expenses	As a % of the total offer size
BRLM fees and underwriting commission	[●]	[●]	[●]
Fees payable to registrars to the issue	[●]	[●]	[●]
Fees payable to legal advisors	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Regulators including stock exchange	[●]	[●]	[●]
Printing and distribution of issue stationary	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for members of the Syndicate, registered brokers, RTAs and CDPs ⁽¹⁾⁽²⁾	[●]	[●]	[●]
Commission / processing fees to SCSBs and Banker to the Offer and fee payable to the Sponsor Bank for bids made by RIBs using UPI ⁽³⁾⁽⁴⁾	[●]	[●]	[●]
Miscellaneous	[●]	[●]	[●]

* Offer expenses are subject to change

1. Selling commission payable to the members of the Syndicate, CDPs, RTA and SCSBs (for the bid cum application forms directly procured from investors), on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs [●]% ^ (exclusive of GST)

Portion of NIIs [●]% ^ (exclusive of GST)

^ Percentage of the amounts received against the Equity Shares Allotted (i.e. 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. Further, the Members of Syndicate, RTAs and CDPs will be entitled to bidding charges of ₹ [●]/- (plus applicable GST) per valid ASBA Form. The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges payable to the relevant RTA/CDP. In case the total bidding charges payable exceeds ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million (Based on valid Bid cum Application Forms)

No additional processing/uploading charges shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them

2. SCSBs would be entitled to a processing fee of ₹ [●]/- (plus GST) for processing the Bid cum Application Forms procured by the members of the Syndicate, Registered Brokers, RTAs or the CDPs and submitted to SCSBs. In case the total processing charges payable exceeds ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million (Based on valid Bid cum Application Forms)

Processing fees for applications made by Retail Individual Investors using the UPI Mechanism would be as follows:

RTAs / CDPs / Registered Brokers	₹ [●] per valid Bid cum Application Form (plus applicable taxes) *
Sponsor Bank	₹ [●] per valid Bid cum Application Form (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws

* In case the total processing charges payable under this head exceeds ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million

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 only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark “Syndicate ASBA” may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for RIB and NIB bids up to ₹ 5 lakhs will not be eligible for brokerage

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/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective designated intermediary

Monitoring utilization of funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company has appointed [●] as the monitoring agency for monitoring the utilisation of net proceeds as the fresh issue proceeds, exceeds ₹ 1,000 million. Our Audit Committee and the Monitoring Agency will monitor the utilization of the net proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised if any, of such currently unutilised Net Proceeds. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds

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 Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our financial results. The statement shall be certified by the Statutory Auditor of our Company. 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 utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our director's report, after placing the same before the Audit Committee

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds

Variation in objects

In accordance with Sections 13(8) and 27 of the Companies Act, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall

specify the prescribed details and be published in accordance with the Companies Act. The notice will be published in the newspapers, one in English and one in Gujarati (Gujarati being the regional language of Gujarat, where our Registered Office is located). Pursuant to Sections 13(8) and 27 of the Companies Act, 2013, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations

Appraising agency

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency

Other confirmations

There is no proposal whereby any portion of the Net Proceeds will be paid to our Directors, Promoters, Promoter Group or Key Managerial Personnel, except in the ordinary course of business. There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors and/or Key Managerial Personnel

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the BRLM, and on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should refer to “Risk Factors”, “Our Business”, “Financial Statements” and “Management Discussion and Analysis of Financial Position and Results of Operations” on pages 32, 176, 234 and 303, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Wide product portfolio and multiple designs product enables us to serve diverse end-use applications.
- Experienced and result oriented Promoter
- Synergy of young and experienced management team with a committed employee base
- Establish Presence in the international markets
- Strategically located manufacturing facilities with a core focus on quality;
- Quality Assurance and Quality Control of our products; and
- Growth led by continuous investment and R&D set up for new product development.

For further details, see “Risk Factors” and “Our Business” on pages 32 and 176, respectively.

Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Statements” on page 234. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Offer price are as follows:

1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
FY 2021-22	2.77	2.77	3
FY 2020-21	1.59	1.59	2
FY 2019-20	2.09	2.09	1
Weighted Average	2.26	2.26	
Period ended August 31, 2022*	2.59	2.59	

* Not annualised

Notes:

- a) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x weight) for each year divided by the total of weights.
- b) Basic and diluted EPS are based on the Restated Financial Information.
- c) The face value of each Equity Share is ₹10.

- d) *Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year/period divided by the weighted average number of equity shares outstanding during the respective year/period. Adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Draft Red Herring Prospectus.*
- e) *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*
- f) *The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.*
- g) *Our Company have issued seven bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on January 12, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.*

2. Price / Earning (P/E) Ratio in relation to Price band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the lower end of the price band (no. of times) *	P/E at the higher end of the price band (no. of times) *
a) P/E ratio based on Basic EPS as at March 31, 2022	[●]	[●]
b) P/E ratio based on Diluted EPS as at March 31, 202	[●]	[●]

* To be updated at Prospectus stage.

Industry Price / Earning (P/E) Ratio

There are no comparable listed companies in that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry peer group P/E ratio in relation to our Company.

3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
FY 2021-22	14.42%	3
FY 2020-21	9.67%	2
FY 2019-20	14.09%	1
Weighted Average	12.78%	
Period ended August 31, 2022*	11.89%	

* Not annualised

*RoNW = Net Profit after tax, as restated, attributable to the owners of the company
Net-worth, as restated at the end of the relevant period (Equity attributable to the owners of the company, excluding non-controlling interest)*

Notes:

- a) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.*
- b) *The figures disclosed above are based on the Restated Financial Statements of our Company.*

4. Net Asset Value (NAV) per Equity Share

Financial Year	Net Asset Value per equity shares
As of August 31, 2022*	21.79
As of March 31, 2022	19.20
After Completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price	[●]

* Not annualised

Notes:

- Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equity shares outstanding during the respective year/period. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information. Adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Draft Red Herring Prospectus.
- Our Company have issued seven bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on January 12, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.

5. Key financial and operational performance indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals.

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

KPI	Explanations
Revenue from Operations (₹million)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
Gross Profit (₹ million)	Gross Profit provides information regarding the profits from manufacturing of products by the Company.
Gross Margin (₹ million)	Gross Margin is an indicator of the profitability on sale of products manufactured by the Company.
EBITDA (₹ million)	EBITDA provides information regarding the operational efficiency of the business.

EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ million)	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.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage.
Interest Coverage Ratio	The interest coverage ratio is a debt and profitability ratio used to determine how easily a company can pay interest on its outstanding debt.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Debt Service Coverage Ratio	The debt-service coverage ratio (DSCR) is a measurement of a firm's available cash flow to pay current debt obligations.
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.
Net Capital Turnover Ratio	This metric enables us to track the how effectively company is utilizing its working capital to generate revenue.
Return on Net Worth	This metric enables us to track how much profit a company generates with the money that the equity shareholders have invested.
Power and Fuel Cost / MT	This metric generally used to monitor the efficiency of energy usage per unit of goods produced.
Labours per MT	Labour per metric ton is used to monitor the efficiency of labour usage, It can also be used to monitor and implement various training sessions with workers and to make decisions about automation and outsourcing.
Backward integration raw material process /MT	This strategy can help a company to reduce costs, improve quality control, and ensure a stable supply of raw materials. It also allows for more control over the supply chain, which can be beneficial in situations where raw materials are in short supply or prices are volatile.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 12, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by M/s Pankaj R. Shah & Associates, Chartered Accountants, by their certificate dated January 25, 2022.

Financial KPI of our Company

Sr No.	Metric	As of and for the five month ended August 31, 2022*	As of and for the Fiscal		
			2022	2021	2020
1	Revenue From operations (₹ in Millions)	1,695.53	4,269.38	3,596.63	2,969.20
2	Total revenue (₹ in Millions)	1,699.06	4,284.72	3,640.51	2,989.35
3	Gross Profit (₹ in Millions)	210.54	414.96	321.20	327.45
4	Gross margin (%)	12.39%	9.68%	8.82%	10.95%
5	EBITDA (₹ in Millions)	166.50	290.59	243.21	265.64
6	EBITDA Margin (%)	9.82%	6.81%	6.76%	8.95%
7	Profit/(loss) after tax for the year/ period (₹ in Millions)	89.25	95.35	54.62	71.95
8	Net profit Ratio/ Margin (%)	5.25%	2.23%	1.50%	2.41%
9	Return on Equity (ROE) (%)	11.89%	14.42%	9.67%	14.09%
10	Debt To Equity Ratio	2.72	2.89	2.67	2.74
11	Debt Service Coverage Ratio	14.42	13.75	6.73	7.28
12	Interest Coverage Ratio	4.64	2.49	2.02	1.90
13	ROCE (%)	12.88%	25.15%	26.71%	29.74%
14	Current Ratio	1.24	1.25	1.24	1.32
15	Net Capital Turnover Ratio	3.16	8.33	8.72	5.78

* Not Annualised

Notes:

- a) As certified by M/s Pankaj R. Shah & Associates, Chartered Accountants pursuant to their certificate dated January 25, 2023. The Audit committee in its resolution dated January 12, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.
- b) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- c) Gross Profit is calculated as Total Revenue less Cost of Materials consumed, Purchase of Traded goods, Changes in inventories of finished goods and work-in-progress and Direct Expenses related to production.
- d) Gross margin refers to gross profit as a % of total revenues earned during a financial year.
- e) EBITDA refers to earnings before interest, taxes, depreciation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.
- f) EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
- g) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.
- h) Debt Service Coverage Ratio is Earning available for debt service holder calculated by reducing any gain from sale or disposal of fixed assets and then dividing the same by Debt service i.e all the current maturities of borrowings.

- i) Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage.
- j) Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term-borrowings) by total equity (which includes issued capital and all other equity reserves).
- k) Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment.
- l) RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus non-current liabilities.
- m) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- n) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).
- o) Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year. "Net Worth" is defined as the aggregate of share capital and other equity

See "Management Discussion and Analysis of Financial Position and Results of Operations" on page 303 for the reconciliation and the manner of calculation of our key financial performance indicators.

Further, set forth below are some of our key operational performance indicators as of and for the periods indicated which have been approved our Audit Committee pursuant to its resolution dated January 12, 2023.

Operational KPIs for the Company

Sr No.	Metric	As of for the period ended August 31, 2022	As of and for the Fiscal		
			2022	2021	2020
1	Total production (MT)	6595.79	19747.20	19711.98	16009.54
2	Power and fuel cost/ MT. (Rs)	2110.71	2180.99	1762.68	2120.50
3	Labours per /MT	0.24	0.21	0.24	0.28
4	Backward integration of raw material process/ MT (Rs)	0.03	0.03	0.03	0.03

Note:

- a) Total production in metric tons (MT) refers to the total amount of a particular product that has been produced over a specific period of time, measured in metric tons (1 metric ton = 1,000 kilograms).
- b) Power and Fuel Cost per metric ton is calculated by dividing the total cost of energy (power and fuel) by total production of goods (in metric ton) for the period.
- c) Labours per metric ton is calculated by dividing the total production in metric ton for the period by total number of labours used in the production.
- d) Backward integration of raw materials per metric ton (MT) refers to a business strategy in which a company takes control of the production of raw materials used in the production of its products. This metric is calculated by dividing Backward integration cost by total units of goods produced.

For further information in relation to historical use of such KPIs by our Company to monitor the operational and/or financial performance of our Company, “Our Business—Key Performance Indicators” on pages.

Comparison of financial KPIs and Operational KPIs of our Company and our listed peer.

There are no comparable listed companies that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry peer group P/E ratio in relation to our Company.

6. Weighted average cost of acquisition (“WACA”), floor price and cap price

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

Price per share of the Company (as adjusted for corporate actions bonus issuances) based on primary issuances of Equity Shares during the 18 months preceding the date of this DRHP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)

Date of allotment	No. of equity shares allotted*	Face value per equity share (₹)	Issue price per equity share (₹) *	Nature of allotment	Nature of consideration	Total Consideration (in ₹ million)
December 27, 2022	1,40,000	10	76.43	Private Placement	Cash	97.37
January 04, 2023	6,17,260	10	82.14	Private Placement	Cash	50.70
Weighted average cost of acquisition (primary issuances)(₹ per Equity Share)						78.29

Note:

* Adjusted for bonus shares allotted in the ratio of seven equity shares for every one equity share pursuant to allotment dated January 12, 2023.

b) The price per share of the Company based on secondary sale/ acquisitions of shares (equity/convertible securities)

Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares involving Selling Shareholder during the 18 months preceding the date of filing of the DRHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)

Date of transfer	Name of transferor	Name of transferee	No. of securities	Nature of securities	Face value of securities (₹)	Price per security (1) (₹)	Nature of transaction	Nature of consideration	Total consideration (in ₹million)
March 29, 2022	Rashmidevi Prakash Sanghavi	Vijay Ramanlal Sanghavi	5,67,000	Equity Shares	10	20.57	Transfer	Cash	11.66
March 29, 2022	Sheetal Nilesh Sanghavi	Vijay Ramanlal Sanghavi	5,67,000	Equity Shares	10	20.57	Transfer	Cash	11.66
March 29, 2022	Shashi Shantilal Sanghavi	Vijay Ramanlal Sanghavi	5,67,000	Equity Shares	10	20.57	Transfer	Cash	11.66
March 29, 2022	Shobhna Jayanti Sanghavi	Vijay Ramanlal Sanghavi	5,67,000	Equity Shares	10	20.57	Transfer	Cash	11.66
Weighted average cost of acquisition (WACA) #								20.57	

Note:

* Adjusted for bonus shares allotted in the ratio of seven equity shares for every one equity share pursuant to allotment dated January 12, 2023.

- c) Floor price and cap price being [●] times the weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) as disclosed in terms of clause (a) and (b), shall be disclosed in the following manner:

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	₹[●] *	₹[●] *
Weighted average cost of acquisition (WACA) of Primary issuances	78.29	[●]*times	[●]*times
Weighted average cost of acquisition (WACA) of Secondary transactions	20.57	[●]*times	[●]*times

Note:

*To be updated at Prospectus stage

7. Justification for Basis for Offer Price.

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the period ended August 31, 2022 and the Fiscals 2022, 2021 and 2020.

[●]*

*To be included upon finalization of Price Band

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the Offer.

[●]*

**To be included upon finalization of Price Band*

8. The Issue Price is [●] times of the Face Value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and the Promoter Selling Shareholders in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with “Risk Factors”, “Our Business”, “Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 32, 176, 303 and 234, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,
The Board of Directors
Ratnaveer Precision Engineering Limited
Office No. 703 & 704 Ocean Building,
7th Floor, Vikram Sarabhai Campus,
Genda Circle Wadiwadi, Vadodara-390023

Dear Sir(s):

Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Ratnaveer Precision Engineering Limited (the “Company” and such offering, the “Issue”)

We report that the enclosed statement in Annexure A, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2022 i.e. applicable for FY 2022-23 and AY 2023-24, and other direct tax laws 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 statute. Hence, the Ratnaveer Precision Engineering Limited of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. 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 Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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

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

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange(s)/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus.

Yours sincerely,
For, Pankaj R. Shah & Associates
Chartered Accountants
ICAI Firm Registration No.: 107361W

CA Nilesh Shah
Partner
Membership No: 107414
Place: Ahmedabad
Date: 25-01-2023
UDIN: 23107414BGUYMX6270

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholder under the Income Tax Act 1961 (read with the rules, circulars and notifications issued in connection thereto), as amended by the Finance Act, 2022, applicable for financial year 2022-23 relevant Assessment year 2023-24 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

Except as mentioned herein, there are no possible special tax benefits available to the company under Income Tax Act, 1961 read with the relevant Income Tax Rules, 1962, the Customs Tariff Act, 1975, 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 and Goods and Services Tax (Compensation to States) Act, 2017 read with the relevant Central Goods and Services Tax Rules, 2017, Integrated Goods and Services Tax Rules, 2017, Union Territory Goods and Services Tax Rules, State Goods and Services Tax Rules, 2017 and notifications issued under these Acts and Rules and the foreign trade policy.

1. Lower corporate tax rates on income of domestic companies - Section 115BAA of the Act

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a concessional tax rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate is available from FY 2019-20 relevant to AY 2020-21 and the option once exercised shall apply to subsequent assessment years. The concessional rate of 22% is subject to the company not availing any of the following specified tax exemptions/incentives under the Act:

- Deduction u/s 32(1)(iia): Additional Depreciation;

The total income of a company availing the concessional rate of 22% is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the concessional tax rate in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax (‘MAT’) under section 115JB of the Act shall not be applicable to companies availing this reduced tax rate, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the concessional tax rate. Accordingly, all existing as well as new domestic companies are eligible to avail this concessional rate of tax.

Note: The company has opted the lower rate benefit from the financial year 2019-20 relevant to the assessment year 2020-21 as mentioned in the Section 115BAA for which declaration for the same has already been filed with the tax authority.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE “ACT”)

There are no special tax benefits available to the Shareholders of the Company.

C. STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE INDIRECT TAX LAWS IN INDIA AND IN RESPECTIVE COUNTRIES (IN CASE OF MATERIAL SUBSIDIARIES)

A. Special tax benefits available to the company under the Indirect Tax Regulations

1. Benefits under The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20)

Remission of Duties and Taxes on Exported Products (RoDTEP)

The Remission of Duties and Taxes on Exported Products (RoDTEP) scheme was announced by Government of India (GOI) on September 14, 2019 to boost exports by allowing reimbursement of taxes and duties, which are not exempted or refunded under any other scheme in accordance with World Trade Organization (WTO) norms.

RoDTEP is a combination of the current Merchandise Export from India Scheme (MEIS) and Rebate of State and Central Taxes and Levies (RoSCTL) and will replace all these schemes once come in operations.

At present, embedded duties and taxes, which are not refunded under any other scheme, range from 1-3%. Under the scheme, rebate of these taxes will be given in the form of duty credit/electronic scrip.

Export Promotion Capital Goods (EPCG)

The objective of the EPCG Scheme is to facilitate import of capital goods for producing quality goods and services and enhancing India’s manufacturing competitiveness. EPCG Scheme facilitates import of capital goods for producing quality goods and services at zero customs duty.

Import under EPCG Scheme shall be subject to a specific export obligation equivalent to 6 times of duties, taxes and cess saved on capital goods, to be fulfilled in 6 years reckoned from date of issue of authorization.

EPCG license holder is exempted from payment of whole of Basic Customs Duty, Additional Customs Duty and Special Additional Duty In lieu of Value Added Tax/local taxes (non-GST goods), Integrated Goods and Services Tax and Compensation Cess, wherever applicable, subject to certain conditions.

2. Benefits of Duty Drawback scheme under Section 74 and 75 of the Customs Act, 1962

Section 74 of the Act grants duty drawback up to 98% of the import duty paid on goods, if the goods are reexported by the importer. The importer is entitled to drawback subject to the fulfilment of the certain conditions. Presently the rate of Duty Drawback ranges from 0% to 95%.

As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. Unlike drawback of a portion of the customs duty paid on imported goods, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the amount of drawback payable on such goods.

3. Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, all supplies of goods and services which qualify as export of goods or services are zero-rated, that is, these transactions attract a GST rate of zero per cent.

There are two mechanisms for claiming refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

Notes:

1. *We have not considered the general tax benefits available to the Company, or shareholders of the Company.*
2. *The above is as per the Tax Laws as on date.*
3. *The above Statement of possible 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 the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*
4. *This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from the report titled “Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes” dated January 2023 (“D&B Report”) prepared and issued by Dun & Bradstreet, commissioned by us. Unless specified otherwise, all information in this section has been derived from Dun & Bradstreet. Dun & Bradstreet has prepared the D&B Report in an independent and objective manner and it has taken reasonable care to ensure its accuracy and completeness. A copy of the D&B Report is available on the website of our Company at www.ratnaveer.com. The data may have been re-classified by us for the purposes of presentation. Industry publications are also prepared on information as of specific dates and may no longer be current or reflect current trends. 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. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in D&B Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Restated Financial Statements” and related notes beginning on page 32 and 234 respectively of this Draft Red Herring Prospectus.

Global Economic Overview

After a healthy rebound in 2021, the global economy is looking increasingly stagflation, as growth prospects for 2022 have worsened, and inflation remains sticky at record-high levels in the face of aggressive monetary tightening around the world.

Real GDP growth	2020	2021	2022P	2023P
World	-3.2%	6.0%	3.2%	2.7%
India	-7.3%	8.7%	6.8%	6.1%
China	2.3%	8.1%	3.2%	4.4%
Japan	-4.7%	1.7%	1.7%	1.6%
USA	-3.5%	5.7%	1.6%	1.0%
UK	-9.8%	7.4%	3.6%	0.3%
EU	-6.5%	5.2%	3.1%	0.5%

Source: International Monetary Fund, October 2022 Outlook

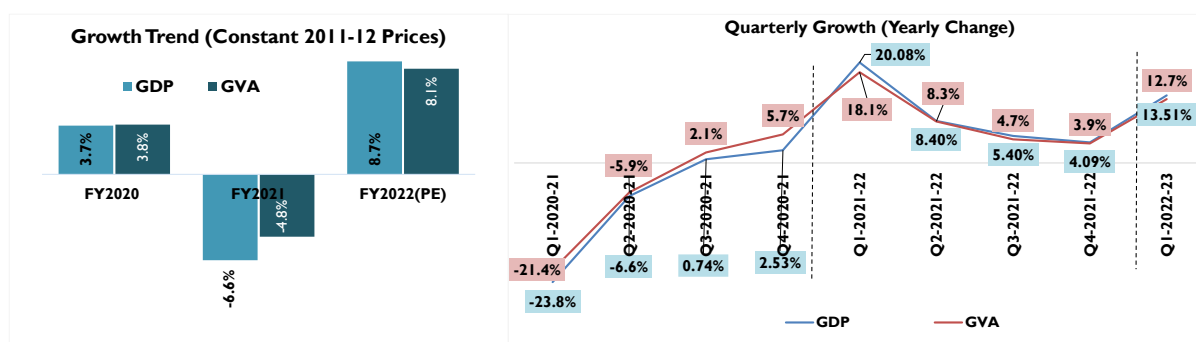
Uncertainty related to food and energy supply is a major risk to stable governance, debt sustainability and business continuity across developed and emerging markets. The three economic heavyweights - the US, China, and the EU - continue to grapple with a host of challenges. The US economy contracted for a second consecutive quarter in a row, with Q2 2022 real GDP growing at -0.2% (annualized growth at -0.9%). During the same period, China’s GDP also shrank over the preceding quarter, while the EU narrowly avoided a contraction, growing at less than 1%. Consequently, even fundamentally strong, export-oriented developing markets are now facing weak growth prospects for the remainder of the year, and there has been a near wholesale downward revision in 2022 GDP forecasts.

The US Fed delivered another strong rate hike (+75bps), which was hardly surprising, given inflation figures. We maintain that the Fed will deliver more hikes through 2023: inflation today is way above its target range and market expectations are likely to catch up with this economic reality. China’s economic

policymakers realize the challenge in meeting their annual growth target: focus has now moved to damage control. Low inflation offers room on monetary policy, which remains loose to allow credit flow; however, credit uptake is weak. The risk of a recession is most pronounced in the EU. European policymakers are grappling with potentially the most severe challenge. Russia's decision to halt gas supplies - first for three days, and then altogether - has added concerns that the European block may be staring at tight gas supplies through the winter. Also, unlike the U.S., inflation has not shown signs of peaking yet. The ECB's 50bps interest rate hike - the first in over a decade - could not stop the euro's slide, which hit parity with the dollar and remains under constant strain.

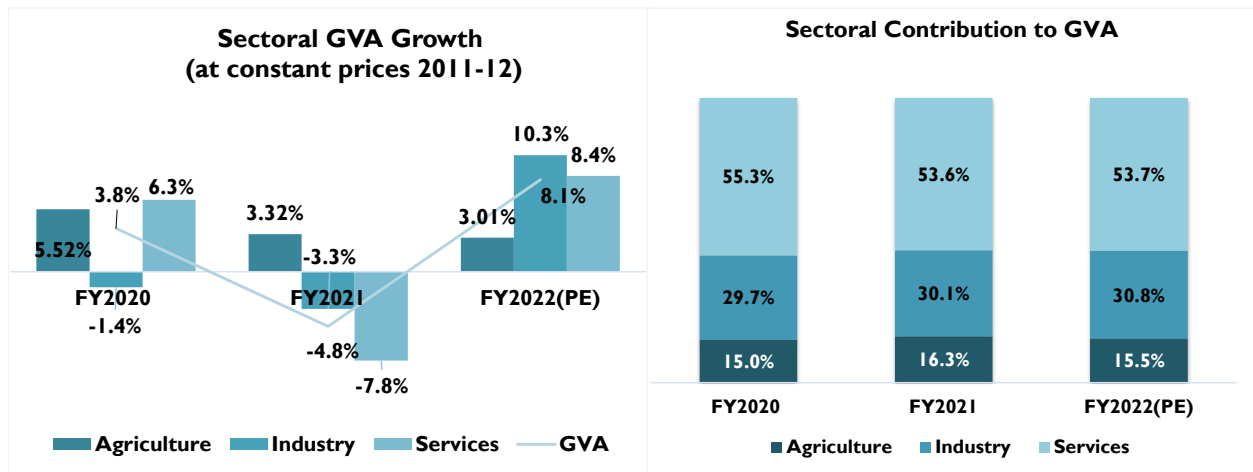
Separately, parts of Asia, particularly Vietnam and India, also offer growth opportunities. It is worth highlighting that the Asia-Pacific region is entering a period of political and security volatility. Domestic politics in Australia, Malaysia, Thailand, and Pakistan have witnessed a series of dramatic events involving high-profile political leaders. At the same time, heightened rhetoric and military maneuvers rooted in Sino-US competition affects countries torn between the two giants, given their divergent economic and security interests. For business, this means an urgent assessment of supply routes, and enhanced monitoring on the security and compliance front.

India's Macro Economic Overview



As per MOSPI estimates, despite the adverse effect of multiple waves of Covid-19 pandemic and associated localized lockdowns, the Indian economy rebounded well in FY 2022 and is estimated to have grown by 8.7%. Major relaxations in Covid-related restrictions and government relief measure for the pandemic hit sectors, policy reform, higher healthcare spending, and accommodative policy rate for considerably longer period etc. supported the economic recovery. The country also overachieved its export target despite the supply chain disruptions posed by COVID-19 restrictions, skyrocketing freight charges and container shortages.

On quarterly basis, the country growth expanded by 13.5% in Q1 FY 2023 against the high base of Q1 2022 when it expanded by over 20%. The Q1 GDP growth number are commendable as March to June period was flawed by global geo-political crises (Russia-Ukraine war), negative impact of heatwave on agriculture output, elevated commodity prices and steady inflation pressure from weak rupee value. During Q1 FY 2023, the country's GVA grew by 12.7% against 18.1% y-o-y increase in the corresponding quarter last fiscal.

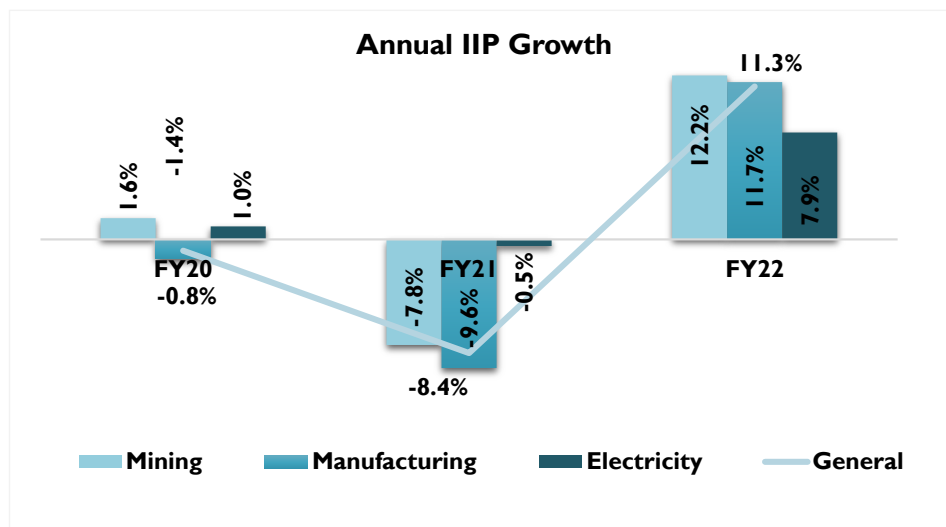


Sources: MOSPI

In the industrial sector, growth across major economic activity such as mining, manufacturing, construction sector surged, and it registered a growth of 11.5%, 9.9% and 11.5% in FY 2022 against a decline 8.6%, 0.6% and 7.5% in FY 2021, respectively. Utilities sector observed a y-o-y growth of 7.5% against a decline of 3.6% in the previous years.

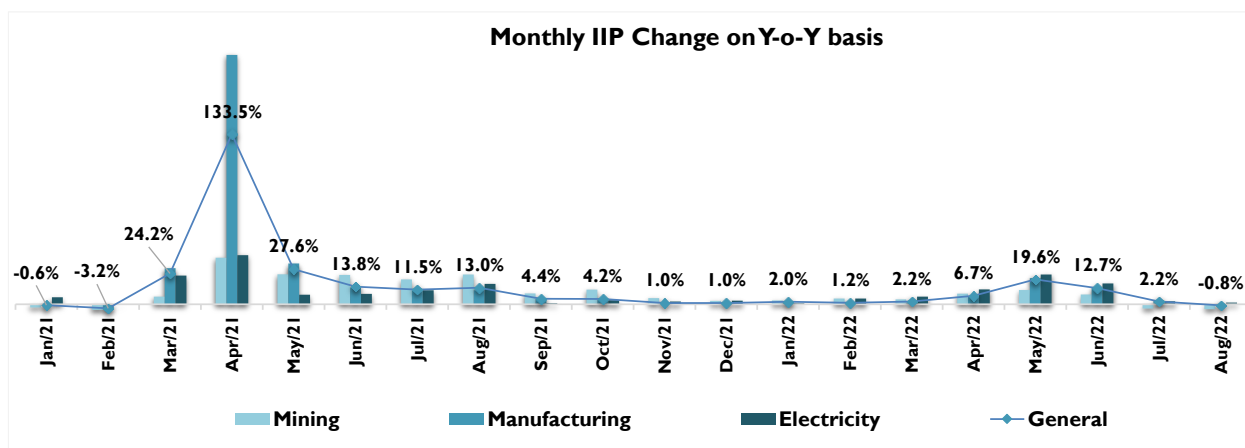
IIP Growth

After experiencing three years of deteriorating IIP growth, the country's IIP index registered 11.3% y-o-y growth where growth was evenly spread across all sub-segments. Manufacturing index, with 77.6% weightage in overall index, registered 11.7% y-o-y growth while mining sector index registered the highest growth.



Source: MoSPI

Monthly IIP Performance



Source: MoSPI

In current year, IIP index which improved steadily between March to May moderated sharply in the subsequent three month and it measured 18 months low in August 2022. Manufacturing activity which has 77.6% weightage in the overall index, shrank by 0.8% in the August 2022 against 11.1% growth in August 2021. Mining activity too contracted by 3.9% in August 2022 while only electricity sector managed to register growth, however its growth rate again slowed down to 1.4% against 2.3% y-o-y growth in the previous month.

Growth Trend in Investment & Consumption Demand

Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, gained strength and registered 20.1% y-o-y growth during Q1 FY 2023 after witnessing a moderating growth in the previous three quarter on yearly basis. Although, it was substantially low compared to 62.5% y-o-y growth which was against a negative y-o-y base of Q1 FY 2021.

Private Final Consumption Expenditure (PFCE) a realistic proxy to gauge household spending, observed a sharp spike in Q1 FY 2023. Inflationary condition is believed to have led to this surge in PFCE. In the previous quarter, festive and marriage season purchases, and low base supported the higher than previous year growth in PFCE.

Price/Inflation Scenario

India's inflation rate based on Wholesale Price Index (WPI) moderated with 10.07% y-o-y change in September 2022 against 12.41% (y-o-y) increase in the August 2022. Surge in prices of rise in prices of mineral oils, food articles, crude petroleum & natural gas, chemicals & chemical products, basic metals, electricity, textiles etc. compared to corresponding month in the last fiscal, contributed to WPI inflation rate in September 2022.

On m-o-m basis, WPI index for the month of September 2022 stood at -0.65 % as compared to August 2022. The WPI index for Manufactured good (weight-64.23%) contracted by 0.49%, Primary Articles (22.62%) contracted by 1.34% while fuel and power (13.15%) strengthened by 0.13% in September 2022 on monthly basis.

Retail inflation rate (as measured by Consumer Price Index) continued to stay above 6% tolerance limit of the central bank for th^e 8th straight month and soared to 7.4% in September 2022 owing to a rise in food

prices, particularly vegetable prices which by over 18% followed by spices prices which grew by over 16%. The inflated rate in Food Price Index observed 8.6% increase in September 2022 as compared to September 2021 price level.

As a part of anti-inflationary measure, the RBI has hiked the repo rate by 190 bps since May to current 5.9%, with latest fourth round hike announced on 30 September 2022. The Reserve Bank of India has estimated an average inflation rate of 6.7% for FY 2023 while it continued to remain above average 7.2% between April- September 2022.

External Sector

India's merchandise exports continued to grow at subdued CAGR of 4.4% during FY 2018-22 while imports grew at 4.8% CAGR. On annual basis, both exports and imports exhibited stellar performance in FY 2022 backed by recovery in global growth and domestic economic activity. Exports surged by 21% and import by ~30% in FY 2022 against -9.2% and -13.8% y-o-y change in the previous year, respectively. Improving foreign trade was backed by favorable base, elevated commodity prices and low policy rate that pushed domestic demand. However, the scenario turned unfavorable in the current fiscal with widening trade deficit, CAD breached the sustainable limit of 3% of GDP in July 2022 and expected to measure 3.3% in FY 2023.

Economic Growth Outlook

From being one of the fragile five to becoming the 5th largest economy in the world after overcoming the deadly pandemic shows that India has reached a remarkable milestone at a time when nations are struggling to fight against stagflationary and recessionary pressures. The Indian economy clocked a growth of 13.5% Q2 2022 aided by a favourable base effect after growing by 4.1% in Q1 2022. Nonetheless, the economy faces strong headwinds from global slowdown and tightening of global monetary policy. The expected demand pickup in the upcoming festive season, moderation in global commodity prices along with easing of supply side pressures should provide some respite to businesses in the near term. However, operating profit margins of firms have come under some pressure owing to the already high input prices and rising borrowing costs. Even as hawkish commentary by Fed officials on US monetary policy and rising US treasury yields have been driving yields higher, easing crude oil prices would continue to provide respite.

The Indian rupee depreciated by more than 8% (3rd Oct) from its level before the Russia Ukraine started in Feb (21). Downward pressure on rupee is increasing with widening of trade deficit. Trade deficit hit record levels in the past two months driven by the highest monthly import bill of more than US\$60 bn. Strength of dollar, likelihood of further US FED rate hike, although at a slower pace, and other geopolitical factors are likely to keep the exchange rate below 80 against the US dollar.

Sentiment of businesses remain subdued. Global recession fears and domestic slowdown might have impacted their optimism level of the CFOs which fell to the lowest level in two years in Q3 2022. Slowing global growth along with prevailing geopolitical risks and supply-chain disruption means risk of export growth momentum has now increased which has been supporting India's growth momentum till the 1st half of 2022. After recording the highest-ever quarterly level during Q2 2022, exports witnessed muted growth of 1.6% in August from its year ago level.

Stainless Steel Industry

Stainless Steel is a value-added product with high corrosion resistant properties. Higher levels of Chromium and additions of other alloy elements (Nickel, Molybdenum etc.) enhance the corrosion resistance. Compared to traditional steel, stainless-steel has higher resistance to corrosion, superior aesthetic finish and higher life span. These features have helped in increasing the popularity of stainless-steel across the world.

High recyclability, resistance to corrosion and low maintenance properties has made stainless steel a preferred metal for application in diverse sectors railway, metro project, process industries, bridges, nuclear, airport, transportation, and kitchenware. Based on the content of alloying elements stainless steel is segregated into three: 200 series, 300 series and 400 series.

Three Distinct Series of Stainless Steel & their composition			
	200 series	300 series	400 series
Manganese	5.5 - 12%	2% maximum	1% maximum
Nickel	1 - 6%	6 - 22%	0.75% maximum
Chromium	10.5 - 20%	15 - 25%	10.5% minimum
Copper	1.5 - 2.5%	None	None
Iron	Balance	Balance	Balance

Series 300 stainless steel, which is an austenitic stainless steel with chromium nickel alloy dominates the with nearly 55% of domestic SS production. Excellent corrosion resistance, high wear & tear resistance, and higher strength at high temperature are some of the attributes that has made this series popular among all SS variants. 300 series is further subdivided into multiple segments, based on the content of alloying metal.

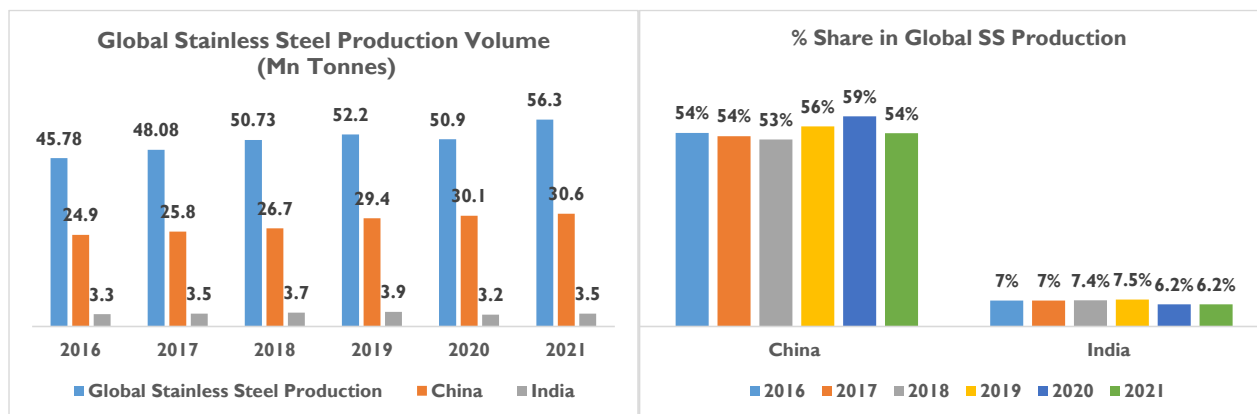
Global Production and Consumption Pattern

Global stainless-steel melt shop production grew by 10.6% to 56.3 Mn Tonnes in 2021 compared to ~50.9 Mn Tonnes in 2020¹. In 2021, China with over 54% share in global SS production observed moderate 1.6% growth in 2021 against 2.5% y-o-y increase in the previous year. Talking about India’s position in the global stainless-steel market, India with average 7% share in global SS steel output (during 2016-20), remained the second largest stainless-steel producer behind China till 2020. During the first half of 2022, approximately 29 million tons of SS was produced globally, which was nearly 3.8% higher than H1 2021².

However, in 2021, the global SS production composition changed as Indonesia, the fourth largest SS producer jumped two places to become the second largest SS producer globally. SS production in Indonesia increased by an impressive 75% in 2021, over the previous year. Meanwhile India’s SS output in 2021 was closed to 3.5 million tons. This realignment in global ranking also led to a drop in India’s contribution to global SS production from nearly 7.3% in 2016, to approximately 6.2% in 2021.

Globally, cold-rolled flat products is the largest produced stainless-steel product in the world, followed by hot rolled coils, and steel wire rods & bars. According to International Stainless-Steel Forum, cold rolled flat products accounts for approximately 47% of total stainless-steel trade in the world. Hot coils, Semis-flat, Semis Long, Hot Bar/Wire rod, Cold Bar/Wire, Hot Plate & Sheet are another SS intermediary product traded globally.

¹ International Stainless-Steel Forum
² Internal Stainless Steel Form, Latest Data Release



Sources: International Stainless-Steel Forum

Globally, Cold rolled flat products is the largest produced stainless-steel product in the world, followed by hot rolled coils, and steel wire rods & bars. According to International Stainless-Steel Forum, cold rolled flat products accounts for approximately 47% of total stainless-steel trade in the world. Hot coils, Semis-flat, Semis Long, Hot Bar/Wire rod, Cold Bar/Wire, Hot Plate & Sheet are another SS intermediary product traded globally.

Metal products – manufacturing of kitchen utensils and home ware – is the largest end use of stainless-steel, both globally as well as in India. Globally 37% of total SS consumption goes towards metal products segment while in India 12% of the stainless steel is used in construction and infrastructure, 13% in automobiles, railways and transport (ART), 30 % in capital goods and 44% in durables and household utensils and 1% in others. globally it stood at 37.7%. Process industry & engineering, architecture, building & construction, automotive, railway & transportation, and electromechanical industries are the other major consumers of stainless-steel products.

Global consumption of stainless steel reached approximately 42.3 million tons per annum in 2021, an increase of nearly 12% over previous year. This comes after a 7.8% decline in consumption in 2020 (compared to 2019), on account of Covid-19 related disruption. Consumption growth in 2022 is expected to be muted at 3.2%, to reach 43.7 million tons.³

Indian Stainless-Steel Industry

Since 2000, steel production in the country has seen a phenomenal increase as the sector witnessed high investments in capacity addition as well as technology up-gradation. In 2018, India surpassed Japan to become the second largest steel producer in the world, after China. According to World Steel Association (WSA), India produced 118.13 Mn tons of crude steel in CY 2021 and accounted for 6.1% share in global crude steel production. According to WSA’s September 2022 update, India produced approximately 93.3 Mn tons of steel during January – September 2022 period, which nearly 6.4% higher than same period previous year. Unless there are no major disruptions, Indian steel industry would end the year with approximately 124 Mn tons of crude steel.

In 2021, India’s crude steel production registered a robust y-o-y growth of 18% against 10% contraction in the previous year while it grew at a CAGR of 4% between 2017-21. Presence of such a vast primary steel

³ International Stainless Steel Forum

manufacturing infrastructure coupled with the low-cost worker has also helped in the growth of secondary and finished steel products. On consumption side, India is also the second largest consumer of finished steel. The emergence of a middle-class consumer segment has altered the consumption landscape in India.

Production and Consumption Scenario

The Indian stainless-steel sector, the second largest producer (in 2021) and consumer in the world, has a total manufacturing capacity of more than 5 Mn tons of stainless steel annually. Since 2011, stainless-steel production has increased at a CAGR of 7.8% per annum from ~2.16 Mn Tonnes in 2011 to 3.93 Mn Tonnes in 2019. Barring 2020 for pandemic led decline, India's stainless-steel (SS) production has increased steadily between 2014-21. In 2020, India stainless steel production observed -19.4% over 2019 owing to Covid-19 pandemic induced depressed market condition. However, the industry rebounded well in CY 2021 as India's annual domestic stainless-steel production reached approximately 4.0 Mn tons, increasing by nearly 26% over previous year production⁴.

SS production and consumption observed V shape recovery where volume improved gradually with phase wise unlocking of the economy on the back of government stimulus and efforts put in place by the industry stakeholder. Flat products, which include steel slabs, sheets, plates, and coils account for ~75% of total stainless-steel production in the country.

Despite being one of the largest producers as well as consumer of stainless-steel, the per capita stainless-steel consumption in India remains low. India's per capital stainless steel consumption has increased from 1.2 Kg in 2010 to 2.5 Kg in 2019, however its consumption is comparatively lower compared to world average of 6 Kg per capita, This low consumption pattern is an indication of the inherent opportunities existing in the sector.

SS Sheets:

Stainless Steel (SS) sheet is a thin flat piece of stainless steel that has a wide range of applications. Depending on the grade of SS used, size, thickness and finish SS sheet finds application in sectors ranging from architecture, building & construction (ABC), automotive, railway & transport (ART), food industry, process industry, and aerospace, among others. The corrosion resistance attribute of the material, along with the ability to incorporate custom finishes has helped increase the usage of SS sheet.

Thickness (or gauge) of the material is used to differentiate SS sheet from other flat products like plates and foils. Typically, SS flat piece with thickness below 6 mm is considered as a SS sheet, while anything above that falls into the category of SS plates. SS foils, on the other hand are the thinnest of flat products and are thinner than SS sheet. The most commonly used SS grade for making both sheet and plate are 300 and 400 series, each differentiated by the type & percentage of alloy included.

- Type 300 series contains austenitic chromium-nickel alloys and finds applications in construction, transport, food industry, surgical applications, marine, and high-temperature applications. Type
- Type 400 series contains ferritic & martensitic chromium alloys and is widely used for making steel cutleries.
- SS Finishes / SS finishing sheets
- Finishing is a design element which becomes significant when the external appearance is of importance. SS finishing steel is used for decorative as well as non-decorative applications, with the type of finish imparted depending upon the end use applications. Today SS sheet is available in a variety of standard

⁴ Worldstainless.org, 2022 year to date data at country level has not been released by the organization

as well as specialized designs, depending upon end user customer specifications. All the various finishes are categorized into three broad segments – mill finishes, mechanically polished finishes, and special finishes.

- Apart from appearance, polished SS sheet is also important where a stain free and sterile surface is required. Usage in kitchens and sanitary application is one such example, where a sterile surface as well as low changes of bacterial contamination is important.

Notable type of finishes	
No.1 Finish	Manufactured by rolling heat treated SS sheet. An additional heat treatment follows to give it a uniform microstructure. This is the roughest of all the finishes and is rarely used in fabrication.
No.2 Matte Finish	One of the most common SS finishes used and has a non-reflective appearance with good flatness. It is the most preferred finish for fabrication operations.
No.3 Brushed Finish	Achieved by either mechanical polishing with finer abrasives or by-passing SS coil through special rolls that emulates the appearance of mechanical abrasion. It is most commonly used in food production & food service.
No.4 Finish	This has much more uniform and smoother finish. No.4 finish finds usage in commercial kitchens, elevators & escalators, hospitals & areas where a sterile & polished surface is required. It is also the preferred finish for architectural applications.
No.6 Finish ⁵	Less reflective than No.4 finish. It sports a dull silver white finish and its usage has been declining and is rarely used today.
No.7 & No.8 Finish	Both these finishes possess a high degree of reflectively, imparting a mirror like appearance. This finish has a high maintenance cost, and is commonly used in panels, columns, and exterior cladding in high end office buildings & hotels.

Domestic Consumption Pattern

Annual consumption of SS sheets in India is approximately 810,000 tons in 2021. This includes SS sheets used for functional purposes as well as aesthetic purposes (decorative sheets). Consumption has been increasing by a CAGR of 13% during the last five to six years. Architecture, building & construction (ABC) segment and automotive, railways & transportation (ART) are the two major sectors that are driving the demand for SS sheets.

Key Demand Drivers

Two of the key segments that are driving the demand for SS sheets are Architecture, Building & Construction (ABC) and Automotive, Railway & Transport (ART). In ABC, the usage is primarily on roofing and cladding (external and internal), with external cladding by SS decorative sheets. In addition, the usage in elevators & escalators too comes under this broad segment. In ART segment, the usage is primarily in the construction of bus bodies, as well as coaches (metros and railways). Although SS is used in auto components, the usage is mostly SS long products.

Demand Architecture, Building & Construction (ABC) Segment

⁵ Common Stainless Steel finish classification does not mention any No.5 finish, hence the absence of such a classification in the table

Changes in building design & construction techniques has led to the introduction of a wide variety of building materials. Key among this is the design element that involves exterior cladding or an outer skin for buildings meant to improve its aesthetics.

Stainless steel sheets (SS sheets) with a wide variety of finishes meets this aesthetic requirement and emerged as one of the several candidates for exterior cladding. However, the factors that tilted the balance in its favor include its superior corrosion resistance, ability to hold its form under extreme natural elements (stress, sun & rain), and flexibility to fabricate into any shape required. Moreover, the cost effectiveness of the material together with its recyclability too helped, with the later gaining prominence due to the increasing interest in green buildings.

The usage of stainless steel (SS) in construction industry is not new, and is used extensively for load bearing, railings, plumbing applications, and HVAC, among others. All these applications were mostly from a functional perspective – utilizing its corrosion resistance and other properties. Its usage as a decorative element is relatively recent, and in a country like India this application trend is still to become widespread.

Increasing focus on aesthetics & design elements:

More and more customers in India are demand for buildings with improved aesthetic and design elements. This is especially true in commercial buildings that cater to ITES, and new age service segments. Two other segment which is witnessing a shift is the retail space, especially large shopping malls and hypermarkets, as well as hospitality space. Compared to these, exterior design (aesthetic appeal) is yet to become a key element in institutional building construction.

Increasing demand to incorporate aesthetic elements in commercial, retail and hospitality buildings is accompanied by a pickup in construction activity in these segments. Commercial building design (including office space, retail, and hospitality) has undergone a change during this period, as it is increasingly incorporating design elements from western markets. The glass and metal façade buildings that are synonymous with urban conglomerates in western markets is getting replicated in India.

Office building construction scenario in India

Since 2015, India has been adding nearly 35.5 mn sq.ft of new office space every year (except 2019 when the annual addition was in the range of 61.2 mn sq.ft⁶). With IT-ITES sector accounting for nearly 80% of office space absorption every year, new addition is driven by expected demand from this sector. The dominance of IT-ITES in office building segment is a positive for SS sheet used for decorative purposes, as the focus on aesthetic element in building design is highest among this particular customer segment. Thus the 35.5 mn sq.ft of office space construction every year is providing a huge market for SS decorative steel, for usage in exterior cladding and design⁷. During the first half of 2022 (H1 2022), approximately 24.1 mn sq.ft of office space was added, which represents a 61% jump in addition over H1 2021.

Growth in Organized Retail Space

Currently, retail accounts for a small portion of the Indian real estate market. While the traditional and unorganized retail segment is still the dominant one in the country, organized retail is gaining ground at

⁶ 2019 has been treated as an exception year, and avoided from Average calculation

⁷ Cumulative space in top 8 cities in India: Ahmedabad, Bengaluru, Chennai, Hyderabad, Kolkata, Mumbai, NCR & Pune

brisk pace. Malls & hypermarkets, which represent the organized retail space in India, is primarily concentrated in metros and tier I cities. Although few national brands in organized retail have started venturing into smaller towns, this yet to translate into demand for large retail space like malls. This concentration in large urban markets meant, the consumption of SS sheet for decorative purposes has largely concentrated in large cities.

As per a report by CBRE⁸, the total organized retail sector stock in India is nearly 77 mn sq. ft, as on H1 2022⁹. Annual mall space addition reached a high of 8.5 mn sq. ft in 2019, a record high, increasing by nearly 73% over previous year. The year 2020 is an anomaly, as the spread of covid-19 and resultant lockdown impacted new construction. As a result, mall space addition in 2020 fell by nearly 75% in 2020. However, the scenario has improved in 2021 – despite the second wave of the pandemic – with nearly 4.5 mn sq.ft of new mall space addition.

Given this expansion in mall space / organized retail space, the demand for building materials from this segment have witnessed an increased. Exterior metal cladding has become a constant design element in mall construction in India, with most of the malls coming up having a mix of glass and steel-based exterior. As a result, the offtake of SS sheet metal as decorative component in mall space in India is increasing.

Growth in Hospitality Space

Compared to office space and malls, the usage of metal for exterior cladding is relatively low in hotel construction. Given the aesthetic element, together with durability and cost saving the prospect of SS sheet metal usage picking up in hotel construction space cannot be ruled out. This sector could emerge as a demand driver in the coming years, subject to the evolution of architectural design elements.

Green buildings and its impact

According to World Green Building Council, a green building is a building whose negative impact on environment – generated by the way of design, construction & operation – is limited while capable of creating positive impacts. Few of the factors that characterize green buildings include – efficient usage of water & energy, usage of renewable energy, and usage of material that is recyclable and sustainable. Any building which has these attributes built can be categorized as a green building.

Stainless steel products, due to its recycling nature, qualifies as a construction material in green building construction. Apart from its recycling attribute, its long service life (imparted by its resistance to corrosion and ability to withstand natural elements in case of external usage), and hygiene characteristics are also making it a material of choice for the green building industry.

India has risen to become the fourth largest green building market in the world, in terms of build volume. According to Indian Green Building Council, there are nearly 7,000 green certified building projects while the total area that comes under the category of green building is estimated to be nearly 8 bn sq.ft. Such a wide network of projects and large green building footprint points to an aggressive growth in green buildings in India.

The recyclability and lower carbon footprint (due to high life cycle) makes SS sheet an excellent material of choice for green building construction. Given the traction that green building has generated in India, and

⁸ CBRE India Retail H1 2022

⁹ Cumulative space across six major cities: Delhi, Mumbai, Bengaluru, Hyderabad, Pune, and Chennai

the future demand – the potential market for SS sheet (for exterior cladding & decorative elements) is huge. Exploitation of this market potential would depend on spread of awareness level of the environmentally friendly attribute of the material.

Demand from Elevators & Escalators

In elevators, SS sheet is used as interior finishing material – serving as a decorative material. Depending on the requirement, SS sheet with suitable finish is used inside elevators. All modern elevators used in residential, commercial, institutional and infrastructure buildings today use SS sheet for interior finishing. Hence, the growth in elevators & its usage is a direct barometer of increasing demand for SS decorative sheet from elevator manufacturers. Apart from elevator, SS sheet also finds usage in escalators which is extensively used in shopping malls, metro stations as well as airports.

Over the last few years, elevator sales in India is approximately 50,000 – 55,000 per annum, while the installed elevator base in the country is nearly 250,000 units per annum. As per OTIS India, India is the second largest elevator market in the world, after China, with residential real estate market accounting for nearly 80% of annual consumption accounted by residential market. Escalators, which is yet to become mainstream, is estimated to be a 3,500 – 4,000 units per annum market. The expansion in mall space, and growth in metro stations are driving the demand for escalators, and these two factors would be instrumental in pulling up the annual volume sales from the current levels.

This strong elevator demand is expected to translate into strong demand for SS decorative sheet, which has become an integral component of elevator. This strong demand for escalator manufacturers would be complimented by the rising demand for escalator market. Although annual volume of escalators sold in India is less than 10% of elevator sales, this segment has the potential to emerge as a strong secondary demand driver in this space.

Demand from commercial kitchens

Usage of SS sheet in kitchen stems from its inert & neutral attribute, making it an excellent antimicrobial material. It is this functional attribute, more than the decorative attribute, that has made SS sheet a preferred material of choice in kitchens. Moreover, its ability to hold original design & color as well as excellent anti scratch attributes too have helped SS sheet become a preferred material in kitchens (mainly commercial kitchens). In commercial kitchens, SS sheet is used in workstations, storage cabinets, exterior material for refrigerators, cooking range, and equipments like ovens & frying stations.

Commercial kitchen is directly linked to the restaurant industry, with an increase in restaurant base directly triggering fresh demand for commercial kitchen equipment. However, the popularity of hyperlocal food delivery services has created a new type of commercial kitchens – cloud kitchens. These cloud kitchens have emerged as the second demand driver in this industry, apart from the traditional restaurant business.

Apart from restaurants (and the newly emergent cloud kitchens), commercial kitchen equipment also finds application in QSR chains, bakeries, cafes, institutions, catering service providers, and industrial kitchens. All these segments together create demand for commercial kitchen ware, which in turn lead to higher consumption of SS sheet by manufacturers of commercial kitchenware.

Demand from Automotive, Railways & Transport (ART) Segment

SS sheet of varying finishes is used in the construction of metro coaches. For example, Jindal Stainless supplies SS sheet of 2J and No.4 finishes that are required for metro coaches. When the metro rail project was launched in India, coaches were imported. However, the expansion of metro rail projects to multiple cities has led global OEMs like Alstom and Bombardier to set up domestic manufacturing facilities, apart from domestic PSU BEML. Together these firms are the major consumers of SS sheets with specialized finishes.

As on end of Dec 2021, metro rail network is operational across 14 cities in India, with a cumulative railway track network of 74.5kms and about 551 metro stations. More than 2,500 metro coaches are in use today, servicing the metro network currently operational in India. Moreover, in the past three to four years, metro coach manufactures (BEML, Alstom, Bombardier and Titagarh) have together won tenders to supply more than 1,200 coaches¹⁰ (metro coaches and Rapid Rail Transport System coaches).

With metro rail expected to become the pillar of urban transport infrastructure across all major cities, the demand for metro coaches is only going to increase. This planned expansion in metro network is thus a big position for SS sheet manufacturers.

International Trade

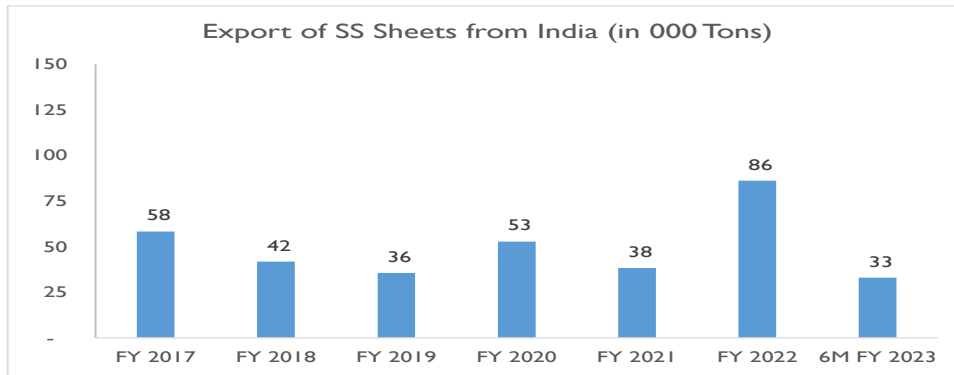
Export Demand

Europe and the US form the largest export market for Indian SS sheet manufacturing industry, accounting for more than 85 - 90% of the total export volume. US alone accounts for nearly 30% of total import volumes, while in Europe the key export markets are Italy, Poland, Spain, Belgium, and Russia. Apart from stable demand from building construction and other allied structures, the presence of trade barriers against imports from China and other Asian destinations have worked to Indian SS sheet manufacturing industry.

Although India has built up its capacity in SS sheet manufacturing, it is not match to the excess capacity in markets like China, South Korea, and Japan. Further, Indian players are unable to match the price points at which SS sheet manufacturers operating out of China, South Korea and Japan sells. However, the strong sentiment prevailing against the above-mentioned markets, because of their dumping practices, most of the European countries and the US have imposed strong trade barriers. This includes high duty rates, as well as anti-dumping measures to discourage the dumping practice.

Given the lower manufacturing capacity in US and European market (because of the large-scale migration of manufacturing from West to developing markets), the anti-dumping and adverse trade measures have created a void. This gap has presented an opportunity for countries like India, who are now able to compete better in European and the US market. The domination of US and Europe in India's SS sheet export markets is a direct result of these developments.

¹⁰ Government of India



Source: Directorate General of Foreign Trade, Ministry of Commerce

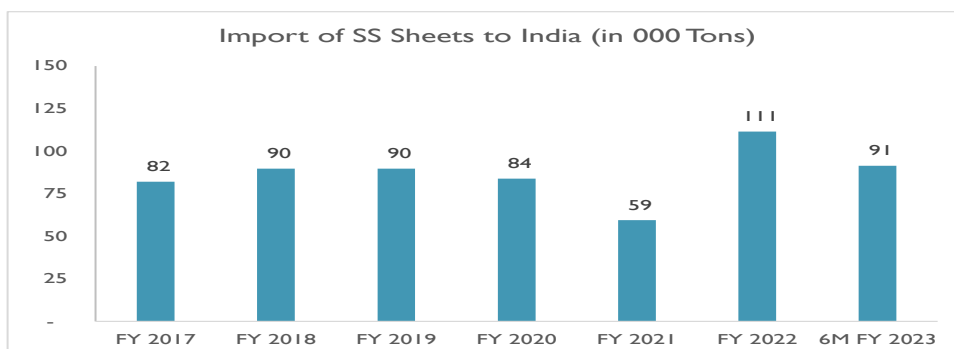
However, the concentration of exports on a handful of markets meant any fluctuation in exports to those markets would directly impact the overall export trend. In this case, exports to the US, Poland, and Italy accounts for 65 – 70% of total annual export volume. Change in export volume to these markets meant overall export volume has shown a degree of fluctuation. For FY 2017-20 period, annual export volume has varied between 36 – 58 thousand tons. Export volume reached 86 thousand tons per annum in FY 2022, which is the highest in the past four to five years. During the first half of FY 2023, approximately 33 thousand tons of SS sheets were exported from India.

Imports to India

Despite the presence of a large steel manufacturing infrastructure – ranked second in the world, in terms of crude steel output – a substantial volume of SS sheet is imported to India every year. During FY 2017-20 period anywhere between 85 – 90 thousand tons of SS sheet was imported to India every year. Although Covid-19 disrupted the imports, pushing it down to 59 thousand tons per annum in FY 2021, it has rebounded in FY 2022.

For the full year FY 2022, 111 thousand tons of SS sheet was to be imported to India¹¹. This marks the largest volume of imports in recent history. This 88% increase in import volume underscores the strong revival in demand, aided by resumption of construction and other end consuming industries.

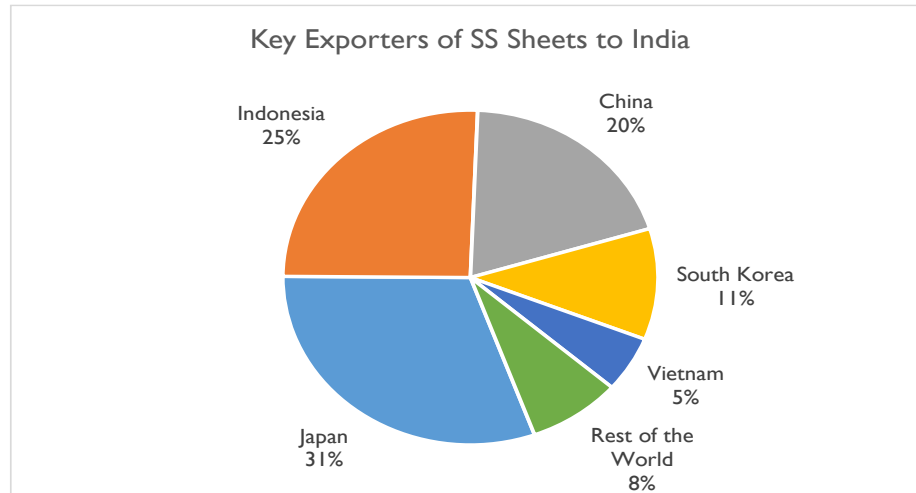
The near doubling of import volume in FY 2022 meant the country incurred an import bill of INR 17.4 Bn towards the import of SS sheet during the year. Discounting the slump in FY 2021, the average import bill on account of SS sheet imports has remained in the range of INR 10 Bn per annum (during FY 2017-20).



¹¹ For FY 2022, the Ministry of Commerce has released data for only April 2021 – February 2022. Full value estimate based on 11 month figure

Source: Directorate General of Foreign Trade, Ministry of Commerce

Nearly 92% of SS sheets imported to India during April 2021-February 2022 came from five markets, namely Japan, South Korea, China, Indonesia, and Vietnam. Of these, Japan is the largest exporter of the commodity, accounting for nearly 31% of total import volume during April 2021-February 2022 period.



Source: Directorate General of Foreign Trade, Ministry of Commerce,
Note: Geographical break-up based on April 2021-February 2022 import figures

The excessive stainless-steel capacity in markets like Japan, South Korea, China, and Indonesia together with surging demand for SS products in India has resulted in unbridled import of these products to India. Backed by favorable trade measures & agreements, these low-cost manufacturing destinations have stepped up imports to India, in the process creating material injury to domestic industry. As per Indian Stainless Steel Development Association (ISSDA), imports today account for nearly 20% of domestic SS market. This scenario is playing across a wide range of stainless-steel products, including flat products.

Competitive Landscape

SS sheet manufacturing in India is a fragmented industry, with a domination of small & medium sized players who make up the unorganized segment. Ease of raw material availability, production process which is not protected by any intellectual property restrictions, and low switching cost have all resulted in low entry barriers. Meanwhile, the ubiquitous usage of SS sheet (across a wide variety of sectors) meant there is a steady demand for the commodity.

These two factors (steady demand & low entry barriers) have made the industry an attractive bet for smaller players. In addition, the lack of product differentiation and fragmented customer base has ensured that smaller players would be successful in finding a market for their products.

Apart from domestic manufacturers, the industry also comprises of a large number of traders / suppliers dealing in imported SS finishing sheets. Given the large volume of SS sheet imported to India, this segment plays a considerable role in shaping the competition in this sector.

At present, product price is the predominant factor considered by customers in choosing SS sheet vendors. Presence of low-cost imports have driven down the prices, impacting the profit margins of both large and small manufacturers. The anticipated change in market, towards sheets with specialized finishes could

introduce product differentiation and with it the prospect of a range of premium priced sheets. Although the threat from imports would remain, the capability to supply a wide range of specialized finishes as well as the ability to develop new products as per customer / market specification could act as entry barriers. Established players who has invested in strengthening their product portfolio as well as R&D capability stands to reap the benefit.

This differentiation is most visible in metro coach manufacturing industry. Metro coach manufacturing in India is concentrated among three to four players, who by default forms the entire customer base for SS sheet specifically designed for use in metro coaches. This consolidated industry structure in metro coach manufacturing sector leaves little negotiating room for SS sheet suppliers, limiting their pricing power. On the other hand, the volume of SS sheet procured by these coach manufacturers is very high, which cannot be met by smaller players. The same is true in terms of product quality too, where specialized finishes are demanded. Hence, SS sheet manufacturers with large capacity & a wide product portfolio (with varying finishes) has an advantage, compared to smaller players.

Notable SS Sheet Manufacturers in India	
Panchdeep Metal Corporation	Panchdeep Metal Corporation, based in Mumbai is a leading manufacturer of a variety of SS products, including sheets, rods, pipes, rounds, flats, and coils. The Company services customers in petrochemicals, cement, automobile, oil & gas, and process industry. They are also a supplier to railway industry – for manufacturing of coaches and other components.
Ratnaveer Precision Engineering Limited	Ratnaveer is a leading manufacturer of SS sheets, washers, hooks, and SS tubes & pipes. The Company’s SS sheet product portfolio comprise of a wide range of finishing sheets.
Jyoti Steel India	Jyoti Steel, manufactures SS sheets, metal fasteners, duplex & super duplex steel products. The Company’s SS sheet portfolio comprise of Square SS sheet, and SS sheets of variants 316L and 309.
Jindal Stainless Steelway Limited (JSSL)	JSSL is part of Jindal Stainless (India’s leading stainless-steel manufacturer). JSSL manufactures and supplies a wide range of stainless steel flat products, including polished sheets to coil products.

Growth Outlook

SS sheet usage has seen a significant growth in the past decade, on the back of novel application in ABC segment as well as emergence of new customer segments like metro railways.

Usage of steel in architecture & building construction was mostly confined to load bearing & structural applications. Usage of specialized products like SS sheet was relatively low. Changes in building design & construction technics have ushered in a change, paving the way for the adoption of SS sheets. While usage of SS sheet as roofing and cladding material has found a ready audience, its usage as a decorative sheet is yet to gain traction.

On the other hand, the growth in metro rail network has presented SS sheet manufacturers with a new customer segment. Given the rapid growth in metro network in the country, this new segment has turned out to be a key demand driver. These two customer segments would continue to be the major demand drivers for this product in the years to come.

Expected growth in demand from ABC segment

One notable difference would be the increase in product penetration. As the practice of using SS sheet for decorative cladding picks up, the volume of SS sheet consumed by architecture & building construction segment would significantly increase. In addition, the demand would diversify from low value SS sheet to high value SS sheets with specialized finishes. This later development (increase in premium specialized products) would also ensure a strong growth in annual turnover. Apart from this increase in consumption volume due to increase in usage areas, the general growth in office space and retail space would support the future growth in demand.

Expected growth in demand from ART segment

Aggressive expansion of metro rail projects coupled with expansion of existing network would create higher demand for metro coaches. This in turn would ensure higher demand for SS sheet from metro coach manufacturers. Unlike ABC segment, the bargaining power of buyers is high, due to the limited number of buyers. There are only 3 – 4 metro coach manufacturers operating in the country, and SS sheet procurement by these OEMs would be skewed towards established players. This bias is primarily due to the higher production capacity, as well as ability to manufacture a wide variety of SS sheet finishes. Hence larger players have an advantage over their smaller peers.

Thus, the overall demand for SS sheet would continue to remain strong in the coming years. However, the resultant impact on SS sheet manufactures would be different. Smaller players would be better equipped to capitalize on increased demand from ABC segment. Meanwhile the same set of players would find it challenging to cater to the expected demand from specialized customer segments like metro coach manufacturers.

On the back of the higher demand expected from ART and ABC segment, as well as from other segments like process industry & kitchen ware, the annual consumption of SS sheet is expected to reach 1,020 thousand tons in 2025, and further increasing to 1,660 thousand tons by 2030.

Stainless Steel (SS) washers

A typical washer is a disk-shaped small thin plate that has a hole in the center. There are numerous uses of washers, however it mainly serves as a spacer to absorb a shock and evenly distribute load of a fastener. Washers can also prevent leakage or corrosion, relieve friction, and maintain tension. The size of the hole in the middle of a washer is typically based on the clearance value of the fastener it will be used along with.

Washers are usually metal or plastic and are made in different sizes based on their application. They are made from a variety of materials including stainless steel, carbon steel, zinc, copper, brass, plastic, rubber, fiber, and ceramic. Stainless steel (SS) washers and galvanized carbon steel washers are the most commonly used. While the former offers better strength, the superior corrosion resistance attribute of stainless steel gives it an edge.

Stainless steel washers are most used washers applied in fastener assemblies to distribute load from a bolt's top across a wider surface area. Globally, stainless steel washer is a preferred choice for the end-users of washers owing to its numerous positive properties. The notable advantage of stainless steel over other metals is its natural characteristics such as resistance from corrosion and rust, and thus, is most preferred input material for manufacturing washers. Another advantage of SS washer is that they make maintenance

tasks much easier, as their load-bearing quality makes the tightening and/or loosening of components hassle-free.

Stainless steel washers are made by the stamping process that uses a die to punch a shape or a form from a flat sheet of stainless steel. Stamping is a fast and smooth process that is capable of manufacturing large number of washers and enables maximum use of metal sheets. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), in order to maintain the quality of their products and prevention of harm to the environment.

Type of washers

There are mainly three types of washers based on their features and application: plain washers, lock washers, and spring washers. Within each of these types, there are more specialized forms that serve unique purposes.

Plain Washers

Plain washers are the most common type of washers. They distribute the load and protect the object to which the nut or screw is fastened. Moreover, a plain washer can also be used to correct the size difference if the hole is of a larger diameter than the fastener. Plain washers include various other specialized forms that are made for specific purposes. Few of the popular specialized types of plain washers includes Flat washers, C-washers, Fender washers, Countersunk / Finishing washers and Torque washers.

Lock Washers

Due to various reasons, fasteners carry chances of rotating or disassembling from the assembly. Lock washers secure fasteners from rotating or losing friction. Lock washers are made in different types but all of them work under same principle i.e., they exert a continuous pressure by partially deforming and secures a fastener from loosening. The main types of lock washers include Split lock washers, External tooth lock washers and Internal tooth lock washers.

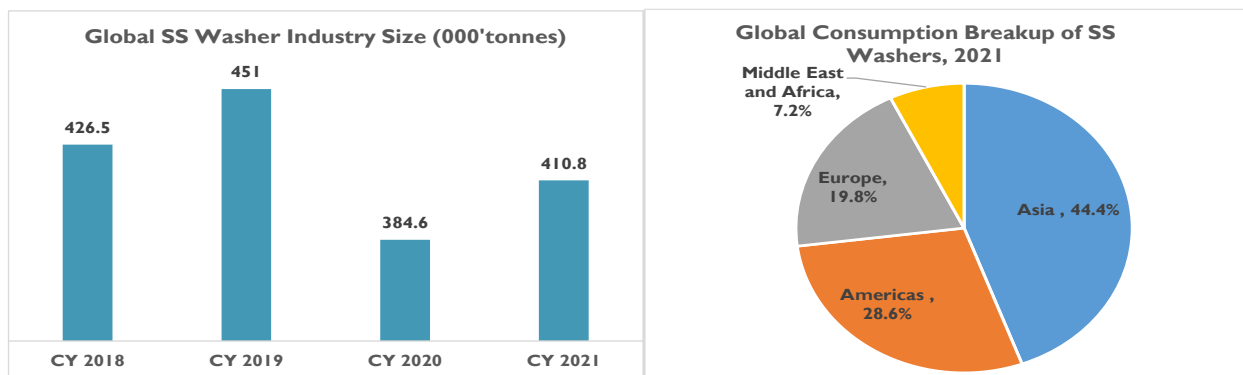
Spring Washers

Spring washers are metal discs made into an irregular shape to subject the washer to compress under the pressure like a compression spring. They have axial flexibility that enables them to move with vibrations and thus prevent object from unfastening or loosening. The structure of the washers provides preload between joining surfaces. The specialized forms of spring washers includes Crescent washers, Belleville / Conical washers, Dome washers, Wave washers and Finger spring washers.

Global Consumption Scenario

SS washer, although a low value product, but is a critical component and are widely used in multiple manufacturing industries, utility sector, infrastructure, and real estate construction, amongst other. Backed by its diversified application, the global consumption of SS washers before falling in 2020 observed a healthy growth of 5.7% in 2019. The global consumption contracted in 2020 by nearly 15% on yearly basis to 384.6 thousand tonnes on the back of Covid-19 induced disruption in economic activity. However, the market demand recovered, and global SS washer consumption registered 6.8% y-o-y growth as industries resumed operation when lockdown and Covid-19 related restriction were relaxed gradually.

In value terms, the revenue from SS washers was estimated to value at ~USD 2,960 in 2021, registering a CAGR of 1.3% between 2018-21. Supported by favorable product attributes, the demand for SS washer is driven by rapid urbanization which has accelerated the pace of the infrastructure developments, real estate construction and industrial production. In line with contraction consumption volume in 2020, the SS washer market in value terms observed y-o-y decline of 13.7% on year basis but with recovering demand from end user's industry, the global SS washers expanded by 12.9% in 2021.



Sources: Based on inputs from a primary Survey

Geographically, Asia emerged as the fastest growing region as well as the largest consumer of SS washer in 2021. Asia's SS washers consumption grew at CAGR of nearly 29% while consumption in other region such as Americas, Europe, and Middle East & Africa contracted at CAGR of 2.2%, 0.8% and 2%, respectively. Contracting global GDP growth in 2020 led to a fall in consumption demand for SS washers in all the four regions as industrial activity in major end user industries such as automobile and other manufacturing industries, infrastructure, and construction was impacted due to Covid-19 led disruption. However, recovering global GDP led by resumption in economic activity across many major sectors supported the SS washer consumption growth in 2021 across all the regions.

Geography-wise SS washers Consumption Volume (Growth trend)

Regions	2020	2021	CAGR 2018-21
Asia	-13.9%	7.8%	29.1%
Europe	-15.6%	5.7%	-2.2%
Middle East & Africa	-14.3%	7.2%	-0.8%
Americas	-15.5%	6.0%	-2.0%

Sources: Based on inputs from a primary Survey

Production Scenario

On supply side, the global production of SS washer was estimated at ~489 thousand tonnes valuing USD 3,520 Mn in 2021 with nearly 70% of production concentrated in Asia region followed by America, Europe, and Middle East & Africa region accounting for respective share of 15.6%, ~13% and 2.6%. In terms of consumption and production, the global SS washer industry had a production surplus of 78 thousand tonnes where Asia with China being a global manufacturing hub emerged as a production surplus region while other region remained a consumption surplus region. Below table represent region wise demand supply gap situation:

SS Washers Volume in '000 Tonnes in 2021

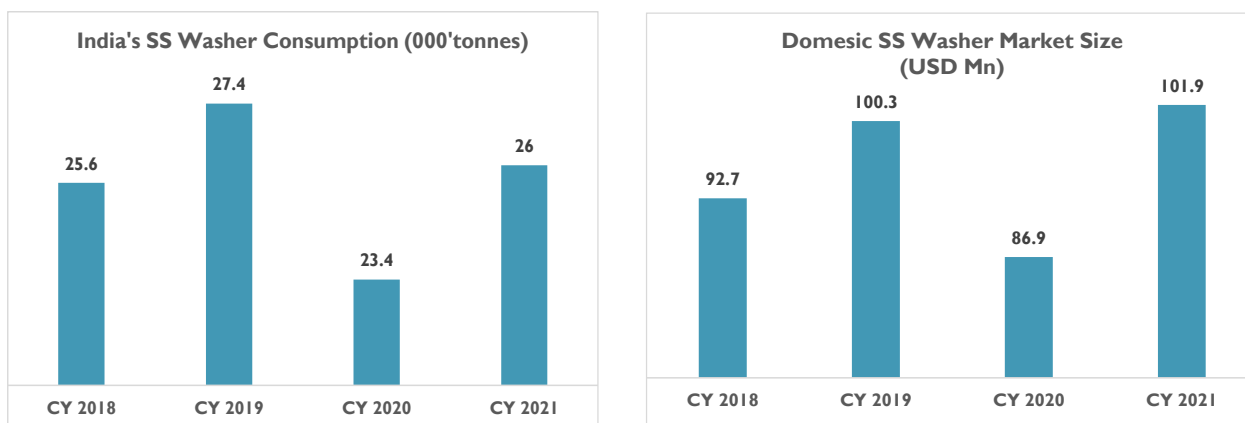
Region	Production	Consumption	Demand Supply Gap
Asia	336.8	182.4	-154.4
Europe	63.1	81.3	18.2
Middle East and Africa	12.7	29.6	16.9
Americas	76.3	117.5	41.2

Sources: Based on inputs from a primary Survey

Indian Consumption Scenario

Annual SS washer consumption in India is estimated to have recovered in 2021 to 26 thousand tonnes from the record decline in 2020, however its consumption volume continued to remain lower than the pre-pandemic level. Between 2018-21, India's SS washer consumption is estimated to have grown at a flat CAGR of 0.5%. Barring a record decline in 2020 due to Covid-19 pandemic induced depressed market sentiment, the domestic consumption of SS washers registered healthy yearly growth of 7% in 2019 when the domestic consumption touched 27.4 thousand tonnes.

In 2021, the country's SS washers consumption registered 11% y-o-y growth. Rising consumption in 2021 is backed by resuming demand recovery in the major end user industries. Incremental demand originating from automobile particularly EV segment, infrastructure and real estate construction, water transportation mainly driven by Jal Jeevan Mission, industrial application, and sharp push to green energy sector especially solar energy has supported the growth of SS washers industry.



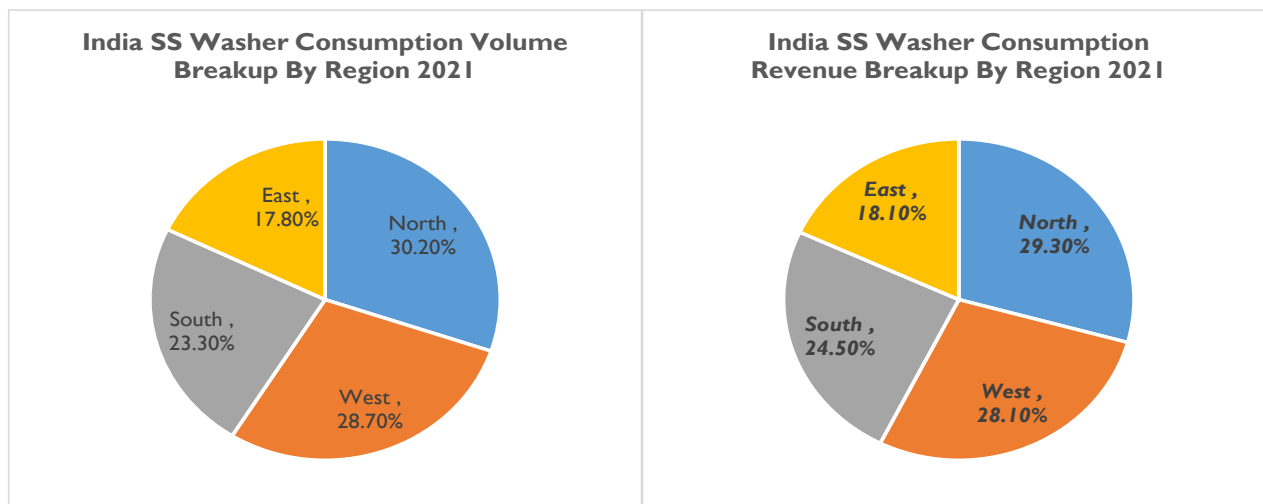
Sources: Based on inputs from a primary Survey

In value term, the domestic consumption of SS washers is estimated to have grown at 3.2% CAGR between 2018-21 to reach USD 102 Bn in 2021. Annually, the domestic consumption in value term estimated to have registered 13.2% decline in 2020 in line with falling demand. In 2020, the outbreak of Covid-19 in 2020 had a negative impact on the India SS Washers market owing to the lockdown and subsequent supply chain disruptions, along with delays in production processes. However, the market recovered in 2021 with the gradual resumption of manufacturing and economic activities and registered yearly growth of 11%.

Regional Breakup

Northern region closely followed by western region have garnered majority share both in terms of consumption volume and value on account of its large population and presence of industries. Gurugram and Manesar in Haryana have the largest automotive manufacturing industry of Maruti Suzuki coupled with

Noida and Gurugram as the major corporate hubs in the northern region with the greatest number of office space have support the demand for SS washers.



Sources: Based on inputs from a primary Survey

In western region, rapidly growing construction and industrial sector in Gujarat and Maharashtra coupled with highest foreign direct investment inflow in these states in 2020-2021 where Gujarat accounted for about 37% of the country’s total FDI followed by Maharashtra accounting for about 27%. Moreover, Gujarat and Maharashtra are the states with largest number of manufacturing and automotive industries in the country which supports high share of western region in the SS washer’s consumption.

India Production Scenario

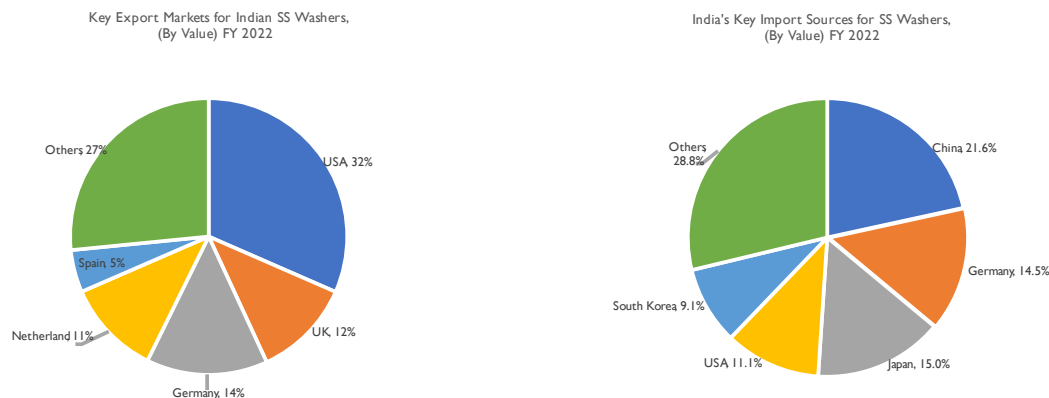
India’s annual production volume was estimated at 31.3 thousand tons with production turnover valuing at USD 122.6 Mn in 2021. The government initiatives like “Make in India”, Atma Nirbhar Bharat and “Production Linked Incentive” scheme are significantly supporting the market growth. These scheme aims to enhance skill development and create best infrastructure in India and push the industrial sector across the country. Furthermore, the government is focused to make India a manufacturing hub and towards this, the government is developing industrial corridors spread across the country.

In terms over industrial park penetration, Maharashtra leads the other states with having presence of 728 industrial parks followed by Karnataka, Andhra Pradesh, and Rajasthan with 539, 400 and 370 industrial parks, respectively. Growing development of industrial plant is expected to support the domestic consumption of SS washer. It will also help the industry to evolve as a leading producer and export of SS washers in the world.

Major Trading Partners

India’s export market for SS washers is diversified with the country exporting SS washer to nearly 155 nations. In FY 2022, USA continued to remain India’s largest export market with 31.6% share in the total SS washer exports. Export of SS washers to the US market has steadily grown at a CAGR of nearly 33% during FY 2018-22 to reach the value of INR 1.33 billion from the level of INR 0.37 billion in FY 2018. As a result, the share of USA in India’s SS washer export has increased from 17% to 31%.

Germany, UK, Netherland, and Spain were the other major export markets for SS washers in FY 2022. However, UK's share in India's SS washer exports has gradually declined from 19.5% in FY 2018 to 11.6% in FY 2022. Together, these top five countries accounted for nearly ²/₃rd of the total SS washers' exports in FY 2022.



Source: Ministry of Commerce & Industry, Trade Statistics

For Imports, China's has emerged as the largest import source of SS washers for India followed by Japan and Germany in FY 2022. Previously, South Korea and Japan were India's largest import sources in FY 2018 (19.24% in SS washer imports to India), but gradually it has lost its share to other major markets such as China and Germany.

China's share in SS washer import to India has increased from 8.8% in FY 2018 to 21.6% in FY 2022. In absolute terms, its import to India has increased at a CAGR of nearly 26% during FY 2018-22 to reach INR 699 million in FY 2022. During the last two years, Japan has emerged as the second largest import source of SS washers for India with the share of nearly 15% in total imports to India. Similarly, Germany's share in India's total SS washer imports has increased from 10.2% in FY 2018 to 14.5% in FY 2022, growing at a CAGR of nearly 9% to reach INR 468.7 million from INR 299.9 million in FY 2018.

Indian Government, in a notification dated 7 September 2017, communicated the imposing of counter veiling duty (CVD) on import of stainless-steel hot rolled and cold rolled products from China, for a period of five years. This was culmination of an enquiry by the Directorate General of Anti-Dumping and Allied Duties, in response to an increase in import of low / subsidized price SS flats from China. Although the measure focuses on import of SS tubes & pipes, it can be construed as an indication of the Government to protect the domestic steel industry, against cheap imports.

The CVD investigations were initiated on 12th April 2016 by the Directorate General of Anti-Dumping and Allied Duties (DGAD) in response to a surge in subsidized imports of stainless-steel flat products. These imports were distorting the domestic market, which was under huge stress and was leading to financial stress in the industry. Extensive investigations were carried out by DGAD and the final findings were issued by the DGAD vide notification dated 4th July 2017.

Following are the details of the duty imposed:

Heading	Description of Goods	Country of Origin	Country of Export	Producer	Exporter	Duty as % of

						Landed Value
7219 or 7220	Flat-rolled products of stainless steel*	China PR	China PR	Any	Any	18.95%

**Flat-rolled products of stainless steel, whether hot rolled or cold rolled of all grades/series; whether or not in plates, sheets, or in coil form or in any shape, of any width, of thickness 1.2 mm to 10.5 mm in case of hot rolled coils; 3 mm to 105 mm in case of hot rolled plates & sheets; and up to 6.75 mm in case of cold rolled flat products. Product scope specifically excludes razor blade grade steel.*

Prior to this, the anti-dumping duty was already in place on:

- Hot-rolled austenitic stainless steel flat products; whether or not plates, sheets or coils (hot-rolled annealed and pickled or black) of rectangular shape; of grade either ASTM 304 or 304H or 304L or 304N or 304LN or EN 1.4311, EN 1.4301, EN1.4307 or X5CRNI1810 or X04Cr19Ni9, or equivalents thereof in any other standards such as UNS, DIN, JIS, BIS, EN, etc.; whether or not with number one or black finish; whether or not of quality prime or non-prime; whether or not of edge condition with mill edge or trim edge; of thickness in the range of 1.2mm to 10.5mm in Coils and 3mm to 105mm in Plates and Sheets; of all widths up to 1650 mm (width tolerance of +20mm for mill edge and +5mm for trim edge). (*Custom Notification No. 28/2015- Customs (ADD) dated 05/06/2015*).
- Cold-rolled flat products of Stainless Steel of width of 600 mm up to 1250 mm of all series not further worked than cold-rolled (cold-reduced) with a thickness of up to 4 mm (width tolerance of +30 mm for mill edged and +4 mm for trimmed edged)

The sunset review of above investigation was initiated on 8th October 2021. The Authority called for responses from all interested parties including importers and exporters. In the notification dated, 21st December 2022, additional time till 29th December 2022, had been granted to all interested parties¹².

Key Demand Drivers

Washers are primarily used as spacer to absorb a shock and evenly distribute load of a threaded fastener. The versatile applications of washers along with various engineering products such as nuts, bolts, and fasteners used in almost every industry has supported the demand for washers. Amongst several type of washers available, washers made from SS steel are the most widely used material in washers. These are widely used in automobile industry, residential, commercial and infrastructure construction and in several other manufacturing and utility sector. SS washers with having better corrosion and chemical resistance are commonly used in a salty environment like saltwater, chlorine, coastal area. In industrial sector, SS washer thus find diversified application specialty chemical, petrochemical, power, industry. sea water equipment, and many other engineering applications.

A brief overview and outlook of leading end user industries for SS washer is presented below to gauge the evolving demand scenario of SS washers in India.

Automobile Industry

¹² Directorate General of Anti-Dumping and Allied Duties have not updated the status post 29th December 2022

Auto and auto component manufacturing is a key economic sector, contributing to nearly 2.3% to the nation's Gross Domestic Product (GDP), 25% to the national manufacturing GDP, and 4% to overall annual exports. The sector employs nearly 5 million people, underlining its importance to the industrial sector. Development in the automobile sector has strong backward and forward linkages. It governs the fortune of several industries in manufacturing segments including iron & steel and its allied metal product like SS washer.

The rise in automobile production and sale in India over the last couple of decades have translated into positive demand for SS washers in automobiles. Apart from the natural growth in demand due to rise in automobile production, the regulatory changes that is happening across global automobile industry too have positive implication on increasing usage of stainless steel in the sector. The industry associations are pushing for a sustainable development of domestic automobile industry and aims to evolve India a global destination of choice for design and manufacturing hub of automobile. Thus, industry stakeholders are proactively working to enhance the competitiveness of the domestic automobile industry by reducing cost of vehicles, increasing productivity, and achieving global standards of quality. The stringent norms and efficiency standards are thus forcing automobile manufacturers to increase the proportion of special stainless steel used in vehicles. The high strength to weight ratio, high durability, tolerance, and good corrosion resistance attributes have also contributed to an increasing usage of stainless steel in automobiles.

The overall domestic production surged to 30.9 Mn units in FY 2019 before plummeting for two consecutive year in FY 2020-21. The COVID-19 pandemic worsened the vehicle demand in FY 2021 as industry lost 2 months in FY 2021 because of Government enforced lockdown. During FY 2022, the overall industry production of ICE-based vehicle registered flat growth of just 0.01% on account of 3% decline in two-wheeler segment which impacted the overall production volume while domestic sales in other segments recovered.

Construction

Corrosion resistance, and long lifespan have all led to wide acceptance of SS washers in construction sector application. Infrastructure development, and a surge in real estate construction (residential & commercial) have created a high demand for SS washers. In past, the boom in construction which accompanied the strong economic growth in the country have supported the rising consumption of SS washers.

However, the sector has been severely hit by the occurrence of COVID-19 pandemic which has turned the overall business sentiment pessimistic. The construction activity in India have moderated over the last few fiscals due to combination of factors such as liquidity squeeze, higher cost of capital, delay in project clearance and bottlenecks in execution. In FY 2021, the construction sector severely impacted by Covid 19 Pandemic and where Construction sector GVA contracted by 8.6% against subdued 0.98% change in the previous year. In FY 2022, as per the government advance estimate, construction sector GVA is expected to expand by 10.7% on y-o-y basis, owing to government's increased on infrastructure projects and increasing demand for residential and commercial segments post pandemic. The real estate and professional services segment are estimated to register 4% growth in FY2022

Favorable policies such as 100% FDI under automatic route in the construction industry is permitted in completed projects for operations and management of townships, malls/shopping complexes, and business constructions which would thereby boost the growth of construction sector in India. The growing construction of malls, hotels, office spaces and residential units would generate demand for stainless steel washers thereby resulting in growth of the market in India in coming years.

Even though the new project announcement has declined sharply, the outstanding investment value in construction sector and new project announced value is substantial which is likely to have a favorable impact on the SS washer application in construction space. India residential sector has been witnessing a significant increase in demand in 2022 and is estimated to witness 5% capital value growth in 2022

Solar Industry

SS washer also find significant application in solar panel mounting system, racking and installation. Solar grounding washer SPC-GW-25 made in stainless steel are preferred during to its durability. Thus, investment in solar industry towards solar panel to support solar industry expansion present promising opportunity for the SS washers industry.

Solar Energy Target

Aggressive push for clean technology for sustainable development adopted by the Government to achieve the twin objective of reduction of carbon footprint as well as to reduce dependency on hydrocarbon-based power generation will continue to augment growth of the renewable energy sector. The Govt. has committed to reduce carbon emissions by 30% to 35% and increase renewables to 40% of the energy mix by 2030. Progressing with bullish approach on renewables, India has raised 450 GW of renewable energy by 2030. Moreover, a significant portion of new power installations will continue to come from renewables led by solar. Of the FY 2030 target, 280 GW of total 450 GW would come from solar power. To achieve the pledged target, around 25 GW of solar energy capacity is needed to be installed every year, till 2030.

Year	Solar	Total RES
2022	100	175
2030	280	450

Source: Ministry of New and Renewable Energy, RES- Renewable Energy Sources

The domestic manufacturing of solar part is likely to benefit several government initiatives that have been announced in the past such as production-linked incentive (PLI), domestic content requirement for CPSU scheme and KUSUM scheme. Additionally, recent announcement pertaining to BCD on solar cell and module with also help with augmenting domestic manufacturing thereby pushing SS washer application in solar sector.

Water Resource Infrastructure

The government announce to launch The Jal Jeevan Mission (Urban) which aims at universal water supply in all 4,378 Urban Local Bodies with 28.6 Mn household tap connections, as well as liquid waste management in 500 AMRUT cities. It will be implemented over a period of 5 years, with an outlay of INR 2,870 Bn.

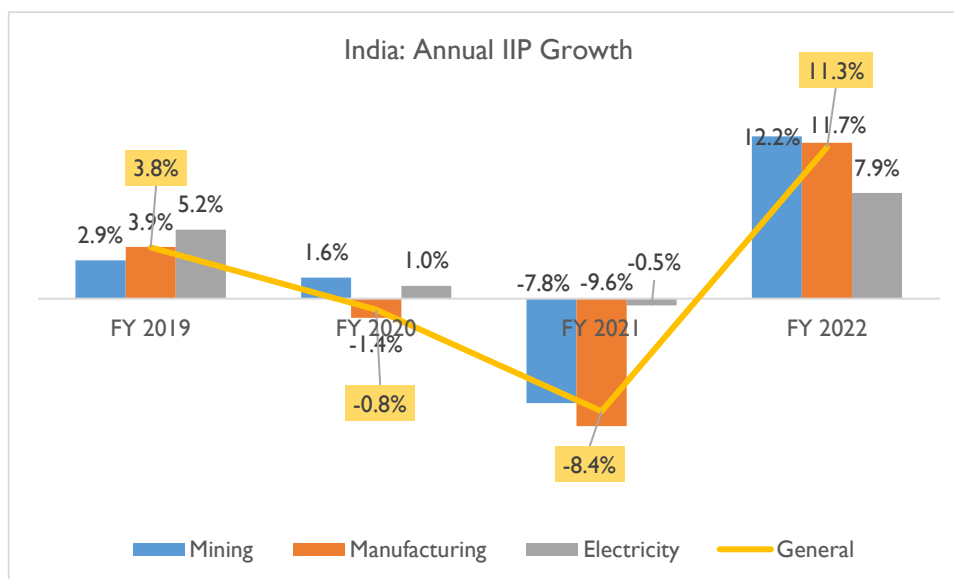
In the wake of drying conventional surface water and growing freshwater demand from various end-user segment, India is rapidly progressing towards a water scarce nation from water stressed nation. Consequently, the nation is exploring and investing in various water treatment technologies to support the nation's increasing freshwater demand for potable use. Since, SS washer possess better chemical resistance, its usage in wastewater treatment and water desalination industry is expected to grow in the wake of substantial investment planned to secure the supply of drinking water in India. As per industry sources, the size of India desalination plant valued at USD 830 Mn in 2018 and is projected to

grow at a CAGR of 9% to reach USD 1.4 Bn by 2024. Many new desalination plants have been proposed to be set up in various states in coastal region such as Chennai, Gujarat, Mumbai and Andhra Pradesh.

Besides water desalination, the government has also announced to launch The Jal Jeevan Mission (Urban) which aims at universal water supply in all 4,378 Urban Local Bodies with 28.6 Mn household tap connections, as well as liquid waste management in 500 AMRUT cities. It will be implemented over a period of 5 years, with an outlay of INR 2,870 Bn.

Industrial Sector Growth

Rapid industrialization in Indian economy, aided by favorable government policies, robust demand scenario, and penetration of export markets have led to capacity expansion in Indian manufacturing industries including automobile, chemical, electronics, pharma, oil& gas, fertilizers and many other. The resultant increase in demand for plant and machinery have had an equally strong demand for components used in manufacturing these equipment's including SS washers.



Industrial sector performance as measured by IIP index exhibited recovery in FY 2022 and registered 11.3% y-o-y growth as the economic activity resumed operations across all sectors backed by supportive government measure to revive economic growth. Prior to FY 2022, industrial growth observed a fluctuation and registered -0.8% decline in FY 2020 and even as steeper fall in FY 2021 on the back of Covid-19 pandemic Decline in manufacturing activity was steepest. Historically, weak manufacturing sector growth have forced manufacturers to reduce production volume as well as put capacity expansion plans on hold. This generic slowdown in industrial sector is believed to have a cascading impact of various input and component that support the manufacturing and overall industry activity. The contracting industrial activity thus impacted the SS washers consumption in India which fell by nearly 15% in 2020. However, with recovering industrial sector activity in FY 2022, the SS washer in India is poised for a healthy growth in 2022.

Steady increase in outstanding investment and sharp increase in new projects value in overall manufacturing sector presents favorable opportunity for the SS washer industry in India.

Competitive Scenario

Washers' industry in India is highly fragmented in nature comprising large number of small players. Washer's manufacturing companies use various metals such as steel, copper, aluminum, and rubber for manufacturing different types of washers. Among these, the most preferred washers, by domestic as well as global end-users, are stainless steel washers due to their corrosion and rust resistance properties. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), to maintain the quality of their products as per global standards and prevent any harm to the environment.

Within the washer industry, SS washers holds a distinguished position due to its numerous product attributes. These include resistance to corrosion, superior protection from abrasion & friction, and ability to retain mechanical properties at extreme temperatures. In addition, the recyclable nature of stainless steel gives it an advantage over other metal types. All these applications make SS washers ideal choice for demanding application, where other washers do not fare well.

However, the superior performance of SS washers can be attained only by ensuring high quality stainless steel as well as standardized manufacturing process. Availability of a steady supply of stainless steel is an integral factor. It is here the established players have managed to create an advantage, as well as maintain it. By means of backward integration as well as recycling of waste stainless steel produced during the manufacturing process, they have managed to create a steady supply of raw materials. This in turn have helped in creating a niche position in the washer industry.

These attributes meant SS washer is considered more as a value-added product, compared to other metal washers. The specialized product application also helps SS washer command higher price compared to other metal washers.

Apart from a mass production of generic washers, few industry players – mostly organized players – also produce customized washers for specific purposes according to the customer requirements. The Indian washer industry not only fulfils major portion of domestic washer's demand but is also one of the major exporters of different types of washers of global standards.

Globally, China has predominantly been the largest manufacturer and supplier of washers in the world. However, the aftermath of Covid-19 has brought some noticeable changes in the global-supply chains owing to the worldwide anti-China sentiment. Like other industries, this is the most opportune time for washer manufacturers in India to focus on enhancing their production capabilities and capture a significant share in global market.

The biggest challenge for the industry is the rising cost of key input materials such as stainless steel, copper, aluminum, and other metals. Few large companies have undertaken backward integration in order to reduce dependency on outside raw material suppliers and cut down input cost to a certain extent. Such a strategy gives an edge to companies to compete better in terms of price as well as helps in achieving higher profitability. The well-known washers manufacturing companies include Ratnaveer Metals, Suchi Fasteners, Navgrah Fasteners, Gujarat Washers, SBP Automotive, Special Washers (India), Gala Precision Engineering, etc. The following table includes brief information of the companies:

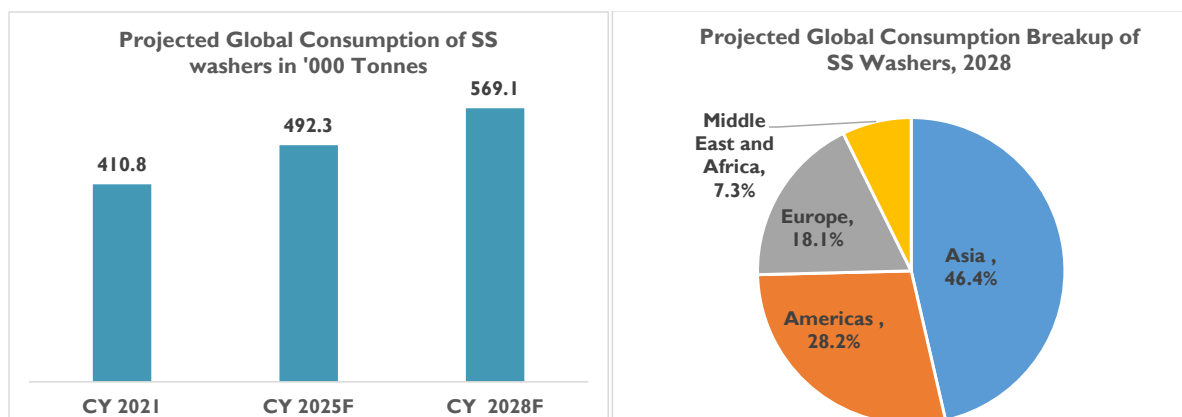
Name	Description
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Ratnaveer Precision Engineering Limited	Ratnaveer Precision Engineering Limited is one of the leading manufacturer, exporter, and supplier of stainless-steel washers in India. It is one of the largest manufacturers of washers and enjoys economies of scale. The company has a wide product portfolio of about 2500 different sizes and types of washers, that meets the requirement of wide range of customers across segments. The company generated around 20% of the revenue from exports in FY 2022. Ratnaveer is one of the largest exporter of stainless-steel washers in India and the one of the few to have backward integration in washers manufacturing process, due to which it has a competitive edge over its competitors in terms of better pricing and raw material supplies.
Suchi Fasteners Private Limited	Suchi Fasteners is one of the well-known washers manufacturers and suppliers in India. The company maintains high quality production of bur free, smooth, and flat washers. At present, the company manufactures and exports aluminium, brass, copper, silicon, bronze, and stainless-steel washers. It specializes in countersunk type finishing cup and flanged washers as per global standards.
Navgrah Fastners Private Limited	Navgrah Fastners, manufactures stainless steel washers, sheet metal parts, stampings, solar mounting hooks, connectors, and accessories. It mainly specializes in stainless steel washers and various hooks (haken) and all fastening parts for the solar mounting systems in stainless steel with powder coating or shot blasting.
Gujarat Washers	Gujarat Washers offers a wide gamut of washers which includes industrial metal fasteners, fastener nuts, washers, etc. The company is well-known for its stainless-steel washers and was recognized as the First Manufacturer of Stainless-Steel Spring Washers in India. The company has also gained recognition as one of the prominent industrial hardware fasteners, belleville spring washers and industrial washers exporters.
SBP Automotive Private Limited	SBP Automotive is an experienced automotive washer manufacturer and supplier, catering to a variety of industries such as automotive, manufacturing, mining, engineering, etc. The company offers copper washers, aluminium washers, spring washers and steel washers which come with a wide range of materials for different applications.
Special Washers (India) Private Limited	Special Washers (India) is an ISO 9001-2008 Certified manufacturer, exporter, and supplier of industrial fasteners and sheet metal components including industrial washers, industrial screws, bolts, metal nuts, metal rivet, etc. The company offers products in various metals such as stainless steel, copper, phosphorous, and bronze.
Mitter Fasteners	Mitter Fasteners, manufactures nuts, bolts, and sheet metal components which adheres to the national and international standards such as ISO, JIS, DIN, etc. The company supplies its products to major OEMs in India and major buyers in Europe. The company has an in-house manufacturing facility for Zn plating, heat treatment, and metallurgical lab.
Gala Precision Engineering	Gala Precision Engineering is a manufacturer, supplier, and exporter of high-end technology solutions in the fields of surface engineering, and high-performance springs. In 2014, company expanded its product range of disc springs by adding

Private Limited	bearing series disc springs and serrated washers. In 2018, the company launched gallock wedge lock washers and started supplying them to OEMs in India and major customers in Europe, USA, etc. Today, the company is a major trade partner for gallock washers to one of the globally top 3 wind turbine manufacturers.
Autotech Industries (India) Private Limited	Based in Chennai, Autotech Industries (India) is involved in manufacturing of autotech engine components, autotech transmission components, and autotech hydraulic components. The company specializes in engine, transmission, clutches, axle, chasis, fuel system, and assemblies. It supplies and exports automotive products to major OEMs in India and other countries in the world.

Global Growth Outlook

Going forwards, global SS washer consumption is slated to grow at CAGR 4.6% between 2018-25 and at 5% between 2025-28 to reach 492.3 thousand tonnes and 569.1 thousand tonnes, respectively.



Sources: Dun & Bradstreet Research

Increasing demand from construction of residential and office spaces coupled with ongoing infrastructural development projects across the world on the back of growing population and rising income are expected to drive the SS washers consumption during the forecast period. Besides above, the rising manufacturing activity particularly in emerging sector such as renewable energy, electric vehicle etc. along with other traditional end user sector such as automobile, consumer durable & electronics, oil & gas, and others to support urbanization are expected to aid the industry growth.

Regional Outlook

Geographically, the consumption breakup is expected to remain the same in 2028 but Europe and Americas is expected to lose marginal share to Asia and Middle East & Africa region. During the forecast period 2021-28, Asia is projected to continue growing at highest CAGR of 5.4%, followed by Middle East & Africa growing at 4.9% CAGR, Americas at 4.6% and Europe at 3.4% CAGR. In value term, the global size of SS washers is projected to grow at CAGR of 6.3% between 2021-28 to grow from USD 2,958 Mn to 4,618 Mn.

Asia

China, Japan, and India are major countries within Asia region that expected to lead the SS washer consumption owing to the presence of large number of industries. China, being the largest producer, consumer, and exporter of steel globally, retained its dominance in global SS washer industry in 2021 while Japan emerged as the second largest market for SS washer as it has the third largest automobile producing market in the world. Beside Japan, China, India, and South Korea have strong presence in automobile sector which is expected to push SS washers consumption during the forecast period.

Besides automobile, major upcoming infrastructural development projects including construction of office spaces by Hines and DNR group in Bengaluru, India, Sichuan-Tibet railway project in China, construction of 6,500 residential units per annum between 2022-26 and completion of 1,600 new hotel rooms in 2022 in Philippines and introduction of “Build! Build! Build!” programme (2017-2022) under which construction of about 102 airport projects is scheduled in Philippines would create demand for stainless steel washers during the forecast period.

Europe

In Europe, SS washer consumption is estimated to grow at healthy CAGR of 3.4% by volume and 5.2% by value to 103 thousand tonnes and USD 900 Mn between 2021-28, respectively on the back of the ongoing construction of five largest office buildings and rapid infrastructural development in the region.

Additionally, Europe has strong presence in manufacturing sector and manufacturing is one of the largest economic sectors in the country generating about two-thirds of the Europe’s economic output. Presence of large number of manufacturing industries is expected to aid the consumption SS washers market during forecast period too. As per our analysis, Germany and France are two major country that leads the SS washers market in the Europe region as Germany is the world’s fifth largest steel exporter and exports steel to more than 200 countries. Germany also accounted for nearly 15% share in India’s total import of SS washers by volume in FY 2022. While rapidly growing construction sector and expansion of commercial spaces in France has made the country and attractive consumption market for SS washers.

Middle East and Africa

In Middle East & Africa, SS washer consumption is estimated to grow at healthy CAGR of 4.9% by volume and at ~7% CAGR by value to 41.5 thousand tonnes and USD 353 Mn by 2028, respectively owing to presence of countries like Morocco, United Arab Emirates and South Africa which are the major manufacturing hubs in the region coupled with Turkey and Dubai dominating the automotive sector of the region.

As per D&B report, Turkey followed by Saudi Arabia as the two major nation driving the consumption of SS washer consumption in the region. Turkey dominated the overall Middle East and Africa stainless steel washers as the automotive sector is one of the largest industrial sectors in the country and 15th largest in the world. Additionally, Turkey is the manufacturing hub and thus supports the production, export and engineering of global brands for international markets.

Americas

In America, SS washer consumption is estimated to grow at healthy CAGR of 4.6% by volume and at ~6.3% CAGR by value to 160 thousand tonnes and USD 1,371.5 Mn by 2028, respectively. Increasing real estate construction in both residential and commercial spaces and ongoing construction of mega infrastructure projects would augment the growth of Americas SS washers. As of March 2022, around 144.7

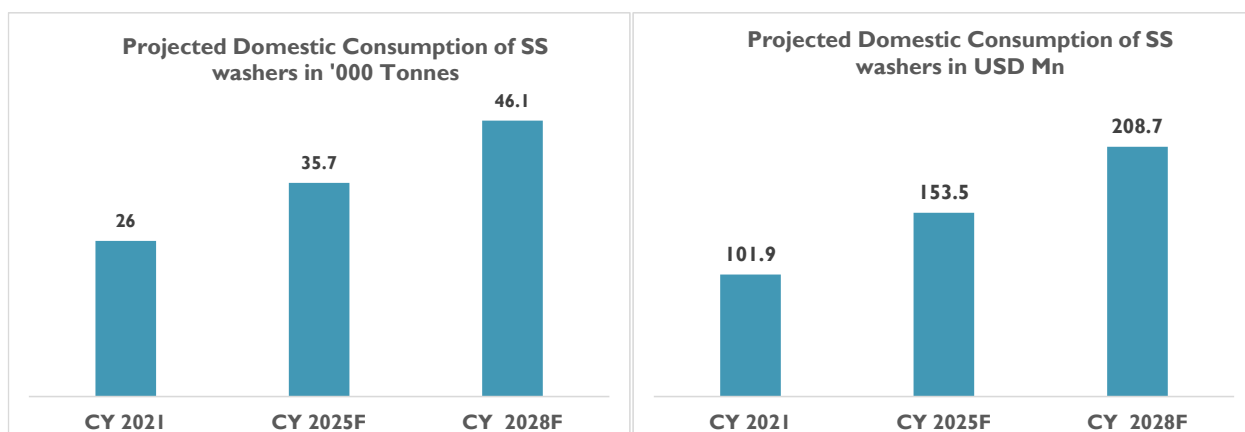
million square feet of office space was under construction in U.S. nationally which is expected to create demand for SS washers. Furthermore, construction of ongoing mega projects including JPMorgan Chase’s new office in New York, Amazon Headquarter 2,830 Brickell office spaces, California high speed rail, Buffalo Bills stadium would have a favorable impact on SS washers demand.

Additionally, large scale presence of leading automotive OEM in USA is expected to push the regions SS washer consumption growth. With large population base and large population and largest automobile industry in Detroit city, USA retained its dominance as the largest consumption market for SS washers in Americas region in 2021. Detroit city in USA has the biggest automobile industry dominated by three large companies namely General Motors, Ford and Chrysler. Strong presence of auto manufacturing base has potential to create demand for lock and keyed washers owing to their large-scale usage in automotive applications. Canada is the other leading country for SS washer in the America region as it is major exporter of steel to the USA and Mexico.

Indian Growth Outlook

The Union Government has formulated “National Steel Policy 2017”, which is expected to guide the growth of Indian steel industry for the next decade. As per the policy, the installed steel production capacity in India is expected to reach 300 million tons by 2030 while the production of crude steel would reach 250 million tons. These aggressive goals are on the back of the expected demand from construction as well as consumer products like automobiles.

Despite becoming one of the fastest growing economies in the world, the infrastructure sector in India is yet to develop fully. Therefore, substantial government expenditure is planned in major end user industries under National Infrastructure Pipeline and recently announced PM Gati Shakti project. The National Infrastructure Pipeline aims to improve the ease of living for its citizen. It will include projects in various sectors such as housing, safe drinking water, access to clean and affordable energy, world-class educational institutes, healthcare for all, modern railway stations, airports, bus terminals, metro and railway transportation, logistics and warehousing, irrigation projects, etc.



Sources: Dun & Bradstreet Research

Thus, the aggressive public and private investment sprucing up in the infrastructure would translate into higher demand for various steel product including SS washers.

We expect domestic SS washer consumption volume to grow from about 26 thousand tonnes in 2021 to 35.7 thousand tonnes by 2025, growing at CAGR 8.2% between 2015-28 and later reaching 46.1 thousand

tonnes by 2028, translating into 8.8% CAGR between 2025-28. In value term, the SS value consumption in India is slated to grow at average annual rate of 10.7% between 2021-28 to reach USD 208.7 Mn.

However, overall economic activity faces a major downside risk if RBI with recent hike in repo rate continue to increase repo rate amidst rising inflationary pressure. This may the fresh capital investment in the various sector and may temporarily affect the end user industries demand for SS washers.

On supply side, supportive policy announcement like Atmanirbhar Bharat, PLI, amended DMISP policy and Make in India scheme are expected to have a lasting favorable impact on domestic manufacturing and strengthening the supply side dynamics.

SS Sheet Metal Components

Global Consumption Pattern

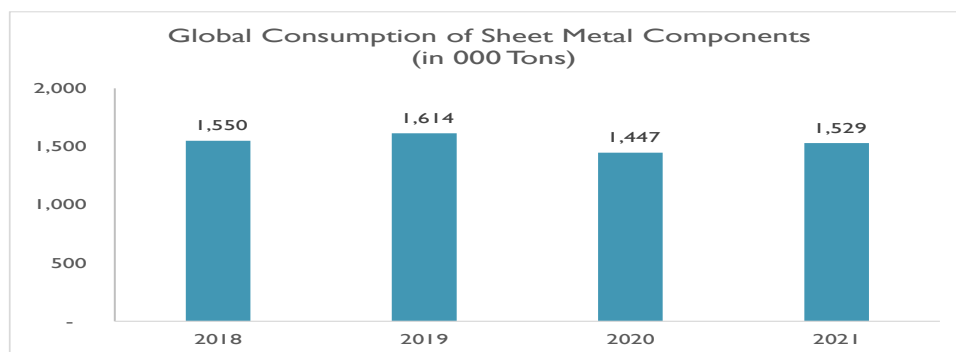
Globally, consumption of sheet metal components is approximately 1,500 thousand tons per annum in 2021, while annual production is approximately 1,750 thousand tons per annum. Consumption has picked up in 2021, growing by 6% after a 10% decline in the previous year to the Covid-19 induced disruptions.

Although consumption volume in 2021 is well below the post covid-19 (2019 consumption) scenario, the year-on-year growth during 2020-21 indicates the strong optimism. This is based on the higher growth rate in consumption during 2020-21, as against growth registered in 2018-19.

In terms of sales value, global sales of SS metal components touched USD 12.5 Bn in 2021, the strongest growth in the past four years. Sales value has even surpassed the 2019 figure, indicating the strong rebound in demand post the Covid-19 disruptions.

Few common types of sheet metal components include:

- **Sealing Caps Core Plugs & Welch plugs:** Manufactured out of Mild Steel, Stainless Steel, and Brass material being used the Engine & Transmission blocks. These components are available in both Cylindrical and Conical type.
- **Clamps, Clips & Brackets:** These are being used in Automotive, Tractor, Earthmoving equipment, and Farm equipment as per customers' requirements
- **Push Nuts, U-clip Nuts, Self-threading Nuts:** These components are made out of medium carbon and high carbon steel with hardening & tempering and Electroplating with Hydrozen De embrittlement process.
- **Constant Pressure Hose Clamps:** These are manufactured out of high carbon steel and carbon alloy steel for the fuel and liquid rubber pipes/hoses in the Engines and other applications.



Based on inputs from primary survey

Region Production & Consumption Volume in 2021 (in 000 Tons)

Region	Production Volume	Consumption Volume
Asia	1180.3	659.1
Europe	228.4	278.3
Middle East & Africa	43.6	116.2
Americas	291.1	475.6

Based on inputs from primary survey

Regional Production & Consumption Value in 2021 (USD Million)

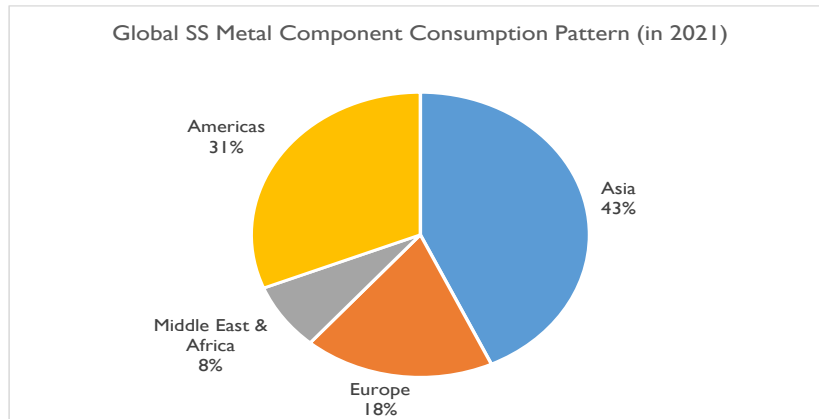
Region	Production Value	Consumption Value
Asia	USD 9,348 Million	USD 5,012 Million
Europe	USD 1,949 Million	USD 2,403 Million
Middle East & Africa	USD 363 Million	USD 966 Million
Americas	USD 2,461 Million	USD 4,006 Million

Based on inputs from primary survey

Asia is the leading market, both in terms of consumption and production. The shift in global manufacturing, from Europe and North America to Asian market on the back of cost differences and environmental concerns have shifted production of a wide range of products & components. The ascendancy in SS metal components is a result of this development. In 2021, Asia accounted for nearly 67% of total annual production and 43% of total annual consumption.

China and Japan are the two largest consuming markets in Asia, followed by India. Strong growth in real estate construction, automobile manufacturing, and general capacity expansion in manufacturing industries have created demand for SS metal components. Both production & consumption of the product in European and American market has been declining, as bulk of manufacturing shifted to Asia.

America is the second largest consumer of SS metal components, after Asia. In 2021 America (North and South) accounted for nearly 31% of total global consumption. Europe accounted for 18% of consumption while Middle East & Africa accounted for the remaining 8%.



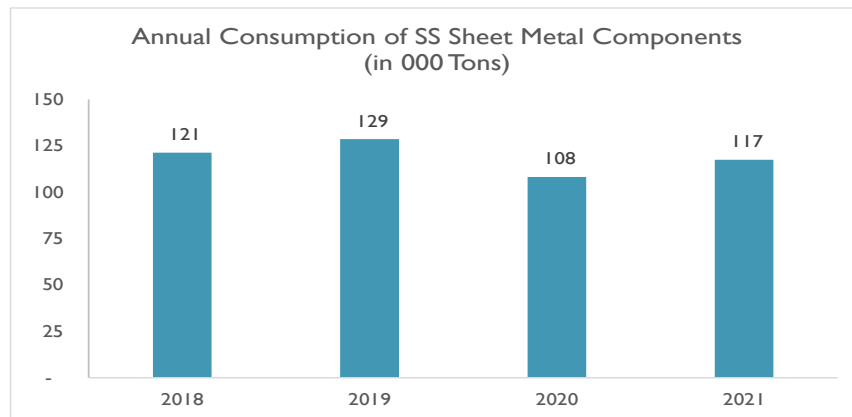
Based on inputs from primary survey

Domestic Consumption Pattern

The annual volume of SS sheet metal components consumed in India is approximately 117 thousand tons in 2021, which is worth USD 710 Mn. Annual consumption volume dropped in 2020, as demand was severally impacted by the spread of Covid-19 pandemic.

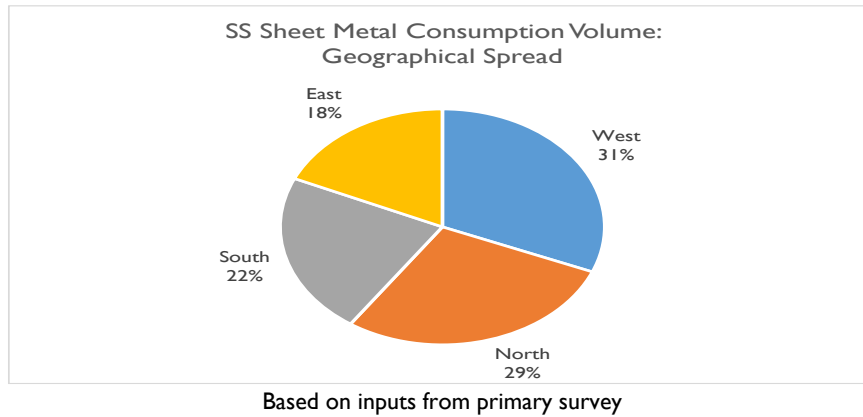
With Covid cases waning, demand landscape has improved in 2021. In response the consumption volume has picked up, increasing by nearly 8.5% over previous year. Despite this growth, annual consumption volume is yet to reach the post covid-19 levels.

Meanwhile, domestic production of SS sheet metal components is estimated to be 139 thousand tons in 2021, while the value of production stood at USD 848 Mn.



Based on inputs from primary survey

Demand is highest in the Western region, predominantly due to the presence of a fledging industrial sector in Maharashtra & Gujarat. In addition, a stable construction sector has also aided the western region. Backed by strong demand from these two-customer segment, Western region is estimated to have accounted for 31% of total SS sheet metal component consumption in India. Northern & Southern region formed the second and third largest geographical market, accounting for approximately 28.5% and 22.2% of total consumption volume respectively. Remaining consumption was accounted by Eastern region, making it the smallest market.



Competitive Scenario

Sheet metal component manufacturing as such is an extremely fragmented industry with unorganized segment having a sizable market share. The industry is characterized by low entry barriers – in terms of openly accessible not too complex manufacturing process, ease of availability of raw materials as well as labor force, lower capital investment requirement, and absence of any regulatory hurdles. These attributes make the industry an attractive proposition for smaller player to enter. On the demand side, the near universal application of sheet metal components has ensured a stable demand. Together these two factors (low entry barriers and a stable demand) have given the industry its fragmented nature.

Majority of these attributes hold true for SS sheet metal components too. The only difference is the usage of specialized input material (stainless steel), which is priced higher than other steel grades. Although this pose a challenge – compared to other metal grades used – it is not strong enough to alter the competitive nature of the industry. Hence the competitive landscape in SS sheet metal component manufacturing is almost like that prevalent in the larger sheet metal component manufacturing industry.

Despite the commoditized nature of the product, there exists few factors that could provide a manufacturer in this industry a competitive edge. Creating a strong product portfolio catering to multiple industries / applications, backward integration), and well-developed R&D capabilities to create new products. Among these, backward integration has a far-reaching impact and probably plays a larger role in improving operational efficiency and controlling cost.

Stainless steel manufacturing is a consolidated industry with large players, and they enjoy higher bargaining power vis-à-vis SS sheet metal components. Given the fragmented nature of SS sheet metal component manufacturing, they are not equipped to country moves by stainless steel industry to increase their product price or prioritize supply to other applications / consumer segments. It is here that backward integration makes a difference. Backward integration – be it by acquiring a stainless-steel melt shop or utilizing scrap manufacturing during the process as an input material – ensures SS sheet metal manufacturer have access to steady supply of quality raw materials.

Notable SS Sheet Manufactures	
Viman Engineering Private Limited	Viman Engineering manufactures & exports a wide range of washers, and sheet metal components for application in automotive, solar, medical device manufacturing and heavy engineering industries, among others.

RAAMPS Industries	RAAMPS Industries manufactures sheet metal components for automobile, telecommunication, oil & gas, home décor, solar, and heavy engineering, among others.
Ratnaveer Precision Engineering Limited	Ratnaveer manufactures SS washers, pipes & tubes, and sheet metal components. In SS sheet metal components, the Company focuses on solar power generation sector where it is used in mounting of solar panels.

Global Growth Outlook

Demand from Asian markets would be the key factor in driving the global demand for SS sheet metal components forward. By 2028, the total volume of SS sheet metal components consumed in Asian market is expected to reach 924 thousand tons per annum. This converts into a compounded growth rate of 5% during 2021-28 period.

On the back of this strong demand in Asia, the global consumption of SS sheet metal components is expected to reach 2,044 thousand tons per annum by 2028. Consumption in Asian market is expected to account for nearly 45% of total global consumption in 2028.

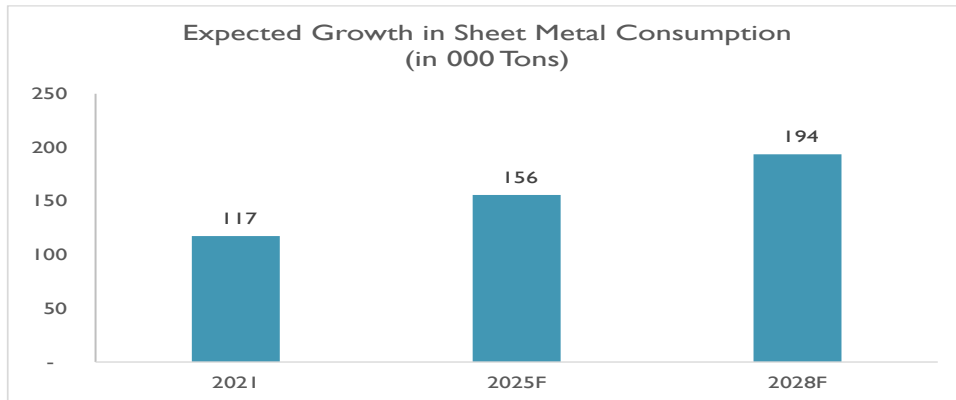
In value terms, the total value of SS sheet metal components consumed in Asia is expected to reach USD 8.2 Bn per annum in 2028, increasing by a CAGR of 7.3% between 2021-28. On the back of this strong growth in Asian market, the global sales of SS sheet metal components is expected to grow by a CAGR of 6% during 2021-28 to reach USD 18.7 Bn.

Among other markets, Middle East & Africa is expected to grow the fastest, by a CAGR of 4.6% during 2021-28 period while consumption growth of SS sheet metal components in Europe and Africa would be 3.3% and 3.6% respectively.

India Growth Outlook

Indian economy has rebounded strongly, after two years of slow growth one of which is on account of Covid-19 induced disruptions. Demand for consumer products, ranging from consumer durables to big ticket purchases like automobiles & residential units has witnessed a strong recovery. This overall improvement in demand scenario has helped in the revival of industrial growth.

SS sheet metal components, which has a near universal application across manufacturing sector has benefitted by this revival in industrial activity. Barring any exception event (similar to the scale of Covid-19 pandemic), Indian economy is widely expected to return to a long-term growth path. This would help SS sheet metal component industry to put the recent dip in production (in 2020 and 2021) behind it. Going ahead, the annual consumption volume of SS sheet metal components is expected to touch 156 thousand tons in 2025, and further to 194 thousand tons in 2028. This would help increase the annual sales turnover in the sector – which currently stands at USD 710 Mn – to USD 1,019 Mn in 2025 and further to USD 1,336 Mn in 2028.

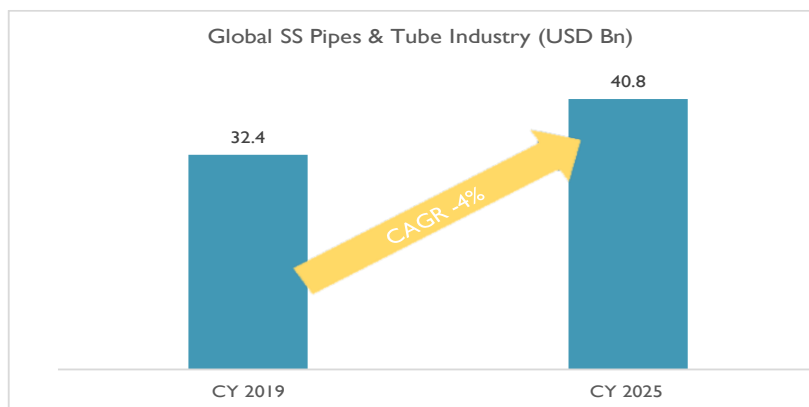


Dun & Bradstreet Research

Stainless Steel Pipes and Tubes

Global Scenario

Globally, the SS pipes and Tube industry was valued at nearly USD 32.7 Bn in 2021¹³ contributing ~23% share in global pipe & tube industry. In coming years too, the SS pipe & tube is expected to observe stable growth of ~4% through 2025 with market size estimated to cross USD 40 Bn.



Sources: Dun & Bradstreet Desk Research & Estimates

Demand Landscape

The oil & gas industry is among the major consumer segments for steel pipes and tubes used for transportation of gas & liquid as well as for upstream, midstream, and downstream processing of crude oil. With global economies gradually recovering from the pandemic impact, the demand for oil & gas is expected to resume quickly. Spreading Covid-19 cases at the start of 2022 once again shed some uncertainty over the economic recovery but this time the surge in infection caused muted impact on oil demand. Moreover, mobility indicator continued to remain strong lending the positive outlook for the Oil demand in 2022.

According to the International Energy Agency (IEA), from 97 Mn barrels per day (BPD) in 2018, the oil demand is expected to increase by 5.5 mb/d in 2021 and by 3.3 mb/d in 2022 while it is estimated to return

to the pre-pandemic level at around 99.7mb/d in 2022 projected to reach 103 mbd by 2030. However, the current Russia-Ukraine conflict could change the demand-supply dynamics between various countries in the coming years.

As a result, new pipelines projects are being commissioned, pipelines capacities are being expanded and increasing offshore activities such as deep and ultra-deep-water production and development are having a positive impact on the steel pipe segment.

Developed nations are taking measures to cut down on carbon emissions. High efficiency generation of seamless steel pipes are being increasingly being used in industrial boiler applications which include ultra-supercritical pressure boilers, pressurized fluidized bed boilers and high-efficiency industrial waste incineration boilers among others primarily to control carbon dioxide emissions. Seamless pipes are preferred in such segments owing to their higher strength, durability, and corrosion resistance properties.

Asia Pacific seamless steel pipes market is expected to show robust growth owing to the increasing demand for oil and gas, adoption of advanced technologies, rising industrialization and infrastructural growth including water management, among others. South Korea, China, India, and Japan are some of the key countries contributing to the high demand for seamless pipes in the Asia Pacific. Being the highest steel producer, China occupies a large share in the seamless steel pipe production due to easy availability of raw materials which makes it easy for manufacturers to avail the same at lower costs for their end use as well for import purpose.

Indian Steel Pipe and Tube Industry

Since 2000, steel production in the country has seen a phenomenal increase as the sector witnessed high investments in capacity addition as well as technology up-gradation. In 2018, India surpassed Japan to become the second largest steel producer in the world, after China. According to World Steel Association (WSA), India produced 118.13 Mn tons of crude steel in CY 2021 and accounted for 6.1% share in global crude steel production. In 2021, India's crude steel production registered a robust y-o-y growth of 18% against 10% contraction in the previous year while it grew at a CAGR of 4% between 2017-21.

On consumption side, India is also the second largest consumer of finished steel. The emergence of a middle-class consumer segment has altered the consumption landscape in India, and with it the industrial production. The country's overall finished steel consumption in India is estimated to have been growing at 7% per annum since 2016 till 2019 to reach 102.6 Mn Tonnes but in 2020, it dropped by 14% against 6% y-o-y growth in 2019. Compared to 2020 finished steel consumption in India increased by 3.3% to 106 Mn tons.

Steel Pipe and Tube Segment

Steel pipes & tube segment constitute ~8% share of the total steel consumption. Subdued industrial activity, and economic uncertainty have dampened the demand scenario, leading to lower consumption. However, economic recovery in 2021 points towards rising consumption of finished steel, consequently driving the steel production. During 10M FY 2022, the country's finished steel production was 21.06% higher than previous year output and it stood at 93.3 Mn tonnes while its consumption was ~15% higher and stood at 86.83 Mn tonnes.

Presence of such a vast primary steel manufacturing infrastructure has also helped in the growth of secondary and finished steel products. In pipe & tube segment, India has emerged as one of the major producers of steel pipes after Europe and China. The country has a well-developed steel manufacturing industry capable of manufacturing crude steel to value added steel products including pipes & tubes. Availability of raw material, cheap labor, and ability to produce steel as low cost have supported India's progress in steel pipe and tube industry.

As per industry sources, the country's current manufacturing capacity of steel pipes and tubes stand at around 21.5 Mn tonnes which is further split into welded, seamless, and casted pipes with respective capacity of 16.3 Mn Tonnes, 1.5 Mn Tonnes and 3.7 Mn Tonnes. Within welded pipes segment, ERW capacity is estimated at 9.5 Mn tonnes and SAW pipes at 6.80 Mn Tonnes.

Annual production of steel tubes & pipes in India is estimated to reach 6.22 Mn Tonnes in FY 2022 while apparent consumption¹⁴ is estimated at 5.55 Mn Tonnes, but it continued to remain lower compared to the pre-pandemic level (FY 2020). Rising output is backed by resuming demand recovery in the major end user industry demand. The country's 10M FY 2022 steel pipes & tubes output was up by 8% while its consumption was up by 4% on y-o-y basis to reach 5.18 Mn Tonnes and 4.63 Mn Tonnes, respectively.

In value terms, the size of the Indian steel pipes & tube industry is estimated at nearly INR 550-600 Bn. With nearly 10 Kg per capita consumption (PCC), steel pipes & tubes consumption in India is less than half of the global average (21-22Kg PCC) and about one fifth of the Chinese (55-60Kg PCC) which indicates huge opportunity for growing penetration of steel pipes & tubes in the Indian market.

In terms of market segmentation, steel pipes & tube industry is equally split between ERW and SAW & Seamless pipes (S&S pipes) while by volume the ratio stands at 70:30, respectively. ERW pipes find prominence because of their diverse applications as well as implementation of advanced technology such as the Direct Forming Technology (DFT) which allows for customized sizes and cost savings on raw material.

Demand Landscape

Stainless steel pipes and tubes are one of the important products in the steel industry and it find wide application in oil & gas, capital goods, power and several other. In the industrial sector, it is used in the manufacturer of the heat exchanger, condensers, and similar industrial equipment that are used in chemical plants, fertilizer plants, pharmaceuticals, sugar, dairy & dairy products, water desalination and automotive industry amongst other. Additionally, steel pipes & tubes also find application in construction. Oil & gas and chemical & petrochemical industry – are the two largest consumers of steel pipes and tubes – is driving the demand across the world. Thus, demand for steel pipes & tubes is linked to the demand scenario and capex plans prevalent in its end-user industries.

Demand from Oil & Gas sector

Oil & Gas sector is one of the largest end user industries for steel pipes and tubes including SS pipes and tubes with pipelines being the major mode of transport for petroleum, oil, and lubricants. Therefore, oil &

¹⁴ Apparent Demand is derived demand from Production + Import – Exports, a proxy indicator to represent the consumption trend of a product.

gas industry has a close linkage that dictate steel pipes and tube demand in the country. Stainless steel offer good resistance to high-pressure and high-temperature and so is widely used in refineries, pipelines, storage capacity, gas terminals, and retail outlets.

India is currently the 3rd largest energy and oil consumer in the world after China and US. The Indian Oil & Gas (O&G) industry is distinguished in the global context as it contributes to 4.6% of the global oil demand with consumption of 4.8 barrel per day in 2021. As per IEA recent published report (under stated policy scenario), India's oil consumption is projected to rise by 50% by 2030 comparison to global demand growing by 7%. India's oil consumption is expected to grow by 4.8 million barrels per day (mbd) in 2019 to 7.2 mbd in 2030 and 9.2 mbd in 2050. India will continue to remain the third largest consumer of oil in 2030.

The wide network of oil & gas pipeline infrastructure has been a major factor in driving the demand for steel pipes & tubes. With Indian economy registering one of the highest growth rate in the world – a pattern that is expected to continue in the future – energy demand in the country would only increase. Aggressive expansion of oil & gas pipelines to meet this demand is set to continue, which in turn would keep the consumption of steel pipes & tubes by the industry stable.

Demand from Pharmaceutical Industry

Indian pharmaceutical industry is ranked as the third largest in the world, in terms of volumes of drugs manufactured and thirteenth largest, in terms of value. The Country is also the world's largest supplier of cost-effective generic drugs, and accounts for one fifth of the global trade in generic drugs. India has achieved an enviable position in global generic drug market on the back of its strength in organic chemical synthesis and process engineering.

.On the domestic front, the favorable demand created by increasing older population, and rise in incidences of lifestyle diseases would continue to facilitate domestic revenue growth. However, the lifestyle disease segment is largely addressed by patented drugs by innovator pharmaceutical companies, who are primarily multinational players. The presence of Indian generic pharmaceutical companies in this segment is low.

On the back of the above favorable factors, the compounded annual growth rate in the pharmaceutical industry is expected to be higher than the growth rate recorded in the last decade. During the time FY 2021-30, the annual turnover in Indian pharmaceutical industry is expected to grow by a CAGR of 10%, to reach INR 7,840 Billion.

This aggressive growth in sales can be supported only by an aggressive expansion in manufacturing capacity. Consequently, pharmaceutical industry is expected to witness strong growth in both greenfield and brownfield capacity expansion projects. The relaxation in foreign investment norms would address the credit availability issues that generally hobble capacity expansion projects. Subsequently the demand for capital goods, including steel pipes & tubes used in pharmaceutical manufacturing plants would increase, and serve as a strong demand driver for the domestic steel pipes & tubes industry.

Demand from chemical & petrochemical industry

Steel pipes and tubes form the backbone of fluid and gas transport system in process industries. The type and grade of steel pipes & tubes used depends on the environment where it is installed as well as the nature of products that are transported. In chemical & petrochemical plants, pipes and tubes are exposed to toxic environment leading to corrosion. The anti-corrosive property of SS pipes & tubes is the preferred fluid &

gas transport system in these plants. Hence, the growth in chemical & petrochemical manufacturing capacity in the country has directly contributed to higher demand for SS pipes & tubes.

To cater the growing industries demand, substantial investments are planned in chemical and petrochemical sector. As per CMIE data, about 375 new projects were announced in the chemical sector, however value wise, overall investment higher than annual cumulative investment value announced in FY 2021. This implies larger value per project during YTD FY 2022.

Demand from capital goods industry (manufacturing of heat exchanges, condensers & similar equipments)

Capital goods like heat exchanges and condensers are integral part of process industries, ranging from manufacturing of food & beverage products, chemicals, pharmaceuticals, petrochemicals, plastic products, rubber products, and paper & paper products.

Pipes & tubes made of SS is considered the most ideal material for heat exchangers, because of the anti-corrosion nature. SS heat exchangers provide good resistance to corrosion and it also helps in minimizing the deposits of limestone and other residues. SS High Precision and Heat Exchanger Tubes are widely used in process industries, ranging from chemicals, petrochemicals, fertilizer, sugar, and dairy & dairy. Additionally, SS pipes and tubes also find applications in water desalination plants & other water treatment plants, as well as power plants. The corrosion resistance, and high resistance to chemicals are the two key reasons for this preference for stainless steel over other materials.

Rapid industrialization in Indian economy, aided by favorable government policies, robust demand scenario, and penetration of export markets have led to capacity expansion in Indian manufacturing industries, ranging from textiles, chemicals to fertilizers. The resultant increase in demand for process plant equipment & other industrial machineries have had an equally strong demand for stainless steel used to manufacture these equipment's. The demand for process plant equipment and other industrial equipment's of similar kind is linked to the industrial scenario prevalent in the country.

Demand from Automobile Industry

In automobile manufacturing, SS pipes & tubes are used in the production of components ranging from exhaust systems, transmission systems, oil & fuel flow systems, and coolant circulation systems, to name a few. Thus the rise in automobile production and sale in India over the last couple of decades have translated into positive demand for SS pipes & tubes.

Annual production of automobiles reached a high of 26.3 million units in FY 2019, before dropping to 21.5 million units and 18.6 million units in the subsequent years. Improvement in demand in FY 2022, as the impact of Covid-19 pandemic wore off, has resulted in an improvement in production volumes. Annual production has improved to 22.9 million units in FY 2022, registering a strong recovery from the steep drop that happened in the previous year. Such large production volume has created strong demand for all types of auto components as well as related input materials. SS pipes & tubes too have benefitted by the presence of such a strong automobile manufacturing infrastructure.

Demand from architecture, building & construction (ABC) segment

Superior aesthetics, corrosion resistance, and long lifespan have all led to wide acceptance of SS tubes for architecture, building & construction application. Infrastructure development, and a surge in real estate

construction (residential & commercial) have created a high demand for stainless steel, along with other building & construction materials. In past, the boom in construction which accompanied the strong economic growth in the country have resulted in higher consumption of stainless steel.

However, the sector has been severely hit by the occurrence of COVID-19 pandemic which has turned the overall business sentiment pessimistic. The construction activity in India have moderated over the last few fiscals due to combination of factors such as liquidity squeeze, higher cost of capital, delay in project clearance and bottlenecks in execution. In FY 2021, the construction sector GVA contracted by 8.6% against subdued 0.98% change in the previous year.

The country rebounded well from the Covid slump in subsequent quarters. With supportive government measure, India managed to registered growth for five consecutive quarter starting from Q3 FY 2021. As per the government advance estimate for FY 2022, the country's GDP is estimated to grow by 9.2% while construction sector GVA is expected to expand by 10.7% on y-o-y basis. Such a strong growth in building construction is expected to revive the demand for SS tubes & pipes.

Impact of Covid-19 on Steel Pipes & Tubes

The onset of Covid-19 in 2020 disrupted the capital expansion plans in the manufacturing sector. The tepid demand scenario forced the India Inc to defer its capacity expansion plans. This trend was observed across all major sectors in the manufacturing space. Such a steep decline in capital expenditure pattern across the manufacturing industry proved detrimental to the steel pipe industry. As the demand for steel pipe & tube is tied to industrial construction, the dip in capital investments translated into lower demand in FY 2021.

Capital expenditure pattern in India was already on the wane in FY 2020, as the economic growth slowed down, on account of unfavorable economic factors. The scenario worsened in FY 2021 as the impact of Covid-19 added on to the already pessimistic mood in Indian corporate sector.

In FY 2022, the business operation gradually returned to normalcy with gradual relaxation in restriction announced to curb second wave. Furthermore, the government continuing effort to scale up vaccination, strengthen healthcare infrastructure, living with virus attitude and other economic measure to restore the economy back on the growth trajectory supported the growing consumption volume of steel pipes & tubes during YTD FY 2022. During 10M FY 2022, the country's consumption of steel pipes & tubes registered 4% y-o-y growth.

Competitive Landscape

Compared to carbon steel pipes, SS pipes & tube manufacturing sector is consolidated in nature, with few major players accounting for majority market share. Capital intensive nature of the industry coupled with challenging operating environment has erected steep entry barriers in SS pipes & tube sector, handing incumbents a definite advantage. It is estimated that the capex required to set up a SS pipe & tube manufacturing facility is ~15 times that required to set up a carbon steel pipe manufacturing facility of similar capacity. Such a high capital requirement translates into higher upfront investment, which dampens the interest of smaller players.

SS pipes & tubes are used in harsh environment as well as for specialized application in mature sectors like oil & gas, petroleum refining, chemical, pharmaceutical, and other similar process industries. Compared to carbon steel pipes, the volume requirement is higher while breaking into large consumer segment is challenging and time consuming. Since, SS tubes form an integral part of any new expansion project in the

above-mentioned consumer industries, products are subject to rigorous testing for technical competence post which price comes in.

Major Players

Ratnamani Metals & Tubes Limited, Jindal SAW, Maharashtra Seamless Limited, Man Industries and Welspun Corp are few of the major players in Indian steel pipe & tube segment. All these companies have a wide product portfolio, offering SAW, ERW, Seamless and Stainless-Steel Pipes & Tubes. Among these Ratnamani and Jindal SAW have an established SS pipes & tubes business, placing them as market leaders in this segment. Other notable players include Skoda Tubes, Maxim Tubes Company Private Limited and Shubhalaxmi Metals & Tubes Private Limited.

Notable Players in Indian SS Pipe & Tube Industry							
Company	By Variety-Type				By Raw Material Type		
	ERW	SAW	Seamless	DI	Carbon Steel	Mild Steel	SS
Ratnamani Metals & Tubes Limited	✓	✓	✓	✗	✓	✗	✓
Jindal SAW Limited	✗	✓	✓	✓	✓	✗	✓
Welspun Corp	✓	✓	✗ ¹⁵	✗ ¹⁶	✗	✓	✗
Skoda Tubes	✗	✗	✓	✗	✗	✗	✓
Maxim Tube Company Private Limited	✗	✗	✓	✗	✗	✗	✓
Shubhalaxmi Metals & Tubes Private Limited	✗	✗	✓	✗	✗	✗	✓

Dun & Bradstreet Research, Company Websites

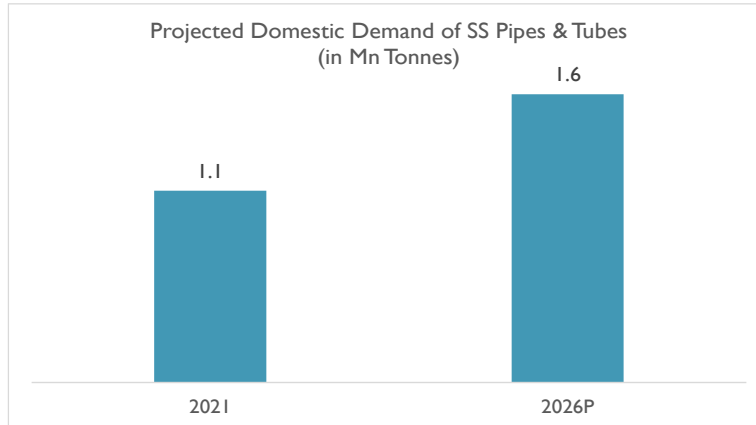
Growth Outlook

From demand perspective, India's growth scenario for steel pipes and tube including SS pipes and tubes remains intact on the back of substantial government expenditure planned in major end user industries under National Infrastructure Pipeline and recently announced PM gati Shakti project. The various initiatives for infrastructure development under the PM Gati Shakti will propel the demand of steel in various sectors thereby enhancing steel usage and growth of the SS pipes & Tubes. We expect domestic SS pipes & tube industry to grow from about 1.1 Mn tonnes currently to 1.6 Mn Tonnes by 2026, growing at CAGR 8.5%. This coupled with supportive policy reform through scheme like Atmanirbhar Bharat, PLI, amended DMISP policy and Make in India will give push to domestic manufacturing and strengthen the supply side

¹⁵ Announced the Entry into SS seamless pipe segment in FY 2021.

¹⁶ Announced the Entry into DI pipe segment in FY 2021. Greenfield facility coming up at Anjar, Gujarat to be commissioned by April 2022.

dynamics. However, domestic SS face a major downside risk from rising imports, mainly from low-cost destination like China which is creating material harm to the domestic industry. Given the higher input cost and other overheads, domestic manufacturers find it difficult to compete with Chinese imports based on price. Only government level initiatives, to create a level playing field would help in nullifying this challenge. In addition to above, the high probability of RBI moving away from maintaining accommodative monetary policy amidst rising inflationary pressure may further intense the fresh capital investment in the sector.



Sources: Dun & Bradstreet Estimates

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 24 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 32, 234 and 303, respectively, 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. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see “Restated Financial Statements” beginning on page 234. Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “our Company” or “the Company”, refers to Ratnaveer Precision Engineering Limited. Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Industry Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes” dated January 2023 (the “D&B Report”) prepared and issued by Dun & Bradstreet commissioned by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Overview

Ratnaveer Precision Engineering Limited is a stainless steel (“SS”) product manufacturer focused on producing finished sheets, washers, solar roofing hooks, pipes and tubes. Stainless steel is a value-added product with high corrosion resistant properties. Higher levels of chromium and additions of other alloy elements enhance the corrosion resistance. Compared to traditional steel, stainless-steel has higher resistance to corrosion, superior aesthetic finish and higher life span. These features have helped in increasing the popularity of stainless-steel across the world.

Globally, cold rolled flat products is the largest produced stainless-steel product in the world, followed by hot rolled coils, and steel wire rods & bars. According to International Stainless-Steel Forum, cold rolled flat products accounts for approximately 47% of total stainless-steel trade in the world. Hot coils, Semis-flat, Semis Long, Hot Bar/Wire rod, Cold Bar/Wire, Hot Plate & Sheet are another SS intermediary product traded globally. (Source: D&B Report)

We operate out of four manufacturing units, out of which two are located at GIDC, Savli, Vadodara, Gujarat, (Unit-I and Unit-II) one is located at Waghodia, Vadodara, Gujarat (Unit-III) and the other one is located at GIDC, Vatva, Ahmedabad, Gujarat (Unit-IV). Our manufacturing units are strategically located with availability of transportation, which facilitates convenient transportation of our products.

Our corporate office is located at Office No. 703 & 704, Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Wadivadi, Vadodara – 390 023, Gujarat.

We manufacture finishing sheets, washers and solar mounting hooks at our Unit I and SS pipes & tubes at our Unit II. Unit III and Unit IV are dedicated for the backward integration process where Unit III is the melting unit where we melt steel scrap and turn it into steel ingots and Unit IV is the rolling unit where flat ingots are further processed to turn them into sheets which are the raw material for washers. Our Units are supported by infrastructure for storage of raw materials, manufacturing of our products, storage of finished

goods, together with a quality control and R&D laboratory. Our revenue from operations breakup is as under:

Particulars	Fiscal						For the period ended August 31, 2022	
	2020		2021		2022			
Domestic turnover	2,429.14	81.81%	3,043.68	84.63%	3,432.33	80.39%	1,302.40	76.81%
Export turnover	540.06	18.19%	552.95	15.37%	837.05	19.61%	393.13	23.19%
Total	2,969.20	100.00%	3,596.63	100.00%	4,269.38	100.00%	1,695.53	100.00%

We are one of the few companies who has a backward integration model (*Source: D&B Report*) which is one of our major strengths and has helped us in maximising the returns on our investments. While our two units (Unit I and II) are dedicated for manufacturing the products which are offered to our customers, the other two units (Unit III and IV) are dedicated towards processing the byproducts generated in manufacturing our products and converting it back into the raw material for our products.

Our products find application across various industries including automotive, solar power, wind energy, power plants, oil & gas, pharmaceuticals, sanitary & plumbing, instrumentation, electro mechanics, architecture, building & construction, electrical appliances, transportation, kitchen appliances, chimney liners, etc. Our products are used in both commercial and residential sector and are sold within India and overseas.

We are focused at consistently expanding our product portfolio by developing new designs. We constantly engage with our customers through marketing via personal interactions with them. Our sales team works closely with our customers to obtain their insights and feedback about the upcoming trends in the industry which enables us to develop and improve our products to fulfil the requirements of the market.

Our Company is promoted and managed by our Managing Director and Promoter, Mr. Vijay Ramanlal Sanghavi who has been instrumental in the growth of our Company. Mr. Sanghavi has played a key role in setting up the manufacturing units, facilitating technology upgradation in the production process, diversification of business into finishing sheets, tubes and pipes and spearheading our venture of setting foot in new markets.

We intend to expand our portfolio of washers by adding circlips into the product line. We currently offer over 2500 SKUs of washers to our customers including inner ring washers, spring washers, nord lock washers, retaining rings, internal tooth washers and external tooth washers of different sizes and specifications. We intend to increase this portfolio by adding circlips into our product line which will help to expand our portfolio. We have taken the land located at E-78, GIDC Industrial Estate, Savli, Dist. Vadodara, which is adjoining to our Unit I, on a 99-year lease from GIDC, for this expansion. We have undertaken R&D activity for developing circlips, have developed the required tools and identified prospective customers. For further information, see “*Objects of the Offer*” on page 109.

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in Million, except percentages)

Particulars	Fiscal			For the period ended
	2020	2021	2022	August 31, 2022
Revenue from operations	2,969.20	3,596.64	4,269.38	1,695.53
EBITDA	266.00	243.00	291.00	167.00
EBITDA margin	9.82%	6.81%	6.76%	8.95%
Restated profit for the year	71.95	54.62	95.35	89.25
Restated profit for the year as % of Revenue (PAT margin)	5.26%	2.23%	1.52%	2.42%
Capital employed	1,137.60	998.80	810.35	813.41
ROCE (%)	12.60%	10.34%	9.66%	5.20%
ROE (%)	15.02%	10.15%	15.56%	12.65%
Debt-to-Equity ratio	2.74	2.67	2.89	2.38

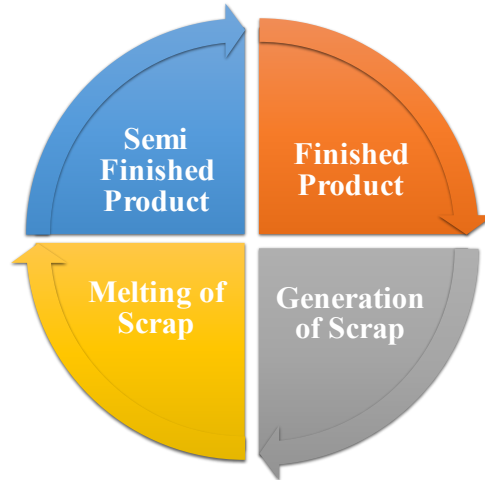
Strengths

- **Synergistic Business Models focused on Backward Integration**

We have developed a synergistic system of backward integration whereby we process the waste being generated in manufacturing of our products for converting back into the raw material which is utilized again in manufacturing. Thus, the raw material required is also being generated in-house, while the waste being produced in the manufacturing process is being completely utilized, ensuring economies of scale and minimal wastage.

We manufacture SS Finishing Sheets, SS Washers and SS Solar roofing hooks at Unit I. The scrap generated primarily in the manufacturing process of SS Washers and SS Solar roofing hooks is sent to Unit III where this scrap and the scrap purchased from third parties is sorted, categorized and melted in heating furnaces and cooled naturally to form the SS ingots. These ingots are sent for job work for conversion into flat ingot. The flat ingots are then brought to our Unit IV where the flat ingots are converted into SS sheets and sent back to Unit I for utilization as raw material in our manufacturing process.

This Backward integration helps in achieving efficiency in the production process and gaining competitive advantage, reducing in product costs, control over supply of raw materials and reduce our dependency on third parties for our operations.



- **Consistent financial performance**

Our Company has grown from a single product to multi-product manufacturing company. We have demonstrated consistent growth in terms of revenues and profitability. Our revenue from operations has grown from INR 821.23 Million in Fiscal 2011 to INR 4,269.38 Million in Fiscal 2022, registering a CAGR of 14.73% in last 12 years. Similarly, our profit after tax has grown from INR 15.42 Million in Fiscal 2011 to INR 95.35 Million in Fiscal 2022, registering a CAGR of 16.40% in last 12 years. The recognition of our product quality has enabled us to penetrate the SS products market and cater to new customers in addition to the Company’s existing customer network. Increased acceptance of newer product categories due to improved designs and efficient pricing has further established the Company’s reputation.

- **Wide product portfolio and multiple designs**

We had started our business activities with manufacturing of SS washers and have since branched out to manufacturing finishing sheets, solar roofing hooks, tubes and pipes which has enabled us to diversify our product portfolio manifold. Our portfolio comprises of over 2,500 SKUs of SS washers. Having a wide range of products not only enables us to meet the trends and ever changing demands of our customers but also gives our Company an edge to efficiently compete with our competitors. Our product portfolio also includes diversified variety of stainless steel pipes in various specifications and sizes having wide applications in varied industries. Our constant efforts are focused towards identifying the customer requirements and introducing high quality products which are in demand.

- **R&D set up for new product development**

We have an in-house R&D facility at Unit I wherein we develop tools and molds for our products. To enhance our product offerings, we have leveraged our manufacturing ability to evolve by virtue of investing in the Research and Development activities. We are focused on undertaking dedicated R&D in our existing products and development of new products and designs in areas where we believe there is significant growth potential and would cater to needs of our customers. We connect with our customers from time to time and understand their requirements on the basis of which we develop new and advanced product designs more suitable to our customers.

- **Customer Diversification**

We sell our products both in the domestic as well as international markets. In the domestic market, we sell our products to the manufacturers as well as traders/ stockists and end customers while in the international market we supply our products through traders/stockists in the International market. We have been exporting since incorporation and as on August 31, 2022, some of the countries we are exporting to including but not limited to Germany, UK, Spain, Netherland, etc.

Revenue contribution from our top 10 customers is ₹1,206.24 Million, ₹1,471.99 Million, ₹1,906.95 Million and ₹928.53 Million contributing 35.60%, 35.35%, 38.84%, and 54.76%, for Fiscals 2020, 2021, 2022 and for the period ended August 31, 2022, respectively. Our diversified customer base signifies our non-dependence on any single customer and thereby hedges our business operations from potential customer specific risk, sector specific risks, including but not limited to policy announcements, change in global markets and international relations etc.

- **Experienced and result oriented Promoter**

Mr. Vijay Ramanlal Sanghavi, our Promoter and Managing Director has over two decades of experience in the steel and stainless steel industry. He has been instrumental in achieving various milestones including setting-up of a dedicated unit in the year 2018 for manufacturing SS Tubes & Pipes (Unit II) and increasing our operating revenue from about ₹ 1,595 Million in Fiscal 2013 to about ₹ 4,269 Million in Fiscal 2022. Our Company has received recognitions from reputed organisations from around the world including Engineering Export Promotion Council, Marsh & McLennan and Dun & Bradstreet under his tutelage.

- **Synergy of young and experienced management team with a committed employee base**

We have a strong management team with considerable industry experience. Our key business functions like production, finance, sales and HR play an important role in efficient day-to-day operations of the Company. We endeavour to maintain a balance of experienced and young professionals in the team. Our Board of Directors includes a combination of management executives and independent members who bring in significant business expertise including in the areas of administration and management, manufacturing, finance, compliance and audit. Our well-defined organization structure has helped in establishing cordial relationships with our employee base across our offices.

- **Effective quality control checks**

We have developed quality control processes for inspecting the raw materials as well as the final products. The raw materials undergo a quality check and for this purpose we have even implemented internal procedures for procurement of the raw material as the quality of the final product is dependent on them. Our Units have dedicated personnel responsible for monitoring the parameters of equipment, strength of materials, reporting any irregularities in the manufacturing process and making adjustments accordingly. These multi-level quality checks ensure that we consistently provide good quality products which further enhances our brand value.

Strategies

- **Diverse, longstanding and growing global customer base**

We have a diverse base of customers present in Indian and European geographies, as of August 31, 2022, as a result of our marketing efforts. Our global customer base helps us limit our dependency on a specific

customer, industry or geography thereby reducing financial and concentration risk. We believe that our service offerings have led to consistent customer retention rates. Our long-standing relationship with our customers is evidenced by our customer retention rate. Our growth strategy in these markets will be to create strong local presence and connect and expertise with required development capabilities to exploit growth potential offered by these markets. Our strong focus will remain on acquiring new customers, retaining existing customers and offering good quality products.

- **Continue to add to product portfolio by introducing new designs**

Our Company's strategy is focused towards introducing new product designs to cater to the requirements of our customers as well as garnering the attention of more customers. This helps in strengthening the relationship with the existing customer network through a wide range of products while also onboarding new customers from untapped geographies. Identifying and developing new products and designs is a continuous exercise that our management team engages into as we believe that there is an immense demand in the global markets for unique designs, good quality and competitively priced products. We intend to extend our product portfolio by adding circlips in our washer segment.

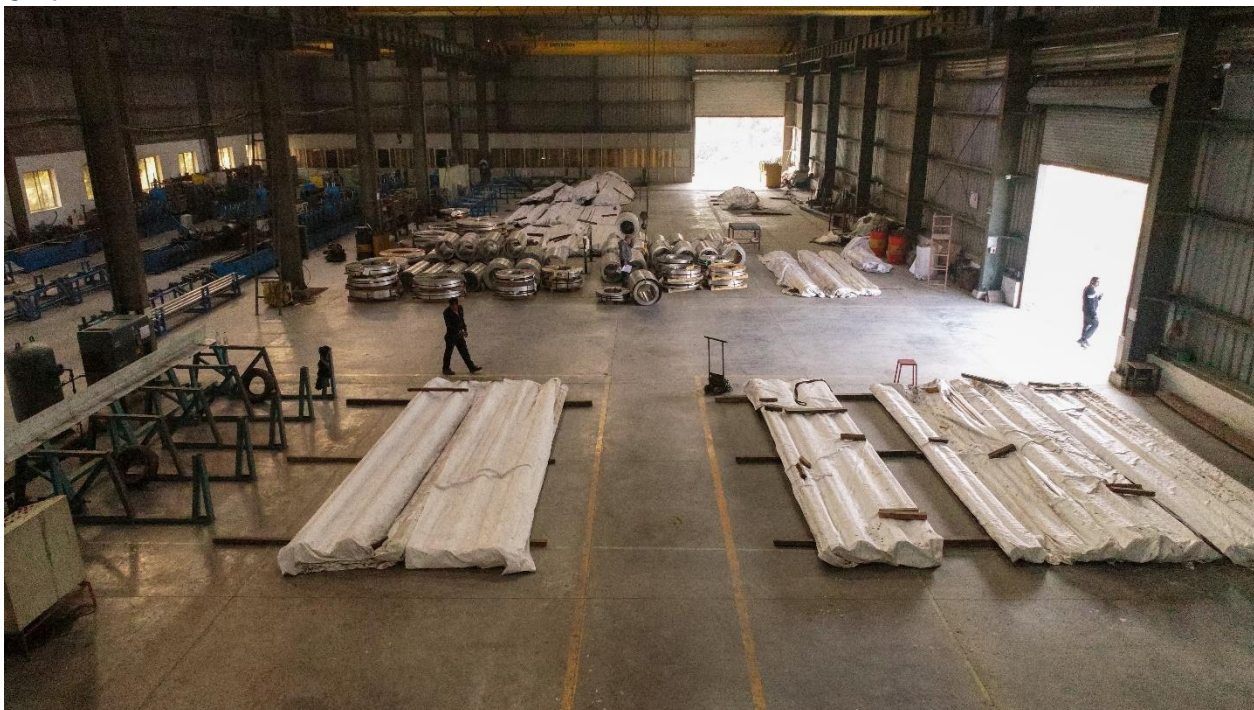
- **Technology integration and plant automation for cost efficiency and improved productivity**

We have invested in the technology for manufacturing and processing and strive to continuously upgrade to the technology which ensures production of cost efficient and high-quality products. We have also adopted dedicated software for efficient and easy maintenance of the records, process automations, thus saving on man-hours and reducing the scope of human errors. Investments in technology proves to be more cost and time effective and aids in improving production output. We believe that through investment in technology infrastructure, we have been able to increase our operational efficiencies and achieve economies of scale. We also believe that such initiatives will drive cost efficiencies, improve customer service, reduce manual workload and integrate our business functions thereby improving our business processes.

Unit I



Unit II



Business Operations

Product Portfolio

The portfolio of our products can be categorized into SS finishing sheets, SS washers, SS solar roofing hooks and SS tubes & pipes.

The below mentioned table sets out the production sales turnover of our product categories for the periods indicated below:

Product Category	Fiscal			Period ended August 31, 2022
	2020	2021	2022	
SS Finishing Sheets	1,847.04	2,409.04	2,735.82	1,084.74
SS Washers	541.08	593.82	864.72	400.61
SS Scrap Metals	350.61	377.48	433.51	158.82
SS Tubes & Pipes	212.05	234.17	257.49	51.32
Total	2,950.79	3,614.52	4,291.56	1,695.49

Our Products

A. SS Finishing Sheets

SS sheet is a thin flat piece of stainless steel that has a wide range of applications. Depending on the grade of SS used, size, thickness and finish SS sheet finds application in sectors ranging from

architecture, building & construction (ABC), automotive, railway & transport (ART), food industry, process industry, and aerospace, among others. The corrosion resistance attribute of the material, along with the ability to incorporate custom finishes has helped increase the usage of SS sheet.

Thickness (or guage) of the material is used to differentiate SS sheet from other flat products like plates and foils. Typically, SS flat piece with thickness below 6 mm is considered as a SS sheet, while anything above that falls into the category of SS plates. SS foils, on the other hand are the thinnest of flat products and are thinner than SS sheet. The most commonly used SS grade for making both sheet and plate are 300 and 400 series, each differentiated by the type & percentage of alloy included.

Finishing is a design element which becomes significant when the external appearance is of importance. SS finishing steel is used for decorative as well as non-decorative applications, with the type of finish imparted depending upon the end use applications. Today SS sheet is available in a variety of standard as well as specialized designs, depending upon end user customer specifications. All the various finishes are categorized into three broad segments – mill finishes, mechanically polished finishes, and special finishes.

Stainless steel sheets (SS sheets) with a wide variety of finishes meets the aesthetic requirements and emerged as one of the several candidates for exterior cladding. However, the factors that tilted the balance in its favor include its superior corrosion resistance, ability to hold its form under extreme natural elements (stress, sun & rain), and flexibility to fabricate into any shape required. Moreover, the cost effectiveness of the material together with its recyclability too helped, with the later gaining prominence due to the increasing interest in green buildings.

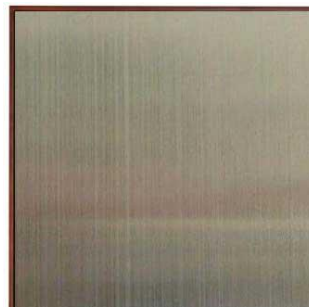
Apart from appearance, polished SS sheet is also important where a stain free and sterile surface is required. Usage in kitchens and sanitary application is one such example, where a sterile surface as well as low chances of bacterial contamination is important.

Our product range of SS finishing sheets consists of the following types of finishes:

Type of Finish	Description
Satin Surface SS Sheet	This finish has short symmetrical grains, metallic shine and warmth of cold steel. This has wide usage in cookware, furniture, elevator, architectural decoration, revolving door, exterior decoration, etc.
Hairline SS Sheet	This sheet has clear and long directional grains with delicate and unique surface area. These sheets are used in elevator, architectural decoration, revolving door, home appliances, automotive sector, exterior decoration, etc.
Scotch Bright SS Sheet	These are classified not by a specific grit size or grade, but as a range of products including coarse, medium, fine very fine and super fine. This finish has smooth and exquisite grains which look shorter than hairline finish but longer than satin surface sheets.
Mirror Surface SS Sheet	This is a highly ornamental reflective mirror like finish with no apparent polishing lines. This finish possesses a high degree of reflectively, imparting a mirror like appearance. This has a high maintenance cost, and is commonly used in panels, columns, and exterior cladding in high end office buildings & hotels



Satin Surface SS Sheet



Hairline SS Sheet



Scotch Bright SS Sheet



Mirror Surface SS Sheet

B. SS Washers

A typical washer is a disk-shaped small thin plate with a hole. There are numerous uses of washers, however it mainly serves as a spacer to absorb a shock and evenly distribute load of a fastener. Washers can also prevent leakage or corrosion, relieve friction, and maintain tension. The size of the hole in the middle of a washer is typically based on the clearance value of the fastener it will be used along with.

Washers are usually metal or plastic and are made in different sizes based on their application. They are made from a variety of materials including stainless steel, carbon steel, zinc, copper, brass, plastic, rubber, fiber, and ceramic. Stainless steel (SS) washers and galvanized carbon steel washers are the most commonly used. While the former offers better strength, the superior corrosion resistance attribute of stainless steel gives it an edge.

Stainless steel washers are most used washers applied in fastener assemblies to distribute load from a bolt's top across a wider surface area. Globally, stainless steel washer is a preferred choice for the end-users of washers owing to its numerous positive properties. The notable advantage of stainless steel over other metals is its natural characteristics such as resistance from corrosion and rust, and thus, is most preferred input material for manufacturing washers. Another advantage of SS washer is that they make maintenance tasks easier as their load-bearing quality makes the tightening and/or loosening of components hassle-free. (*Source: D&B report*)

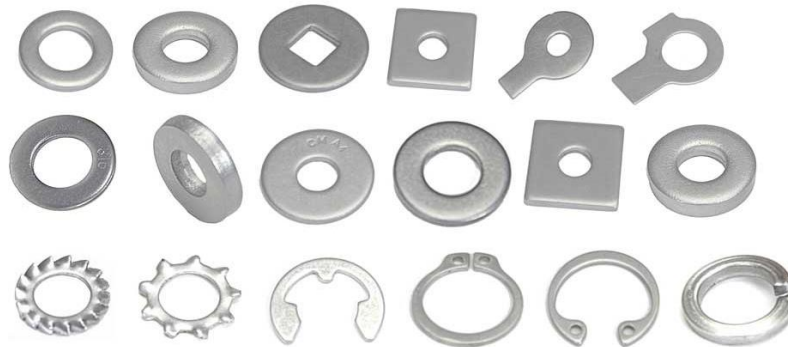
Stainless steel washers are made by the stamping process that uses a die to punch a shape or a form from a flat sheet of stainless steel. Stamping is a fast and smooth process that is capable of manufacturing large number of washers and enables maximum use of metal sheets. Generally, all

washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), in order to maintain the quality of their products and prevention of harm to the environment.

There are mainly three types of washers based on their features and application: plain washers, lock washers and spring washers. Within each of these types, there are more specialized forms that serve unique purposes.

Our portfolio includes the following washers in various specifications:

- inner ring washers
- spring washers
- nord lock washers
- retaining rings
- internal tooth washers
- external tooth washers



C. SS Solar roofing hooks

Solar power is the largest component in Renewal Energy Sector (RES) capacity in India, accounting for nearly 47.5% of total RES installed capacity as on 1st January 2022. Capacity addition in solar power segment has happened at a brisk pace increasing from just under 1 GW as on 1st April 2012 to nearly 50 GW as on 1st January 2022. (Source: D&B report)

Solar roofing hooks are used for solid fastening of photovoltaic systems on pitched roofs. Roofing hooks serve as a foundation for photovoltaic mounting systems for tiled roofs and are to be mounted directly on the roof battens and rafters.

Solar installations have been rapidly increasing around the world. India has generated a significant amount of growth as well. Solar is the way of the future and a major sustainable energy source. Solar panels perform best when exposed to direct sunlight for the longest period and are positioned at a specific tilt angle with the face facing south. In this situation, solar roofing hooks come into play.

Solar roofing hooks are critical for the efficient working of a solar power system in both utility and rooftop applications. While the most balance of system components, including inverters, DC cables, junction boxes, transformers, etc. are easily available from equipment manufacturers, the property and excellence of the solar roofing hooks has a prominent position in the functioning of the solar power system.

These frameworks allow panels to rest comfortably, avoid damage, and, most significantly, place them at a perfect tilt angle to maximize solar energy harvesting. Solar roofing hooks, ground solar mounting structures, carports and sun tracker solutions have all experienced significant advancements in terms of weight, material, versatility and ease of installation. Many technological advancements have resulted in lower costs, faster and better installation, increased durability and increased productivity.

Material plays a significant role in the total solution because any solar system is designed to last 20 to 25 years. The topography and environment of the installation area determine the material's strength. As a result, there is an increasing demand in the industry for very durable, rust-free, corrosion-resistant materials. This has resulted in the development of revolutionary products such as rust-resistant steel, which has become quite popular in the solar panel market due to its low cost and increased endurance.



Adaptors



Vario Hook



Fix Roofing Hook

D. SS Tubes & Pipes

Stainless steel pipes and tubes are one of the important products in the steel industry and it find wide application in oil & gas, capital goods, power and several other. In the industrial sector, it is used in the manufacturer of the heat exchanger, condensers, and similar industrial equipment that are used in chemical plants, fertilizer plants, pharmaceuticals, sugar, dairy & dairy products, water desalination and automotive industry amongst other. Additionally, steel pipes & tubes also find application in construction. Oil & gas and chemical & petrochemical industry – are the two largest consumers of steel pipes and tubes – is driving the demand across the world. Thus, demand for steel pipes & tubes is linked to the demand scenario and capex plans prevalent in its end-user industries. (Source: D&B report)

Stainless steel tubes are usually cylindrical, hollow items that are utilized as equipment components or as a medium for fluids to travel through. The usage of stainless steel in the construction of tubes is due

to the favorable qualities of stainless steel, which is the most commonly used material in tubing production.

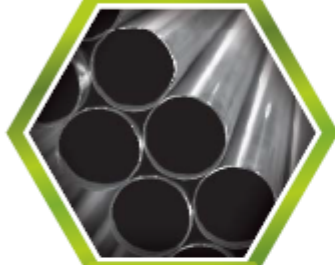
Stainless steel tubes may also be square. Stainless steel square tubing is a hollow pipe-like piece of hardware with four equal-length sides constructed from a number of steel alloys. Although these tubes, like their cylindrical counterparts, can be utilized for gas and fluid transfer, square tubing is most commonly used in structural and support design schemes. It is used in the construction, architectural, building, material handling, mounting, metal working and framing sectors for a wide range of goods such as shelving, support beams, racks, grids, stepladders, partitions and rails. While other materials may be utilized, stainless steel is particularly well suited to these applications.



Stainless Steel Pipes

Outer Diameter : 1/8" NB to 8" NB (10.3 mm to 219.1 mm)

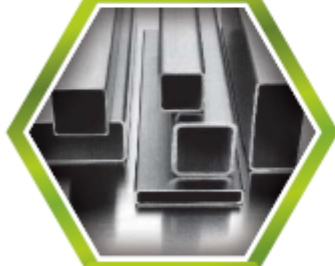
Wall Thickness : SCH 5S, 10S, 20S, 40S & 80S



Stainless Steel Tubes

Outer Diameter : 6.35 mm to 101.6 mm

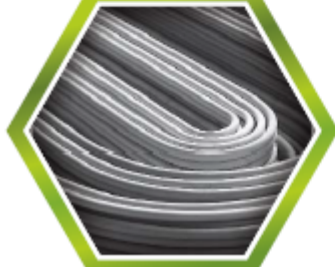
Wall Thickness : 0.5 mm to 6.0 mm



Stainless Steel Square & Rectangle Sections

Size : 12x12 mm to 80x80 mm & 30x20 mm to 120x60 mm

Wall Thickness : 0.5 mm to 6.0 mm



Stainless Steel 'U' Tubes

Outer Diameter : 12.7 mm to 50.8 mm OD

Wall Thickness : Upto 3.38 mm

Centre Line Radius : 22.2 mm to 1220 mm

Leg length : 10 Meter

Pipes are classified according to their nominal and schedule diameter. Pipe is normally manufactured in accordance with the Nominal Pipe Size (NPS) standard, with a schedule number specified (wall thickness) and nominal diameter (pipe size). The schedule number on different sizes of pipe may be the same, but the true wall thickness will differ.

Tubes are usually manufactured by wall thickness and outside diameter, but they can also be ordered by outside diameter and inside diameter or inside diameter and wall thickness. A gauge number specifies the thickness of a tube.

Tubes can be square, rectangular, or cylindrical in shape, whereas pipe is always round. The circular form of the pipe distributes the pressure load evenly. Pipes are used for larger purposes and come in sizes ranging from 12 inches to several feet. Tubing is typically utilized in applications that demand smaller sizes.

Stainless steel tubes and pipes are used in various products and infrastructures, from factory machinery to automotive mufflers. Stainless steel tube fulfills the same role in numerous applications. The goal is to convey or regulate the transportation of a gas or a liquid. Because it can reliably sustain hot gasses and corrosive liquids without degrading, stainless steel tubes and pipes adapt themselves to gasses and liquids.

Stainless steel tubes and pipes can be left outside for long periods of time without rusting or disintegrating. Many industries and products employ stainless steel tubes and pipes due to its ability to resist degradation. Stainless steel tube is utilized in wet industries with concrete floors, various hunting and outdoor equipment like tents and weapons, automobile manufacturing and kitchenware with stainless steel sanitary tubing.

Our Units

We carry our manufacturing operations out of four units. These units are located at:

Sr. No.	Units	Purpose	Address
1.	Unit I and registered office	Manufacturing of Washers, Finishing line, Solar roofing hooks	Plot E/77, Savli Industrial Estate, Savli, Dist. Vadodara, Gujarat
2.	Unit II	Manufacturing Pipes and Tubes	Plot E/120, Savli Industrial Estate, Savli, Dist. Vadodara, Gujarat
3.	Unit III	Melting unit	Plot No. 548, 549, GIDC, Behind Apollo Tyre, Waghodia, Dist. Vadodara, Gujarat
4.	Unit IV	Rolling unit	1901, Phase IV, Behind Nika Tube, GIDC, Vatva, Ahmedabad, Gujarat
5.	Corporate Office	-	703 & 704, Ocean Building, 7 th Floor, Vikram Sarabhai Campus, Genda Circle Wadivadi, Vadodara – 390 023, Gujarat.

We manufacture finishing sheets, washers and solar mounting hooks at Unit I and SS pipes & tubes at Unit II. Unit III and Unit IV are dedicated for the backward integration process. Unit III is the melting unit where we melt the scrap steel and turn it into steel ingots. Unit IV is the rolling unit where flat ingots are further processed to turn them into sheets which are the raw material for washers. Our Units are supported by infrastructure for storage of raw materials, manufacturing of our products, storage of finished goods, together with a quality control.

We source raw materials from our suppliers based on quality specifications and cost effectiveness. SS coil, sheet and scrap is acquired locally as well as from foreign suppliers from Indonesia, Switzerland, Hong Kong and Singapore.

The power requirements are met through the local power grids maintained by state power grid. We maintain power back-ups through DG Sets to ensure unhindered production in case of power cuts by the local electricity providers.

Water is procured from the third-party water suppliers. To minimize the wastage of water as well as to reduce the water procurement cost, we process the water in effluent treatment plant for recycling and reuse it in the manufacturing process.

Capacity and Capacity Utilization

The following table sets forth certain information relating to capacity utilization of our Units calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

(Units In MT)

Fiscal	Units	Finishing Sheets	Washers & Solar hook	Tubes & Pipes
2019-20	<i>Capacity</i>	12,500	4,400	1,800
	<i>Production</i>	12,420	2,448	1,142
	<i>Utilization</i>	99.36%	55.64%	63.44%
2020-21	<i>Capacity</i>	16,500	4,800	2,000
	<i>Production</i>	15,919	2,408	1,385
	<i>Utilization</i>	96.48%	50.17%	69.25%
2021-22	<i>Capacity</i>	18,500	5,500	2,000
	<i>Production</i>	14,906	3,707	1,134
	<i>Utilization</i>	80.57%	67.40%	56.70%

As certified by Upendra Nath Mahto, Independent Chartered Engineer vide his certificate dated December 23, 2022

The information relating to the installed production capacity of our Units, as included above and elsewhere in this Draft Red Herring Prospectus are based on various assumptions and estimates that have been considered by the chartered engineer for calculation of our capacity. These assumptions and estimates include the standard capacity calculation practice of the Stainless-Steel Washers, Sheet Metal Products, Stainless Tube & Pipe and Stainless Steel Finish Line industry after examining the calculations and explanations provided by us. The assumptions and estimates taken into account include the following: (i) Number of working days: 25 per month; and (ii) 3 Shifts per day is considered on 24 hours working of the plant per day.

Actual production levels and utilization rates may vary from the capacity information of our Units included in this Draft Red Herring Prospectus and undue reliance should not be placed on such information. See “Risk Factor No. 8 – *Information relating to the installed production capacity and capacity utilization of our Units included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.*” On page 37 of this Draft Red Herring Prospectus.

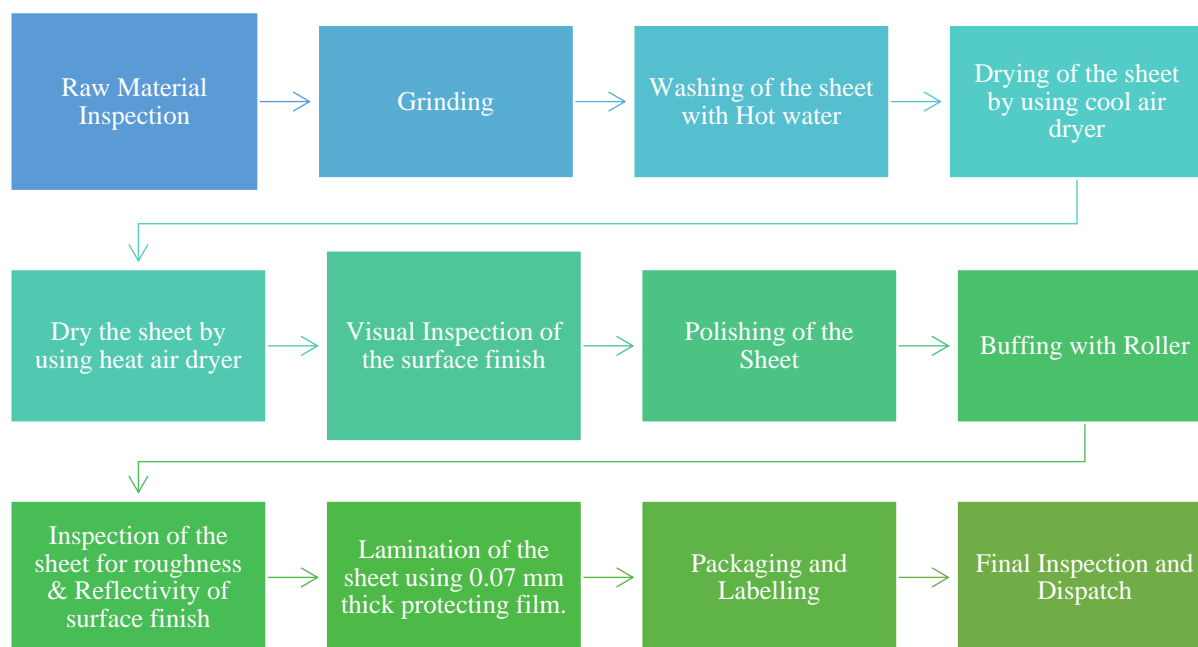
Procurement of Raw Materials

We primarily need stainless steel coils, sheets or wire to manufacture our products. In addition to SS coils, sheets and wire we also acquire SS scrap to process it into SS ingots under the backward integration process. Our reliance on external sources for raw material is reduced due to the backward integration process of the scrap stainless steel which is the by product of our manufacturing processes. In Fiscals 2020, 2021, 2022 and for the period August 2022, the cost of raw materials and components consumed amounts to ₹ 2,574.96 million, ₹ 3,224.55 million, ₹ 3,735.22 million, and ₹ 1,510.98 million representing 86.72%, 89.65%, 87.49% and 89.12% respectively, of our revenue from operations. Raw materials are primarily transported to our Units and from one unit to another unit by road.

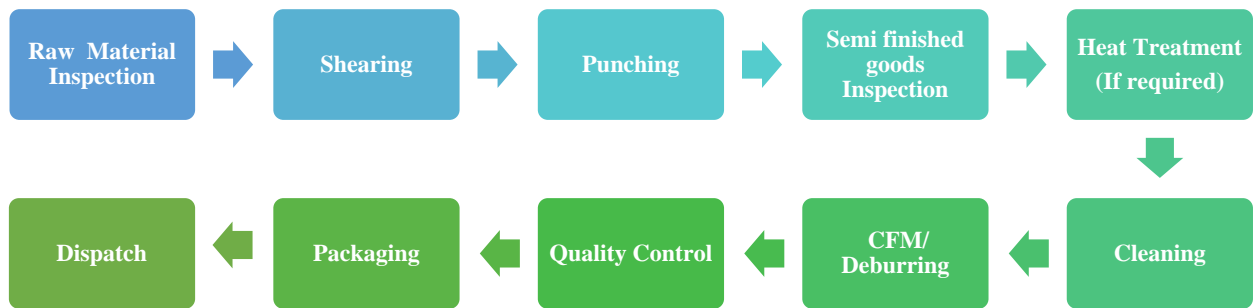
Key Business processes:

We have four key products namely Finishing Sheets, Washers and Tubes and Pipes. The manufacturing process of all these products are different, however, sourcing of raw materials to manufacture all these products includes a combination of raw material sourced inhouse, domestically and from our foreign suppliers. Below is the manufacturing process of our key products:

1. Finishing Sheets (Satin Surface, Hairline Surface, Scotch Bright and Mirror Surface)

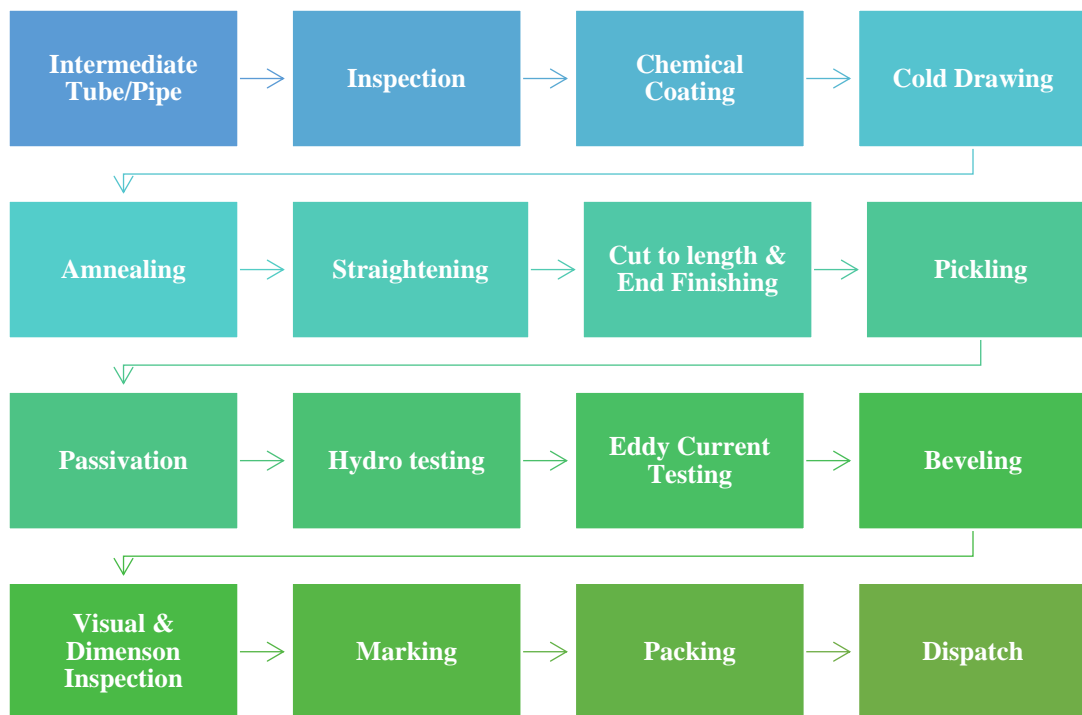


2. Washers (Carbon Steel Washer, Retaining Ring/Circlip, Tooth Lock Washer, Belleville Washer /Disc Washer etc.)

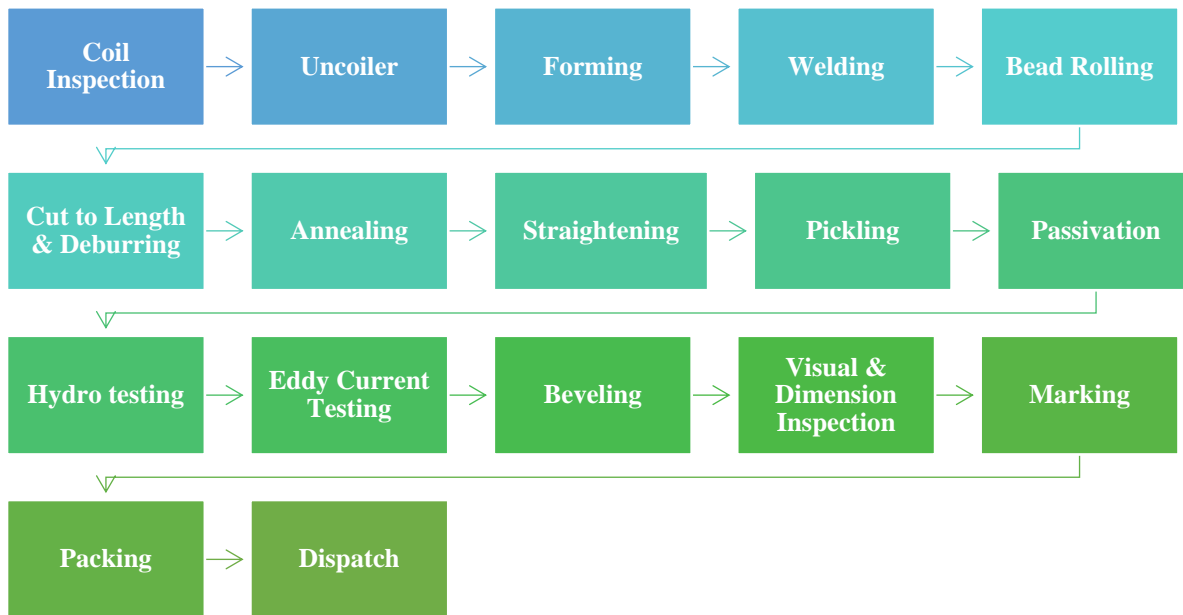


3. *Tubes & Pipes*

Cold Drawn Tubes & Pipes



Welded Tubes & Pipes



Inventory Management

The quantity of our finished products is determined based on a combination of confirmed and expected orders based on past trends. We manage our inventory based on various parameters for maintaining minimum and maximum stock levels of raw materials and finished products. Further, stock is taken physically at defined intervals and our existing stock is reviewed at regular intervals for quality purposes. Certain quantities of stainless steel are procured to meet the shortfall after in-house sourcing of the raw material under the process of backward integration. Our finished products are stored on-site at our manufacturing Units. Our washers and solar mounting hooks are packed in cartons of various sizes which are further packed in crates and containers. The finishing sheets and tubes & pipes are packed in plastic to protect them from scratches and then stacked together in bundles.

Customer Network and Sales

We are a B2B manufacturers of SS finishing sheets, washers, solar mounting hooks and tubes & pipes selling our products across Northern and Western regions of India and various regions of Europe including Germany, Spain, Netherland, etc. and in United Kingdom. We supply our products to our customers on purchase order basis.

Logistics

We use various modes of transportation including roadways and waterways for sourcing of our raw materials as well as finished goods. We outsource the delivery of our products to third-party logistics providers and rely on freight forwarders and C&F agents to deliver our products to our customers. We do not have long-term contractual relationships with the logistics providers or freight forwarders.

Utilities

Our operations require use of power and water. The power requirement for our Units is sourced from the state power grids. Since our manufacturing processes requires uninterrupted supply of power we have also

installed back-up diesel generators at our Units I and II. We require reasonable quantum of water for our production activities. Also see “Our Units” on page 188 of this DRHP.

Brand building & Marketing

We have a long-standing in the market which helps us to get repeat orders from our existing customers and also get an opportunity to serve new customers. With the quality of our products that we offer and maintain, we have been able to uphold relations with our customers on long term basis and we strive to maintain these relations through our evolving products to meet the requirements of our customers. We maintain a dedicated marketing team, which coordinates with the customers to understand their requirements and design the products as per their needs.

Technical Collaborations

Our Company does not have any technical collaborations as on the date of this Draft Red Herring Prospectus.

Information technology

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

Competition

We operate in an industry which is highly competitive and fragmented and we compete with a range of organized and unorganized players, both at the national and regional level. Further, while we have an expanding portfolio of products, our competitors may have the advantage of focusing on concentrated products. Further, we compete against established players also, which may have greater access to financial, technical and marketing resources and expertise available to them than us in the products and services in which we compete against them.

SS sheet manufacturing in India is a fragmented industry, with a domination of small & medium sized players who make up the unorganized segment. Ease of raw material availability, production process which is not protected by any intellectual property restrictions, and low switching cost have all resulted in low entry barriers. Meanwhile, the ubiquitous usage of SS sheet (across a wide variety of sectors) meant there is a steady demand for the commodity. *(Source: D&B Report)*

Washers’ industry in India is highly fragmented in nature comprising large number of small players. Washer’s manufacturing companies use various metals such as steel, copper, aluminum, and rubber for manufacturing different types of washers. Among these, the most preferred washers, by domestic as well as global end-users, are stainless steel washers due to their corrosion and rust resistance properties. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), to maintain the quality of their products as per global standards and prevent any harm to the environment. *(Source: D&B Report)*

We believe the principal elements of competition in our industry are quality, price, and range of the products offered. Our twenty years of presence in the market coupled with the high quality and vast range of products as well as our product development capabilities, helps us in having a competitive edge in the

market. For further information on the competition we face in the markets in which we operate, please see the chapter titled “*Industry Overview*” beginning on page 132 of this Draft Red Herring Prospectus.

Quality Control

We place significant emphasis on quality control. Our quality management system with respect to our Units has been certified to conform to ISO 9001:2015, ISO 14001:2015 and ISO 14001:2018 requirements, subject to periodic audits conducted by the ISO.

We inspect the raw materials that we receive as well as the final products that are dispatched. We have implemented internal procedures to ensure quality control at various stages of production, from procurement and processing of raw material to inventory storage. All of our units have personnel responsible for monitoring the parameters of equipment, stability of materials, reporting any irregularities in the production process and making adjustments accordingly.

Health and Safety

Our activities are subject to pollution control laws and various regulations which govern, among other matters, the storage and handling of raw materials and finished goods. For further information, please refer to the chapter titled “*Key Industry Regulations and Policies*” beginning on page 196 of this DRHP. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all applicable laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, please see the chapter titled “*Government and Other Approvals*” beginning on page 332 of this DRHP.

Insurance

We have purchased insurance in order to mitigate the risk of losses from potentially harmful events, including: (i) insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods); (ii) motor insurance policies covering the vehicles and (iii) policy covering goods in transit. These insurance policies are renewed periodically to ensure that the coverage is adequate. Our insurance covers all of our Units.

Employees

As of December 31, 2022, we had an employee base of 157 employees. The following table sets forth a breakdown of our employees by function:

Function	No. of Employees
Management	2
Accounts	12
Human Resource	3
Production	128
Store & Purchase	4
Sales & Marketing	8

Total	157
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In addition, for production we have a contract with third- party manpower firms and independent contractors for the supply of contract labours. The number of contract labourers varies from time to time based on the nature and extent of work contracted to third- party manpower firms and independent contractors.

Intellectual Property



Our Company uses the mark “**RATNAVEER**” which has applied for registration under the Trademark Act, 1999 under class 6. As on the date of this DRHP, we do not have any trademarks registered or under the process of registration at the registry of trademarks.

We have registered the domain name <http://www.ratnaveer.com>.

Material Properties

For details relating to our material properties, please refer to the “Our Units” on page 188 of this DRHP.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” on page 332 of this Draft Red Herring Prospectus.

I. Laws relating to Employment

Factories Act, 1948

The Factories Act, 1948, as amended (the “Factories Act”), defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Industrial Disputes Act, 1947, as amended (the “ID Act”)

The ID Act provides for statutory mechanism of settlement of all industrial disputes, a term which primarily refers to a dispute or difference between employers and workmen concerning employment or the terms of employment or with the conditions of labour of any person. The Industrial Dispute (Central) Rules, 1957 *inter-alia* specify procedural guidelines for lock-outs, closures, layoffs and retrenchment.

Industrial Employment (Standing Orders) Act, 1946

In order to strengthen the bargaining powers of the workers this act is enacted, it requires the employers to formally define the working conditions to the employee. As per this act, an employer is required to submit five copies of standing orders required by him for adoption of his industrial establishment. An employer failing to submit the draft standing orders as required by this act shall be liable to pay fine as per section 13 of this act.

Employees’ Compensation Act, 1923

The Employees’ Compensation Act, 1923 (“ECA”) has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The ECA makes every employer liable to pay compensation in accordance with the ECA if a personal injury/disablement/ loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the ECA within one month from the date it falls due, the commissioner appointed under the ECA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA Act”)

The CLRA Act requires the principal employer of an establishment in which twenty or more workmen are employed or were employed on any day of the preceding twelve months as contract labour, to make an application to the concerned officer for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor who employs or who employed on any day of the preceding twelve months twenty or more workmen, is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

Employees State Insurance Act, 1948, as amended (the “ESIC Act”)

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended (the “EPF Act”)

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the GoI from time to time. It requires all such establishments to be registered with the state provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees’ provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

Payment of Bonus Act, 1965, as amended (the “PoB Act”)

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will

not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

Equal Remuneration Act, 1979:

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. This act was enacted with the aim of state to provide Equal Pay for Equal Work as envisaged under Article 39 of the Constitution.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. This Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW 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 Code on Wages, 2019

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this Code will be brought into force on a date to be notified by the GoI.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations,

including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this Code will be brought into force on a date to be notified by the Central Government. The GoI has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GoI.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the GoI. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganised workers, gig workers and platform workers.

II. Tax Laws

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "Residential Status" and "Type of Income" involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services

Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products. Taxpayers with an aggregate turnover of Rs. 20 Lakh would be exempt from tax.

Export and supplies to SEZ shall be treated as zero-rate supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these is required to shall do so within a period of 30 days from the date on which he became liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration number known as Goods and Services Tax Identification Number. In case a person has multiple business verticals in location in a state, a separate application will be made for registration of each and every location. The registered assesses are then required to pay GST as per the rules applicable thereon and file the appropriate return as applicable thereon.

III. Foreign Exchange Laws

Foreign Exchange Management Act, 1999 (“FEMA”)

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No.

FEMA. 395/2019-RB dated October 17, 2019 (“FEMA Rules”) to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment (“FDI”) under the “automatic route” within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the RBI. At present, the FDI Policy does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

The Foreign Trade (Development and Regulation) Act, 1992 (“Foreign Trade Act”)

The Foreign Trade Act includes provisions which govern and facilitate the imports and exports to and from India. Imports and exports are permitted by persons who hold an “Importer-exporter code number” (“IEC”). Such imports and exports must be carried out in accordance with the laws and the export and import policy issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of the country, these instances may result in the suspension and cancellation of the IEC number.

Customs Act, 1962 (“Customs Act”)

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, GoI.

IV. Environmental laws and regulations

Environment Protection Act, 1986 (“Environment Act”)

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate the activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe:

- (i) the standards of quality of air, water or soil for various areas;
- (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas;
- (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board (“State PCB”). The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry,

operation or process or any treatment and disposal system, opening of any new outlets or making any new discharges, which are likely to discharge sewage or effluent.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

The Hazardous Waste Rules define the term ‘hazardous waste’ to include any waste which by reason of physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive characteristics cause danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances including waste specified in the schedules to the Hazardous Waste Rules. In terms of the Hazardous Waste Rules, occupiers, being persons who have control over the affairs of a factory or premises or any person in possession of hazardous or other waste, have been, inter alia, made responsible for safe and environmentally sound management of hazardous and other wastes generated in their establishments and are required to obtain license/ authorisation from the respective State PCB for handling, generation, collection, storage, packaging, transportation, usage, treatment, processing, recycling, recovery, pre-processing, co-processing, utilising, selling, transferring or disposing hazardous or other waste.

HISTORY AND CERTAIN CORPORATE MATTERS

History and background

Our Company was incorporated under the provisions of the Companies Act, 1956 as “Ratnaveer Stainless Products Private Limited” on February 20, 2002, as a private limited company vide Certificate of Incorporation issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Subsequently the name of our Company was changed to “Ratnaveer Metals Private Limited” vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on May 28, 2018, and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Ahmedabad on May 30, 2018. Pursuant to the conversion of our Company into a public limited company and the name was changed to “Ratnaveer Metals Limited” vide Special Resolution passed by the shareholders of our Company at the Annual General Meeting held on September 27, 2018 and a fresh Certificate of Incorporation dated October 11, 2018 was issued by the RoC – Ahmedabad. Further, the name of our Company was changed to ‘Ratnaveer Precision Engineering Limited’ vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on October 12, 2022, and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Ahmedabad on November 01, 2022. The Corporate Identity Number of our Company is U27108GJ2002PLC040488.

Corporate profile of our Company

For information on our Company’s business profile, activities, services and managerial competence, please refer to the chapters titled “*Our Management*”, “*Our Business*” and “*Industry Overview*” beginning on pages 209, 176 and 132, respectively of this Draft Red Herring Prospectus.

Changes in the Registered Office of our Company since incorporation

The registered office of our Company is situated at E-77, G.I.D.C., Savli (Manjusar), Baroda-391 775, Gujarat. There have been no changes in the registered office of our Company since the date of its incorporation.

Key events and milestones

Year	Key Events/ Milestone/ Achievements
2002	Incorporation of the Company and started the production for SS washers from Unit-I
2009	Commenced operations from the melting unit (Unit-III) at Waghodia, Vadodara
2010-11	Commencement of production of finishing line sheets at Unit I
2013	Crossed annual turnover of Rs. 200 Crores
2016	Unit-II taken on sub-lease basis for production of SS Tubes and Pipes
2017-18	Started production for SS tubes & pipes at Unit-II
2021	Crossed turnover of 350 Crores
2022	Achieved over 50% growth in export turnover compared to FY 2021

Awards, accreditation & recognitions

Sr. No.	Certification/ Awards	Issuing Authority	Certificate No.	Date of Issue	Validity
1.	ISO 9001:2015 Certification	TUV India Private Limited	44 100 19392288	March 08, 2019	March 07, 2025

2.	ISO 14001:2015 Certification	TUV India Private Limited	44 104 19392288	March 08, 2019	March 07, 2025
3.	ISO 45001:2018 Certification	TUV India Private Limited	44 126 19392288	March 08, 2019	March 07, 2025
4.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	May 31, 2018	N.A.
5.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	March 17, 2017	N.A.
6.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	December 13, 2016	N.A.
7.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	September 03, 2015	N.A.
8.	The Work Place Excellence 2013	Marsh & McLennan	N.A.	2013	N.A.
9.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	2012-13	N.A.
10.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	2011-12	N.A.
11.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	June 27, 2012	N.A.
12.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	2008-09	N.A.

13.	Certificate of Merit – Export Promotion and Performance	Federation of Gujarat Industries	N.A.	March 30, 2008	N.A.
14.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	August 09, 2008	N.A.
15.	SME Award-Second Runner Up	Dun & Bradstreet	N.A.	September 30, 2008	N.A.
16.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	June 01, 2007	N.A.
17.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	April 24, 2007	N.A.
18.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	March 25, 2006	N.A.

Main objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on business as manufacturers of ferrous and non ferrous washers, engineering goods, sheet metal, utensils, kitchen wares, home products and appliances casting, founders, smelters, miners, refiners, distributors, seller, importers, exporters, agents, wholesale and retail dealers in metal ferrous and non ferrous, metallic, substances and alloys and the rollers, re-rollers, drawers of stainless-steel, steel alloys, iron and steel billets, ingots, flats, metal, scraps and wastes, rounds, sheets, strips, plates, structures, baling hoops, wires rods, angles, bars, gates, channels, blocks, pellets, slabs, blooms, beams, squares, window channels, M.S. Steel Rounds, ties and related ferrous, non ferrous articles.

Changes in Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company, in the last ten years:

Sr. No.	Particulars of Amendment	Date of General Meeting	Effective Date of Amendment
1.	<u>Alteration of the Name Clause:</u> Name Change from Ratnaveer Stainless Products Private Limited to Ratnaveer Metals Private Limited	May 28, 2018	May 30, 2018
2.	<u>Alteration of the Name Clause:</u> Conversion from Private Limited Company into Public Limited Company	September 27, 2018	October 11, 2018
3.	<u>Alteration of the Name Clause:</u> <u>Name Change from Ratnaveer Metals Limited to Ratnaveer Precision Engineering Limited</u>	October 12, 2022	November 01, 2022
4.	<u>Alteration of the Capital Clause:</u> Increase in Authorized share capital of our Company from ₹ 8,00,00,000/- comprising of 5,000,000 Equity Shares of ₹10/- each and ₹ 30,000,000 comprising of 3,000,000 Preference Shares of ₹10/- each to ₹ 530,000,000/- comprising of 50,000,000 Equity Shares of ₹10/- each and 3,000,000 Preference Shares of ₹10/- each	November 08, 2022	November 10, 2022

Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company in the last 10 (ten) years.

Defaults or rescheduling of borrowing with financial institutions/ banks

There have been no defaults or rescheduling of borrowings with any financial institutions/ banks as on the date of the Draft Red Herring Prospectus.

Number of shareholders of our Company

Our Company has fifty-two (52) equity shareholders and one (01) preference shareholder as on the date of filing of this Draft Red Herring Prospectus.

Shareholders' agreement and other agreements

Our Company has not entered into any shareholders' agreements and other agreements, other than the agreements entered into by it in ordinary course of its business as on the date of this Draft Red Herring Prospectus. There are no inter-se agreements/ arrangements between the shareholders of the Company. Further, there are no other inter se agreements/ arrangements and clauses/ covenants which are material and which need to be disclosed and that there are no other clauses/ covenants which are adverse/ pre-judicial to the interest of the minority/ public shareholders. Further, there are no other agreements, deed of assignments, acquisition agreements, shareholders agreements, inter-se agreements, agreements of like nature other than disclosed in this Draft Red Herring Prospectus.

Strategic and financial partnerships

Our Company does not have any strategic or financial partners.

Non-Compete agreement

Our Company has not entered into any non-compete agreement as on the date of filing this Draft Red Herring Prospectus.

Agreements with strategic partners, joint venture partners and/ or financial partners and other agreements

There are no existing material agreements with strategic partner, joint venture and/or financial partners or other material agreements entered into by our Company.

Details of holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company.

Details of subsidiary or associate company

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary or associate company.

Time and cost overruns in setting-up projects

There have been no instances of time and cost over-runs in respect of our business operations.

Launch of key products or services, entry or exit in new geographies

For details of launch of key products or services, entry in new geographies or exit from existing markets, please refer to the chapter "*Our Business*" on page 176 of this Draft Red Herring Prospectus.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Changes in the activities of our Company during the last five years

There has been no change in the business activities of our Company during the last five years from the date of this Draft Red Herring Prospectus which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Changes in the management

For details of change in management, please see the section 'Changes in our Board during the last three years' in the chapter titled "*Our Management*" on page 209 of this Draft Red Herring Prospectus.

Changes in accounting policies in last three (3) years

There have been no changes in accounting policies of our Company in last three years.

Guarantees provided by our Promoters

Except as disclosed in the chapter titled “*Financial Indebtedness*” on page 323 of this Draft Red Herring Prospectus our Promoters and Promoter Selling Shareholder have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus.

OUR MANAGEMENT

In terms of the Companies Act and our AoA, our Company is required to have at least three Directors and not more than 15 Directors. Our Company currently has six directors on its comprising of the Chairman and Managing Director, one Whole-time Director and 3 (three) non-executive independent directors and 1 (one) non-executive non-independent director. 2 (two) of our directors are woman directors out of which 1 (one) is an independent director on our Board. For details on the strength of our Board, as permitted and required under the Articles of Association, see “*Main Provisions of Articles of Association*” on page 384 of this Draft Red Herring Prospectus.

Our Board

The following table sets forth details regarding our Board of Directors as on the date of filing of this DRHP:

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
<p>Vijay Ramanlal Sanghavi</p> <p><i>Designation:</i> Chairperson & Managing Director</p> <p><i>Address:</i> 20 – Vijay Society, No. – 1, New Khanderao Road, Bakarawadi, Vadodara– 390001, Gujarat, India</p> <p><i>Occupation:</i> Business</p> <p><i>Date of Original Appointment:</i> February 20, 2002</p> <p><i>Date of appointment at current designation:</i> October 01, 2004</p> <p><i>Term:</i> 5 years w.e.f. June 01, 2022</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Birth:</i> September 28, 1977</p> <p><i>DIN:</i> 00495922</p>	45	<p>Public Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Private Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Limited Liability Partnerships:</p> <ul style="list-style-type: none"> ▪ Nil
<p>Babulal Sohanlal Chaplot</p> <p><i>Designation:</i> Wholetime Director</p> <p><i>Address:</i> 61, Geet Gunjan Society, Opp. Corporation School, Harni Road, Harni Colony, Vadodara – 390 022, Gujarat, India</p> <p><i>Occupation:</i> Service</p> <p><i>Date of Original Appointment:</i> June 13, 2011</p> <p><i>Date of appointment at current designation:</i> July 01, 2019</p>	78	<p>Public Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Private Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Foreign Companies:</p>

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
<p><i>Term:</i> 5 years w.e.f. July 01, 2019</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Birth:</i> July 07, 1944</p> <p><i>DIN:</i> 03539750</p>		<ul style="list-style-type: none"> ▪ Nil <p>Limited Liability Partnerships:</p> <ul style="list-style-type: none"> ▪ Nil
<p>Name: Binita Verdia</p> <p><i>Designation:</i> Non-Executive Non-Independent Director</p> <p><i>Address:</i> 61 Geetgunjan Society, Harni, Vadodara-390022, Gujarat</p> <p><i>Occupation:</i> Service</p> <p><i>Date of Original Appointment:</i> September 07, 2022</p> <p><i>Date of appointment at current designation:</i> September 29, 2022</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Birth:</i> October 22, 1975</p> <p><i>DIN:</i> 09724262</p>	47	<p>Public Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Private Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Limited Liability Partnerships:</p> <p>Nil</p>
<p>Ankita Dineshbhai Soni</p> <p><i>Designation:</i> Non-executive Independent Director</p> <p><i>Address:</i> A-12, Vaibhav Apartment Part 1, Opp. Bombay Gargage, Shahibaug, Ahmedabad – 380 004, Gujarat, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Date of Original Appointment:</i> December 24, 2018</p> <p><i>Date of appointment at current designation:</i> December 24, 2018</p> <p><i>Term:</i> 5 years w.e.f. December 24, 2018</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Birth:</i> November 20, 1991</p>	31	<p>Public Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Private Limited Companies:</p> <ul style="list-style-type: none"> ▪ Lucent Mines and Mineral Private Limited <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Limited Liability Partnerships:</p> <ul style="list-style-type: none"> ▪ Nil

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
<i>DIN:</i> 08126490		
<p>Bharatkumar Kanchanlal Shah</p> <p><i>Designation:</i> Non-executive Independent Director</p> <p><i>Address:</i> Survey No. 273/1/1, Saumya Murti Bungalow, Near Ahmedabad Kalibari Temple, Ahmedabad – 380 058, Gujarat, India</p> <p><i>Occupation:</i> Business</p> <p><i>Date of Original Appointment:</i> April 16, 2022</p> <p><i>Date of appointment at current designation:</i> April 16, 2022</p> <p><i>Term:</i> 5 years w.e.f. April 16, 2022</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Birth:</i> May 09, 1965</p> <p><i>DIN:</i> 00587810</p>	57	<p>Public Limited Companies:</p> <ul style="list-style-type: none"> ▪ Jagsukhkarak Housing Developers Limited <p>Private Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nirbhay Developers Private Limited ▪ Nirbhay Projects Private Limited ▪ Nirbhay Capital Services Private Limited ▪ Nirbhay Procon Private Limited ▪ Nirbhay Infracon Private Limited ▪ Scopgenx Private Limited ▪ Nirbhay Consultants Private Limited ▪ Shrinilkanthvarniji Consultech Private Limited <p>Foreign Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Limited Liability Partnerships:</p> <ul style="list-style-type: none"> ▪ Shri Varniji Exim LLP
<p>Sreeram Vishwanathan Rishinaradamangalam</p> <p><i>Designation:</i> Non-executive Independent Director</p> <p><i>Address:</i> A-2, Raag Duplex, Near Gorwa Workshop, Subhanpura, Vadodara – 390 023, Gujarat, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Date of Original Appointment:</i> April 16, 2022</p>	59	<p>Public Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Private Limited Companies:</p> <ul style="list-style-type: none"> ▪ Nil <p>Foreign Companies:</p>

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
<p><i>Date of appointment at current designation:</i> April 16, 2022</p> <p><i>Term:</i> 5 years w.e.f. April 16, 2022</p> <p><i>Nationality:</i> Indian</p> <p><i>Date of Birth:</i> February 28, 1963</p> <p><i>DIN:</i> 09537193</p>		<ul style="list-style-type: none"> ▪ Nil <p>Limited Liability Partnerships:</p> <ul style="list-style-type: none"> ▪ Nil

Brief profiles of our Directors:

Vijay Ramanlal Sanghavi is the Managing Director and Chief Financial Officer of our Company. He has been associated with our Company since its incorporation. He holds a bachelor degree in Commerce from the MS University, Baroda. He has over two decades of experience in ferrous and non-ferrous metal industries. He has been associated with the Company since its incorporation and has been actively involved in the operations of the Company. He is in-charge of the finance and marketing functions in the Company and also overviews production, Research & Development and related management of the Company.

Babulal Sohanlal Chaplot is the Whole time Director of our Company. He holds a bachelor degree in engineering from the University of Baroda. He has over four decades of experience and has worked in different sectors such as metals, agriculture, automobile etc. He has been associated with our Company since past fifteen years and has been acting as a Director on the Board since 2011. He oversees production as well as commercial functions.

Binita Verdia is a Non-Executive Director of our Company. She has been associated with our Company since September 07, 2022. She is a Ph.D. holder in Botany specialization in Plant tissue culture and its applications from Maharaja Sayaji Rao University of Vadodara, Gujarat. She also holds a degree of Master of Science from Maharaja Sayaji Rao University of Vadodara, Gujarat. She has over two decades of experience Corporate & NGO Management, CSR front, Research and learning nuances of ESG component.

Ankita Dineshbhai Soni is an Independent Director of our Company. She has been associated with our Company since December 24, 2018. She is an Associate member of the Institute of Company Secretaries of India and a practicing company secretary. She also holds a bachelor degree in law from Gujarat University. She has over five years of experience in secretarial and capital markets compliance.

Bharatkumar Kanchanlal Shah is an Independent Director of our Company. He has been associated with our Company since April 16, 2022. He is a Fellow member of Institute of Chartered Accountant of India with over 20 years' experience and versatile knowledge in the areas of merchant banking and financial advisory services. He has handled consortium financing for large-scale industries. He has considerable understanding of the Indian securities market and banking arena.

Sreeram Vishwanathan Rishinaradamangalam is an Independent Director of our Company. He has been associated with our Company since April 16, 2022. He has a bachelor degree in commerce from the

University of Madras. He is a Fellow Member of Institute of Chartered Accountant of India and is also a qualified Company Secretary. He is a practicing chartered accountant and has over 30 years of experience in audit and accountancy. He has carried out various proprietary audits and has conducted supplementary audits of public sector undertakings. Prior to starting his own practice he has worked with the Indian Audit and Accounts Department as well as with the accounts department of a leading listed pharmaceutical company.

Family Relationships between the Directors

Except as stated below, none of the directors are related to each other in terms of the definition of 'relative' under Section 2 (77) of the Companies Act.

Director	Relative	Nature of Relationship
Babulal Chaplot	Binita Verdia	Father - Daughter

Remuneration details of our Directors:

Remuneration details of our Executive Directors

- Vijay Ramanlal Sanghavi is the Promoter, Managing Director and Chief Financial Officer of our Company. He has been an Executive Director of the Company since its incorporation i.e., February 20, 2002 and thereafter on October 01, 2004, Mr. Vijay Sanghavi was re-designated as the Managing Director of the Company. Pursuant to a resolution passed by our Board of Directors on May 18, 2022, Mr. Vijay Sanghavi has been re-designated as the Managing Director for a further period of 5 (five) years commencing from June 01, 2022.

Mr. Sanghavi has entered into a MD agreement effective from June 01, 2022 which includes details of his remuneration. The significant terms of his remuneration are set out below:

Particulars	Remuneration (₹)
Salary	₹ 3.42 Millions p.a.*
Perquisites and Allowances	₹ 1.98 Millions p.a.
*Other benefits like Gratuity, Provident Fund, Car with Driver, Leave encashment, Medical Insurance, other perquisites, benefits, allowances, reimbursement etc. as applicable to the employees of the company	

He has received a remuneration of ₹5.4 Millions in the financial year 2021-22 in the capacity of Managing Director of our Company.

- Babulal Kanchanlal Chaplot is the Wholetime Director of our Company. He was appointed as an Additional Executive Director with effect from July 01, 2019. Pursuant to a special resolution passed in Extra-ordinary General Meeting by our Shareholders held on July 24, 2019 Mr. Chaplot's appointment was regularized for a period of 5 (five) years commencing from July 01, 2019.

The significant terms of his remuneration are set out below:

Particulars	Remuneration (₹)
Salary	₹ 0.84 Millions p.a.*
*Other benefits like Gratuity, Reimbursement Expenses, Provident Fund, Car with Driver,	

Leave encashment, Medical Insurance, other perquisites, benefits, allowances, reimbursement etc. as applicable to the employees of the company

He has received a remuneration of ₹ 0.84 Million in the financial year 2021-22 in the capacity of Whole Time Director of our Company.

Remuneration details of our non-executive directors and independent directors

Pursuant to the resolution of our Board dated May 12, 2022, our non-executive directors and independent directors are entitled to receive a sitting fee of ₹ 5,000/- for attending each meeting of our Board and ₹ 2,000/- for attending each meeting of our Committees, as may be decided by the Board.

Our Company does not pay any remuneration to our Non-Executive and Non-Executive Independent Directors as an annual remuneration/ commission.

Our Company has paid sitting fees of ₹ 120,000/- during the F.Y. 2021-22.

Payment or benefits to officers of our Company (non-salary related)

Except as stated under “Remuneration details of our executive directors” and “Remuneration details of our non-executive directors and independent directors”, no amount or benefit has been paid or given in the last two (2) years preceding the date of this Draft Red Herring Prospectus to any officer of our Company including our Directors and Key Management Personnel.

For further details, please refer to the chapter titled “*Financial Information- Note 44 – Related Party Transactions*” on page 295 of this Draft Red Herring Prospectus.

Bonus or profit-sharing plan for the directors and Key Managerial Personnel (“KMP”)

Our Company does not have a bonus or profit-sharing plan for the Directors.

Shareholding of our directors

Except as mentioned below, none of the directors hold equity shares in our Company as on the date of this Draft Red Herring Prospectus:

Particulars	Pre-Offer	
	Number of Shares	Percentage (%) holding
Vijay Ramanlal Sanghavi	29,008,000	83.60
Total	29,008,000	83.60

Service contracts with directors

There are no service contracts entered into with any of our directors which provide for any benefit upon termination of employment.

Arrangements with major shareholders, customers, suppliers or others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the directors or KMPs were selected as a director or KMP or member of a senior management as on the date of this Draft Red Herring Prospectus

Appointment of relatives of our directors to any office or place of profit

Other than as disclosed in this DRHP, none of the relatives of our directors currently hold any office or place of profit in our Company.

Interest of our directors

Our Directors are interested in our Company in the following manner:

- (a) Our Promoter, Managing Director and Chief Financial Officer namely Mr. Vijay Ramanlal Sanhgavi, may be deemed to be interested in the promotion of our Company. For further details, please refer to chapter titled “*Our Promoter and Promoter Group*” beginning on page 228 of this Draft Red Herring Prospectus.
- (b) Our Directors may be deemed as interested in our Company to the extent of the equity shares held by them or any equity shares that may be subscribed by or allotted to them from time to time. For further details, please refer to chapter titled “*Our Management – Shareholding of directors in our Company*” and “*Capital Structure*” beginning on pages 209 and 89 respectively of this Draft Red Herring Prospectus. Our Directors may also be deemed to be interested to the extent of any dividend, if any, payable and other distributions in respect of the equity shares held by them.
- (c) Our Non-Executive Directors and Independent Directors may be deemed to be interested in our Company to the extent of fees payable to them for attending meetings of our Board or committees thereof and reimbursement of expenses payable pursuant to our Articles of Association.
- (d) Our Executive Directors may be deemed to be interested in our Company to the extent of remuneration payable to them and reimbursement of expenses payable pursuant to our Articles of Association.
- (e) Mr. Vijay Ramanlal Sanhgavi, Promoter, Managing Director and Chief Financial Officer has extended personal guarantees against the loans availed by our Company and may deemed to be interested to that extend, for further details, please refer to chapter titled “*Financial Indebtedness*” beginning on page 323 of this Draft Red Herring Prospectus.
- (f) Our Directors have no interest in any property acquired or proposed to be acquired by our Company three (3) years prior to the date of this Draft Red Herring Prospectus.

None of our Directors have availed any loan from our Company. None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Director’s association with the securities market

We confirm that none of our directors are associated with the securities market except for Mr. Bharatkumar Kanchanlal Shah who is the shareholder and Managing Director of Nirbhay Capital Services Private Limited which is a registered with SEBI as a Category I Merchant Banker.

Confirmations

None of the abovementioned Directors are debarred from accessing the capital market by the SEBI nor are they promoter or director of any other company which is debarred from accessing the capital market by SEBI.

None of the abovementioned Directors are on the RBI list of Wilful Defaulters as on the date of filing of this Draft Red Herring Prospectus.

None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.

None of the abovementioned Directors have been declared as "Fraudulent Borrowers" by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 01, 2016.

Our Directors are not and were not, during the five years preceding the date of this Draft Red Herring Prospectus, on the board of any listed company whose shares have been or were suspended from being traded on the BSE or NSE during their term of directorship in such company.

None of our Directors were or are directors on the board of listed companies which have been or were delisted from any stock exchange(s) during their term of directorship in such company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of Change	Reason for Change
Binita Verdia	30.09.2022	Redesignation as Non-Executive Director
Binita Verdia	07.09.2022	Appointment as Additional Non-Executive Director
Prakash Chelaji Daga	17.06.2022	Resignation as Director
Prakash Chelaji Daga	16.04.2022	Appointment as Director
Bharatkumar Kanchanlal Shah	16.04.2022	Appointment as Independent Director
Ankita Dineshbhai Soni	16.04.2022	Appointment as Independent Director

Name of Director	Date of Change	Reason for Change
Sreeram Vishwanathan Rishinaradamangalam	16.04.2022	Appointment as Independent Director
Arvind Kumar Bhandari	31.12.2019	Resignation as Independent Director
Babulal Sohanlal Chaplot	01.07.2019	Redesignation as Whole-time Director
Babulal Sohanlal Chaplot	01.07.2019	Appointment as Additional Whole-time Director
Prakash Chelaji Daga	01.07.2019	Resignation as Whole-time Director
Babulal Sohanlal Chaplot	11.04.2019	Resignation as Whole-time Director

Borrowing Powers

The Articles, subject to the provisions of the Companies Act, 2013, authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a resolution passed at the general meeting held on April 16, 2022 authorized the Board to borrow, enhance and grant facility for the general, working capital and such other corporate purposes, from time to time as the board may think fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount of money so borrowed shall not at any time exceed the limit of ₹ 3,000,000,000/- (Rupees three billion only) on such terms and conditions as the Board may deem fit.

Further the Board has been authorized to mortgage/ charge/ hypothecate all or any of the immovable or moveable properties of the Company including under hire purchase scheme both present and future and/ or whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board may deem fit, for securing any loans and/or advances already obtained or that may be obtained from bank(s), financial institution(s), others, entities or any combination thereof from time to time and at any time and in one or more tranches. However, the total underlying charge created/to be created shall not exceed ₹ 3,000,000,000/- (Rupees three billion only) at any time.

Corporate Governance

In addition to the Companies Act, 2013, the provisions of the SEBI Listing Regulations with respect to corporate governance, will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

Our Company currently has six Directors on its Board, comprising of the Chairman and Managing Director, one Whole-time Director and 3 (three) non-executive independent directors and 1 (one) non-executive non-independent director. 2 (two) of our directors are woman directors out of which 1 (one) is an independent director on our Board. Our Company is in compliance with the corporate governance requirements prescribed under SEBI Listing Regulations and the Companies Act, 2013, particularly, in relation to composition of our Board of Directors and constitution of board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the other corporate governance requirements under SEBI Listing Regulations and the Companies Act, 2013.

Committee of the Board in accordance with the SEBI LODR Regulations and other applicable laws:

In terms of the SEBI LODR Regulations and the provisions of the Companies Act, 2013 or other applicable laws, our Company has constituted the following Board-level committees:

- (i) Audit Committee;
- (ii) Nomination and Remuneration Committee;
- (iii) Stakeholders' Relationship Committee;
- (iv) Corporate Social Responsibility Committee

Audit Committee

The Audit Committee currently consists of:

Name	Position in the Committee	Designation
Mr. Bharatkumar Kanchanlal Shah	Chairman	Independent Director
Mr. R V Sreeram	Member	Independent Director
Mr. Vijay Sanghavi	Member	Managing Director

Our Audit Committee was re-constituted by a resolution of our Board dated June 17, 2022, in compliance with the Companies Act, 2013 and SEBI LODR Regulations. The role of the Audit Committee shall be in accordance with section 177 of the Companies Act, 2013 and as per Regulation 18 and Part C of Schedule II of SEBI LODR Regulations. The role of the Audit Committee include the following:

1. oversee of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
5. review, with the management, the quarterly financial statements before submission to the board for approval;
6. review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the

monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of related party transactions, subject to conditions not inconsistent with the conditions specified in Regulation 23(2) and Regulation 23(3) of the SEBI LODR Regulations;
9. Subject to review by our Board, review on quarterly basis, of related party transactions entered into by our Company pursuant to each omnibus approval given pursuant to 6 above;
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI LODR Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
10. scrutinize inter-corporate loans and investments;
11. valuation of undertakings or assets of the Company, wherever it is necessary;
12. evaluation of internal financial controls and risk management systems;
13. review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. review 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;
15. discussion with internal auditors of any significant findings and follow up there on;
16. review 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;
17. 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;
18. 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;
19. to review the functioning of the whistle blower mechanism;
20. Oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing on the financial position of our company, whether raised by the auditors or by any other person;
21. Act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
22. Approve the appointment of chief financial officer (i.e the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
23. Oversee the vigil mechanism established by our Company and the chairman of audit committee shall directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns; and
24. Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
25. Consider and comment on rationale, cost-benefit and impact of schemes involving merger, de-merger, amalgamation etc., on the Company and its shareholders; and
26. Carrying out any other function as is mentioned in the terms of reference of the audit committee and any other terms of references as may be decided by the board of directors of our company or

specified/provided under the Companies Act, 2013 or by the SEBI LODR Regulations or by any other regulatory authority.

The Audit Committee shall mandatorily review the following information:

- a) management discussion and analysis of financial condition and results of operations;
- b) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) internal audit reports relating to internal control weaknesses; and
- e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- f) statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The powers of the Audit Committee are as mentioned below:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee of our Company;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee currently consists of:

Name	Position in the Committee	Designation
Ms. Ankita Dineshbhai Soni	Chairperson	Independent Director
Mr. Bharatkumar Kanchanlal Shah	Member	Independent Director
Mr. R V Sreeram	Member	Independent Director

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated May 12, 2022, in compliance with Section 178 of the Companies Act, 2013 and as per Regulation 19 and Part D of Schedule II of SEBI LODR Regulations.

The role of the Nomination and Remuneration shall be in accordance with Section 178 of the Companies Act 2013 and as per Regulation 19 and Part D of Schedule II of SEBI LODR Regulations The terms of reference of the Nomination and Remuneration Committee include the following:

- a) Formulating and recommending to the Board of Directors for its approval and also to review from time to time, a nomination and remuneration policy or processes, as may be required pursuant to the provisions of the Companies Act;

- b) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- c) identifying persons who are qualified to become directors and persons who may be appointed in senior management position in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- d) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- e) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- f) recommending to the board, all remuneration, in whatever form, payable to senior management.
- g) recommending to the Board, qualifications, appointment, remuneration and removal of Directors, key management personnel and persons in senior management positions in accordance with the nomination and remuneration policy;
- h) devising a policy on diversity of board of directors;
- i) carrying out performance evaluation of every Director in accordance with the nomination and remuneration policy;
- j) considering grant of stock options to the eligible Directors, formulating detailed terms and conditions of employee stock option scheme and administering and exercising superintendence over employee stock option schemes;
- k) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure / policy;
- l) performing such other activities as may be delegated by the Board or specified or provided under the Companies Act, 2013 or the SEBI LODR Regulations, and the rules and regulations made thereunder or other applicable law, including any amendments thereto as may be made from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee currently comprises:

Name	Position in the Committee	Designation
Mr. Bharatkumar Kanchanlal Shah	Chairman	Independent Director
Mr. R V Sreeram	Member	Independent Director
Mr. Vijay Sanghavi	Member	Managing Director

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated July 05, 2022, in compliance with Section 178 of the Companies Act, 2013, and the SEBI LODR Regulation.

The Stakeholders' Relationship Committee shall oversee all the matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

- a) Consider and resolve the grievances of security holders of the Company including Investors' Complaints;

- b) Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the pages in the reverse for recording transfers have been fully utilized;
- c) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- d) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debentures;
- e) Reference to statutory and regulatory authorities regarding investor grievances;
- f) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- g) Reviewing the measures taken for effective exercise of voting rights by the shareholders,
- h) Reviewing adherence to the service standards adopted by the Company with respect to all the services rendered by the Registrar and Share Transfer Agent;
- i) Reviewing the measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends;
- j) Ensuring timely receipt of dividend warrants/ Annual Reports/ Statutory Notices by the Shareholders of the Company; and
- k) To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted by a resolution passed our Board on June 17, 2022. Our Corporate Social Responsibility Committee currently comprises:

Name	Position in the Committee	Designation
Mr. R V Sreeram	Chairman	Independent Director
Ms. Ankita Dineshbhai Soni	Member	Independent Director
Mr. Babulal Chaplot	Member	Whole Time Director

The terms of reference, powers and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135 of the Companies Act, 2013.

- 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, 2013 and the rules made thereunder 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 programs;
- c) To 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 programs undertaken by the Company;
- d) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- e) To review and monitor the implementation of corporate social responsibility programs and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs; and

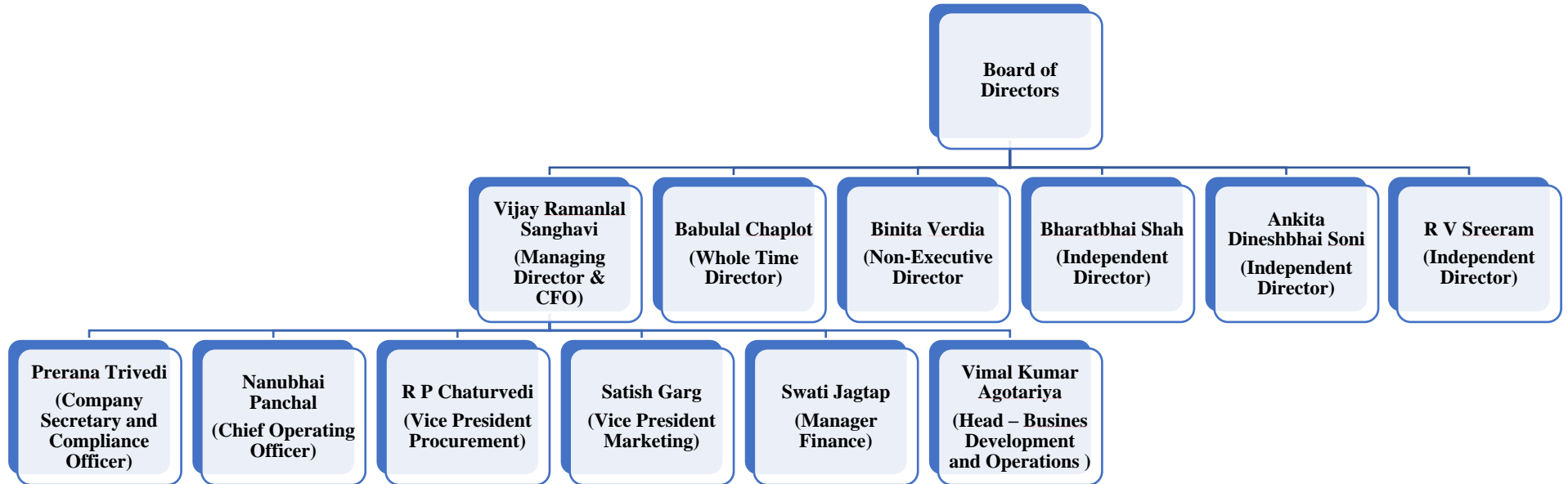
- f) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act.
- g) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Other committees

- (i) Internal Complaints Committee for redressal of sexual harassment complaints

In addition to the committees of our Board detailed above, our Board may, from time to time, constitute committees for various functions.

Management Organization Structure



Key Management Personnel

(i) Mr. Vijay Ramanlal Sanghavi, Managing Director and Chief Financial Officer and (ii) Ms. Prerana Rajeshbhai Trivedi, Company Secretary & Compliance Officer are the Key Managerial Personnel of our Company as defined in Section 2(51) of the Companies Act, 2013.

All the Key Management Personnel are permanent employees of our Company. The details of key management personnel as on the date of this Draft Red Herring Prospectus are as follows:

Brief profiles of our Key Management Personnel

For a brief profile of Mr. Vijay Ramanlal Sanghavi, see “*Our Management - Brief Profiles of our Directors*” on page 209 of this Draft Red Herring Prospectus.

For a brief profile of Mr. Babulal Chaplot, see “*Our Management - Brief Profiles of our Directors*” on page 209 of this Draft Red Herring Prospectus.

Ms. Prerana Rajeshbhai Trivedi, has been working with our Company since August 2022. She has a bachelor and master’s degrees in commerce from Maharaja Sayajirao University, Vadodara, Gujarat and is an associate member of the Institute of Company Secretaries of India. She has over 5 years of experience in secretarial and compliances field and has previously worked with Kyb-Conmat Private Limited, Miku Polymers & Plastics Limited, Bell Granito Ceramica Limited and Vijay Tanks & Vessels Private Limited as a Company Secretary. She has not earned any remuneration for the financial year 2021-22 as she has joined our Company during the current financial year.

Brief Profiles of our Senior Management Personnel:

Mr. Nanubhai Panchal, aged 84 years, is the Chief Operating Officer of our Company. He has been associated with our Company since 2011. He holds Diploma degree in Mechanical Engineering. He has over 50 years of experience in terms of consultant as well as employee of the various Company.

Mr. R. P. Chaturvedi, aged 60 years, is the Asst. Vice Presidents (Procurements) of our Company. He has been associated with our Company since 2014 and currently is responsible for procurement of Raw Materials from domestic as well as foreign market. He has previously worked with Modern Tubes Industries Ltd, Vadodara, Jord Engineers India Ltd, Vadodara and ATV Projects India Ltd, Mathura (UP). He has experience in handling operational matters encompassing material management, logistics, receivable & payables management, excise, collections, purchase, client relationship and team management.

Mr. Satish Garg, aged 61 years, is Vice President Marketing of our Company. He has been associated with our Company since January 2022. He holds a Diploma in International Business Management, a Post Graduate Diploma in Business Administration (1995) and also holds a M. Tech from IIT, Delhi. He has been associated with the Company since January 2022 and is responsible for Domestic & International Sales, OEM’s Marketing and New Products Identification for future growth of the Company. He has also studied about Corrosion Science from College of Engineering, Pune. He has relevant experience in Marketing & Sales and Techno-Commercial Projects. He has patents on Stainless Steel from Mumbai Patent Office in his own name and has an excellent knowledge of Stainless Materials.

Ms. Swati Jagtap, aged 34 years, is the Chartered Accountant and Finance Manager of our Company. She has been associated with our Company since September 2020 and is taking care of our financial and banking operations. She holds a Bachelors’ and Masters’ degree in Commerce from the Maharaja Sayajirao University of Baroda. She is a Fellow member of The Institute of Chartered Accountants of

India. She has previously worked with Kaneria Granito Ltd, Aikya Chemicals Pvt. Ltd, Iolite Cube Inframaterial Ltd. She has experience in Project finance, direct & indirect taxation, Audit Compliance and System Audits.

Mr. Vimal Agotariya, aged 37, is the Head – Business and Operations of our Company. He has been associated with the company since 2008. He holds a Diploma in Mechanical Engineering from Technical Examination Board, Gujarat Board. He has previously worked with Echjay Industries (P) Ltd., Rajkot. He has experience in new product development, press shop, quality control / assurance etc.

Relationship among Key Management Personnel and among Key Management Personnel and Directors

Our Key Management Personnel are neither related to each other nor related to any of the directors:

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Management Personnel have been appointed.

Bonus or profit-sharing plan for the Key Management Personnel

There is no bonus or profit-sharing plan for the Key Managerial Personnel of our Company.

Status of Key Managerial Personnel

All our Key Managerial Personnel are permanent employees of our Company.

Shareholding of Key Management Personnel

Except as disclosed, none of our Key Management Personnel hold any equity shares as on the date of this Draft Red Herring Prospectus.

Sr. No.	Name of the Key Managerial Personnel	Shareholding	Percentage of Shareholding
1.	Vijay Ramanlal Sanghavi	29,008,000	83.60

Interest of Key Management Personnel

Other than as disclosed in this Draft Red Herring Prospectus, none of the Key Management Personnel of our Company have any interests in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

No loans have been availed by the Key Management Personnel from our Company as on date of this filing of this Draft Red Herring Prospectus.

Except Mr. Vijay Ramanlal Sanghavi, Promoter of our Company, none of our other KMPs have any interest in the promotion of our Company other than in ordinary course of business.

Contingent and deferred compensation payable to Key Management Personnel

There is no contingent or deferred compensation payable to our Key Management Personnel.

Changes in Key Management Personnel during the last three years

Changes in our Key Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name	Date of Change	Reasons for Change
Mr. Vijay Ramnalal Sanghavi	07.09.2022	Appointment as Chief Financial Officer
Ms. Prerana Rajeshbhai Trivedi	01.08.2022	Appointment as Company Secretary and Compliance Officer
Ms. Dimple Mehta	31.07.2022	Resignation as Company Secretary and Compliance Officer
Mr. Manoj Lahoti	01.07.2022	Resignation as Chief Financial Officer
Mr. Manoj Lahoti	01.04.2022	Appointment as Chief Financial Officer
Ms. Dimple Mehta	01.04.2022	Appointment as Company Secretary and Compliance Officer
Mr. Prakash Chelaji Daga	31.10.2019	Resignation as Chief Financial Officer

Payment or benefit to officers of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Management Personnel, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as stated otherwise in this DRHP and any statutory payments made by our Company, no amount or benefit has been paid or given, in the two years preceding the date of this DRHP or is intended to be paid or given to any of our Company's officers except remuneration for services rendered as Directors, officers or employees of our Company.


Employee stock option plan and employee stock purchase plan

Our Company has not issued any shares pursuant to employee stock option scheme.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

Mr. Vijay Ramanlal Sanghavi is the Promoter of our Company. As on the date of this Draft Red Herring Prospectus, our Promoter is holding 29,008,000 equity shares of our Company which constitutes 83.60% of the pre-Offer issued and paid-up equity share capital of our Company.

	<p>Mr. Vijay Ramanlal Sanghavi, aged 45 years, is the Promoter, Managing Director and Chief Financial Officer of our Company. For a complete profile of Mr. Vijay Ramanlal Sanghavi, i.e. his date of birth, residential address, educational qualification, professional experience, positions held in the past and other directorships, special achievements, please refer to section titled "<i>Our Management</i>" beginning on page 209 of this Draft Red Herring Prospectus.</p> <p>PAN: AGIPS3324D</p>
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Our Company confirms that the details of the PAN, Bank Account Number(s), Aadhar card number, driving license number and Passport Number of our Promoter shall be submitted to the Stock Exchange(s) at the time of filing the Draft Red Herring Prospectus.

Our Promoter, Mr. Vijay Ramanlal Sanghavi is also involved in other ventures and business activities in different capacities as listed below:

Sr. No.	Name of the Entity	Nature of Interest/ Position	CIN/ Registration No. of the Entity
1.	M/s. Ratnaveer Industries	Partner	N.A.
2.	Vijay Sanghavi HUF	Karta	N.A.

Interests of our Promoter

Interest in promotion of our Company

Our Promoter is interested in our Company to the extent of the promotion of our Company and to the extent of his shareholding of equity and preference shares in our Company, the shareholding of his relatives in which the Promoter is interested and which hold the equity shares and any dividend distribution that may be made by our Company with respect to their shareholding in our Company. For details pertaining to our Promoter's shareholding, please refer to chapter titled "*Capital Structure*" beginning on page 89 of this Draft Red Herring Prospectus.

Interest other than as a Promoter

Our Promoter is also interested to the extent that he is Managing Director and Chief Financial Officer of our Company. Mr. Vijay Ramanlal Sanghavi is interested to the extent of remuneration, commission, and reimbursement of expenses payable to him by virtue of being Managing Director and Chief Financial Officer of our Company. For further information, please refer to chapter titled "*Our Management*" beginning on page 209 of this Draft Red Herring Prospectus.

Interest in the properties of our Company

Our Company has taken on lease premises located at Plot no. E-120, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India from M/s. Ratnaveer Industries, (with area of 3032.04 square mtrs), pursuant to lease deed dated December 24, 2022. The said premises are being used by our Company as manufacturing unit. This lease deed is valid till January 01, 2030. In terms of this lease deed, our Company is required to pay annual rent of ₹ 7.2 million with effect from January 01, 2023.

Our Company has taken on lease premises located at No. 20, Vijay Society No. 1, New Khanderao Road, Vadodara -390001, Gujarat from Vijay Ramanlal Sanghavi, Managing Director, pursuant to residential rental agreement dated June 08, 2021, for use by our Company. The said premises are being used by our Company as accommodation for its employees. This rental agreement is valid till June 07, 2026. In terms of this rental agreement, our Company is required to pay an annual rent of ₹ 0.6 million with effect from June 08, 2021.

Our Promoter has no interest in any property acquired in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Interest in acquisition of land, construction of building and supply of machinery, etc.

As on the date of filing of the Draft Red Herring Prospectus, our Promoter is not interested in any transaction for acquisition of land, construction of buildings and supply of machinery.

Interest of our Promoter in our Company arising out of being a member of a firm or company

Except as disclosed in this Draft Red Herring Prospectus, our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Other Interest and Disclosures

Our Promoter is not a shareholder or director of our Group Company(ies) and may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group Company(ies). For the payments that are made by our Company to our Group Company(ies), please refer to "Note 44 – Related Party Transactions" in the chapter titled "Restated Financial Information" beginning on page 295 of this Draft Red Herring Prospectus.

Except as stated under "Note 44 – Related Party Transactions" in the chapter titled "Restated Financial Information" beginning on page 295 of this Draft Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two (2) years from the date of this Draft Red Herring Prospectus or proposes to enter into any such contract in which our Promoter is directly or indirectly interested and no payments have been made to him in respect of the contracts, agreements or arrangements which are proposed to be made with him.

Our Promoter is not related to any sundry debtors of our Company except as disclosed in Restated Financial Statements.

Our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Promoter Group of our Company

(a) Individual Promoter Group of our Promoter

Relationship with Promoter	Vijay Ramanlal Sanghavi
Spouse	Seema Vijay Sanghavi
Father	Late Ramanlal Dalichand Sanghavi
Mother	Late Pyariben Ramanlal Sanghavi
Brother	Suresh Ramanlal Sanghavi
Sister	Vimala Devi Mehta
	Manjulaben Kantilal Bhansali
	Chandra Motilal Doshi
	Naynaben Uttamchand Jain
	Shobha Dinesh Mehta
Daughter	Sangeeta Mukesh Mehta
	Briyanshi Vijay Sanghavi
	Rinshi Vijay Sanghavi
Spouse's Father	Champalal Kaluchand Jain
Spouse's Mother	Havidevi Champalal Jain
Spouse's Brother	Alpesh Champalal Jain
Spouse's Sister	Payal Satishkumar Shah
	Pinky Vijay Shanghvi
	Rinika Harishkumar Mehta

(b) Entities forming a part of Promoter Group

As on the date of filling of this Draft Red Herring Prospectus, the following entities form part of our Promoter Group:

Sr. No.	Name of Entities	PAN
1.	M/s. Ratnaveer Industries	AALFR0458C
2.	M/s. Ratnaravi Metal Impex	AANFR2657P
3.	M/s. Suraj Metal Corporation	ABMPM6727F
4.	M/s. Adeshwar Steel & Pipes	ACGPB8945F
5.	M/s. Samay Steel	AEPPJ4211D
6.	M/s. Ranvit Impex	ADYPJ6171E
7.	Lohagar Developer Private Limited	AABCL3294K
8.	Vijay Sanghavi HUF	AAIHV0674B

Other than as disclosed above, our Company has no other companies or entities that form part of our Promoter Group.

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our promoter group as on the date of this Draft Red Herring Prospectus please see chapter titled “*Capital Structure*” on page 89 of this Draft Red Herring Prospectus.

Confirmations

The Company hereby confirms that:

- Our Promoter has not been declared as a Wilful Defaulters or Fraudulent Borrower.
- Our Promoter and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

- Our Promoter has not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offender Act, 2018.
- Our Promoter is not a promoter, director or person in control of any other company which is prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Related Party Transactions

For details of related party transactions entered into by our Promoter, Promoter Group and our Company during the last financial three years and stub period, the nature of transactions and the cumulative value of transactions, please refer to “*Note 44 – Related Party Transactions*” in the chapter titled “*Restated Financial Statements*” beginning on page 295 of this Draft Red Herring Prospectus.

Payment or benefits to the Promoter

Except as stated otherwise under “*Note 44 – Related Party Transactions*” in the chapter titled “*Restated Financial Statements*” beginning on page 295 of this Draft Red Herring Prospectus about the related party transactions entered into during the last three (3) financial years and stub period as per IND AS 24 and in “*Interest of our Promoter*” disclosed in this Chapter, there has been no other payment or benefit to our Promoter or Promoter Group nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by the Promoter from entities in last three (3) years

Our Promoter has not disassociated himself from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Change in the management and control of our Company

There has been no change in management and control of our Company during the last five years immediately preceding the date of filing of this Draft Red Herring Prospectus.

Material Guarantees

There are no material guarantees given to third parties by the Promoter with respect to specified securities of the Issuer.

Outstanding Litigation

For details of legal and regulatory proceedings involving our Promoter, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 325 of this Draft Red Herring Prospectus.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered companies with which there were related party transactions, during the period for which financial information is disclosed in the Draft Red Herring Prospectus, as covered under the applicable accounting standards, and also other companies as considered material by the Board as per the materiality policy adopted by the Board pursuant to its resolution dated May 12, 2022 (the “Group Companies Materiality Policy”).

In terms of the Group Companies Materiality Policy apart from the companies with which there have been related party transactions during the period for which financial information has been disclosed under this Draft Red Herring Prospectus, a company is considered to be a material Group Company as under:

- (i) company in which the investment in the form of equity or voting power, debt or debt instruments by our Company exceeds 5% of the net worth of our Company as per the last audited financial statements for the preceding financial year; and
- (ii) where the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 5% of the total revenues of our Company as per the last audited financial statements for the last audited financial year.

Accordingly, based on the parameters outlined above, our Company does not have any Group Company.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of our 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.

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, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

has not declared any dividends in the last three fiscals, the period ended August 31, 2022 and the period from September 01, 2022 and till the date of filing of this Draft Red Herring Prospectus.

For further details, please refer to section titled “*Financial Information*” beginning on page 234 of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Ratnaveer Precision Engineering Limited
(Formerly known as Ratnaveer Metals Limited)
E-77, GIDC Savli (Manjusar),
Baroda – 391775

Independent Auditors' Examination Report on Restated Financial Statements as at 31st August, 2022 and for the years ended 31 March 2022, 31 March 2021, and 31 March 2020 in connection with the Initial Public Offering of Ratnaveer Precision Engineering Limited (formerly known as Ratnaveer Metals Limited).

Dear Sirs,

- 1) We have examined the attached Restated Financial Statements of Ratnaveer Precision Engineering Limited (formerly known as Ratnaveer Metals Limited) ("the Company"), which comprise of the Restated summary statement of assets and liabilities as at 31st August, 2022, 31 March 2022, 31 March 2021 and 31 March, 2020, the Restated summary statements of profit and loss (including other comprehensive income), the Restated summary statement of cash flows and the Restated statement of changes in equity for the years ended 31st August, 2022, 31 March 2022, 31 March 2021 and 31 March 2020, read together with summary statement of significant accounting policies, annexures and notes thereto (collectively, together with the notes and annexures there to, referred to as the "Restated Financial Statements"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offering (the "IPO"). The Restated Financial Statements have been approved by the Board of Directors of the Company in its meeting held on 04-11-2022 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (hereinafter referred to as "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offering (the "IPO") comprising of fresh issue of equity shares of face value of Rs. 10 each and prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act") as amended;
 - b) The Securities and Exchange Board of India (Issue of Capital and
 - c) Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

- d) 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.
- 2) The Company's board of directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, and the Registrar of Companies, Gujarat, in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in notes to the Restated Financial Statements. The responsibility of the board of directors of the company includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Financial Statements. The board of directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
- 3) We have examined these Restated Financial Statements taking into consideration:
- a) Terms of reference and terms of our engagement agreed upon with the Company in accordance with our engagement letter dated 20-07-2022 in connection with the proposed public offering of the equity shares by the Company.
 - b) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI as amended from time to time.
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
 - d) The requirements of Section 26 of the Companies Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

- 4) These Restated Financial Statements have been compiled by the management from:
- Audited Financial Statements of the Company for each of the years ended 31st August, 2022 31 March 2022, 31 March 2021 and 31 March 2020, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India.
- 5) For the purpose of examination, we have relied on:
- a) Auditors' report issued by us dated 5th July, 2022 on Audited Financial Statements of the Company as at and for the year ended 31st March 2022,

- b) Auditors' report issued by Radheshyam I Shah & Associates Chartered Accountants (herein referred to as “the erstwhile Statutory Auditors”) dated 1st September, 2021 on the Audited Financial Statements of the Company as at and for the year ended 31st March 2021,
 - c) Auditors' report issued by erstwhile Statutory Auditors dated 19th November, 2020 on the Audited Financial Statements as at and for the year ended 31st March 2020 as referred in Paragraph 4 above.
- 6) The audit reports on the Financial Statements as mentioned in paragraph 4 and 5 above issued by us and erstwhile statutory auditors are unmodified.
- 7) Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements:
- a) There have been no adjustments required to be made for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in each of the financial years ended 31 March 2022, 31 March 2021 and 31 March 2020 Except for the Adjustments on account of First time adoption of IND AS.
 - b) does not require any adjustment for modification as there is no modification in the underlying audit reports; and
 - c) have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.
- 8) The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Financial Statements as mentioned in paragraph 5 above.
- 9) 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.
- 10) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
- 11) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 12) Our report is intended solely for use of the Board of Directors for inclusion in the Offer documents to be filed with the SEBI, the National Stock Exchange of India Limited, BSE Limited and the ROC in connection with the proposed IPO. Our report should not be used, referred to or distributed to 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 or prior consent in writing.

For, Pankaj R Shah & Associates
Chartered Accountants
(Firm Regn.No.107361W)

Sd/-
CA Nilesh Shah
Partner
Membership No. 107414
UDIN: 22107414BCCRGA4591

Place: Ahmedabad
Date: 04-11-2022

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Assets and Liabilities

(Rs in Million)

Particulars		Note	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
A	ASSETS					
1	Non-current assets					
	Tangible assets	5.1	315.38	327.93	267.19	197.99
	Capital work-in-progress	5.2	125.09	36.71	33.74	36.17
	Intangible assets	5.3	75.84	79.98	51.37	20.32
	Financial Assets					
	Non-current investments		-	-	-	-
	Loan	6	38.67	-	4.98	4.98
	Other Financial Assets	7	18.70	15.69	15.69	15.14
	Deferred Tax Assets (net)		-	-	-	-
	Other Non-Current Assets	8	26.51	25.81	24.69	25.27
			600.19	486.12	397.66	299.87
2	Current assets					
	Inventories	9	1,757.69	1,712.83	1,355.25	1,154.23
	Financial Assets					
	Trade receivables	10	439.50	402.89	332.50	639.33
	Cash and cash equivalents	11	3.43	2.00	7.37	13.79
	Bank Balance other than above	12	222.70	194.95	180.32	166.08
	Loans		-	-	-	-
	Other Financial Assets	13	2.87	3.17	2.36	3.82
	Current Income Tax		-	-	-	-
	Other current assets	14	313.22	286.91	283.78	147.29
			2,739.41	2,602.75	2,161.58	2,124.54
	TOTAL ASSETS		3,339.60	3,088.89	2,559.24	2,424.41
B	EQUITY AND LIABILITIES					
1	Equity					
	Share capital	15	42.62	42.62	42.62	42.62
	Other Equity	16	707.71	618.45	522.20	468.04
			750.33	661.07	564.82	510.66
	Liabilities					
2	Non-current liabilities					
	Financial Liabilities					
	Borrowings	17	356.91	306.07	223.70	289.93
	Deferred tax liabilities (net)	18	30.36	31.66	21.83	12.82
			387.27	337.73	245.53	302.75
3	Current liabilities					
	Financial Liabilities					
	Borrowings	19	1,683.03	1,601.20	1,283.90	1,107.11
	Trade payables	20	-	-	-	-
	Total Outstanding dues of Micro and Small Enterprise		-	-	-	-
	Total Outstanding dues of creditors other than Micro and small Enterprise		381.51	412.69	357.71	364.35
	Other Financial Liabilities	21	-	3.35	0.10	0.33
	Other Current Liabilities	22	80.12	33.14	71.83	60.22
	Current Tax Liabilities (Net)	23	38.09	19.92	17.69	46.32
	Short-Term Provisions	24	19.25	19.81	17.66	32.67
			2,202.00	2,090.11	1,748.89	1,611.00
	TOTAL EQUITY AND LIABILITIES		3,339.60	3,088.89	2,559.24	2,424.41
	The accompanying notes are integral part of these standalone financial statements	1 - 60	-	-	-	-

As per our report of even date attached
For Pankaj R Shah & Associates
Chartered Accountants
Firm Regn. No. 107361W

for and on behalf of Board of Directors of
RATNAVEER PRECISION ENGINEERING LIMITED
(Formerly Known As RATNAVEER METALS LIMITED)
CIN: U27108GJ2002PLC040488

SD/-
CA Nilesh Shah
Partner
Membership No. - 107414
UDIN:22107414BCCRG4591
Place: Ahmedabad
Date: 04.11.2022

SD/-
B. S. Chaplot
Whole Time Director
DIN: 03539750
238
Place: Vadodara
Date: 04.11.2022

SD/-
Vijay R Sanghvi
Managing Director & CFO
DIN: 00495922

SD/-
Prerana Trivedi
Company Secretary
M.no. A37478

RATNAVEER PRECISION ENGINEERING LIMITED						
(Formerly Known As RATNAVEER METALS LIMITED)						
CIN: U27108GJ2002PLC040488						
Standalone Statement of Profit and Loss for the Five Month Ended August 31, 2022						
(Rs in Million)						
Particulars	Note No.	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020	
I Revenue from operations	25	1,695.53	4,269.38	3,596.63	2,969.20	
II Other income	26	3.53	15.34	43.88	20.15	
III Total Income (I+II)		1,699.06	4,284.72	3,640.51	2,989.35	
IV Expenses						
Cost of materials consumed	27	1,510.98	3,735.22	3,224.55	2,574.96	
Purchases of stock-in-trade		-	-	-	-	
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(142.49)	(185.69)	(169.18)	(164.23)	
Employee benefits expenses	29	26.91	78.05	69.60	69.31	
Finance costs	30	35.92	116.72	120.53	139.49	
Depreciation expenses	31	19.93	39.37	26.73	23.72	
Other expenses	32	137.16	366.55	272.33	243.67	
Total expenses		1,588.41	4,150.22	3,544.56	2,886.92	
V Profit before exceptional and extraordinary items and Tax (I-IV)		110.65	134.50	95.95	102.43	
VI Exceptional items		-	-	-	-	
VII Profit before tax (V-VI)		110.65	134.50	95.95	102.43	
VIII Tax expense:	33					
Current tax expense for current year		20.10	26.00	20.25	26.45	
Short / (Excess) Provision for income tax		-	3.61	11.93	0.27	
Deferred tax		1.30	9.54	9.15	3.76	
		21.40	39.15	41.33	30.48	
IX Profit from continuing operations (VII-VIII)		89.25	95.35	54.62	71.95	
X Profit / (Loss) from discontinuing operations (before tax)		-	-	-	-	
XI Tax expense of discontinuing operations		-	-	-	-	
XII Profit/(loss) from Discontinued operations (X-XI)		-	-	-	-	
XIII Profit for the period (IX+XII)		89.25	95.35	54.62	71.95	
XIV Other Comprehensive Income						
A (i) Items that will not be reclassified to profit or loss	34	-	(1.18)	(0.58)	0.15	
(ii) Income tax relating to items that will not be reclassified to profit and loss	34	-	0.30	0.14	(0.04)	
B (i) Items that will be reclassified to profit or loss		-	-	-	-	
(ii) Income tax relating to items that will be reclassified to profit and loss		-	-	-	-	
		-	(0.88)	(0.44)	0.11	
XV Total Comprehensive Income for the period (XIII+XIV)		89.25	94.47	54.18	72.06	
XVI Earnings per share for continued operation	35					
Basic & diluted (of ₹ 10/- each)		21.93	23.43	13.41	17.68	
XVII Earnings per share for discontinued operation						
Basic & diluted (of ₹ 10/- each)		-	-	-	-	
XVIII Earnings per share for continued operation and discontinued operation						
Basic & diluted (of ₹ 10/- each)		21.93	23.43	13.41	17.68	
The accompanying notes are integral part of these standalone financial statements		1 - 60				
As per our report of even date attached For Pankaj R Shah & Associates Chartered Accountants Firm Regn. No. 107361W		for and on behalf of Board of Directors of RATNAVEER PRECISION ENGINEERING LIMITED (Formerly Known As RATNAVEER METALS LIMITED) CIN: U27108GJ2002PLC040488				
SD/- CA Nilesh Shah Partner Membership No. - 107414 UDIN:22107414BCCRGA4591 Place: Ahmedabad Date: 04.11.2022	SD/- B. S. Chaplot Whole Time Director DIN: 03539750	SD/- Vijay R Sanghvi Managing Director & CFO DIN: 00495922	SD/- Prerana Trivedi Company Secretary M.no. A37478	239 Place: Vadodara Date: 04.11.2022		

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Statement of Changes in Equity

A. Equity share capital

(Rs in Million)

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance as at Aug 31, 2022	406.72				406.72
Balance as at March 31, 2022	406.72	-	-	-	406.72
Balance as at March 31, 2021	406.72	-	-	-	406.72
Balance as at March 31, 2020	406.72	-	-	-	406.72

B. Other equity

Particulars	Reserves and Surplus				
	Security premium	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 1, 2019 as IGAAP Add(less): Opening Ind AS Adjustment					
Balance as at March 31, 2019	27.42		359.04	-	-
Profit for the year	-	-	80.74	-	-
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	-	-
Balance as at March 31, 2020	27.42		439.78	-	-
Balance as at April 1, 2020 as IGAAP Add(less): Opening Ind AS Adjustment					
Balance as at March 31, 2020	27.42	-	368.51	0.11	396.04
Profit for the year	-	-	54.59	-	54.59
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	(0.43)	(0.43)
Balance as at March 31, 2021	27.42		423.10	(0.32)	450.20
Balance as at April 1, 2021	27.42	-	423.10	(0.32)	450.20
Profit for the year	-	-	95.37	-	95.37
Addition / (Utilization) during the Year	-	-	-	-	-
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	0.88	0.88
Balance as at March 31, 2022	27.42		518.48	0.56	546.45
Balance as at April 1, 2022	27.42	-	518.47	0.56	546.45
Profit for the year	-	-	89.26	-	89.26
Addition / (Utilization) during the Year	-	-	-	-	-
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	-	-
Balance as at Aug 31, 2022	27.42		607.74	0.56	635.71

As per our report of even date attached
For Pankaj R Shah & Associates
Chartered Accountants
Firm Regn. No. 107361W

for and on behalf of Board of Directors of
RATNAVEER PRECISION ENGINEERING LIMITED
(Formerly Known As RATNAVEER METALS LIMITED)
CIN: U27108GJ2002PLC040488

SD/-
CA Nilesh Shah

SD/-
B. S. Chaplot

SD/-
Vijay R Sanghvi

SD/-
Prerana Trivedi

Partner

Whole Time Director

Managing Director &
CFO

Company Secretary

Membership No. - 107414
UDIN: 22107414BCCRGAA4591

DIN: 03539750

DIN: 00495922

M.no. A37478

Place: Ahmedabad

Place: Vadodara

Date: 04.11.2022

Date: 04.11.2022

RATNAVEER PRECISION ENGINEERING LIMITED				
(Formerly Known As RATNAVEER METALS LIMITED)				
CIN: U27108GJ2002PLC040488				
Standalone Statement of CashFlow for the Year Ended AUGUST 31, 2022				
(In ` Million)				
Particulars	For the Five month Ended 31.08.2022	For the Year Ended		
		31.03.2022	31.03.2021	31.03.2020
(A) Cash Flow from Operating Activities :				
Net Profit before Tax	110.65	134.50	95.95	102.43
Adjustments for :				
Depreciation	19.93	39.37	26.73	23.72
Interest Income	(3.56)	(10.35)	(12.44)	(11.46)
Interest expenses	35.92	116.72	120.53	139.49
(Profit) / Loss on sale of PPE	(0.15)	(0.09)	-	-
Amount transferred to Reserves	-	-	-	-
Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations	-	1.18	(0.58)	0.15
Operating Profit Before Working Capital Changes	162.79	281.33	230.19	254.33
Adjustments for:				
Non-current/current financial and other assets				
Decrease/(Increase) in Other Financial Assets	0.30	(0.80)	1.45	57.01
Decrease/(Increase) in Loans	(38.67)	4.98	-	-
Decrease/(Increase) in Other Non-Current Assets	(3.70)	(1.13)	0.04	1.45
Decrease/(Increase) in Other Current Assets	(26.32)	(3.13)	(136.49)	(74.46)
Trade Receivables	(36.62)	(70.39)	306.83	(172.00)
Inventories	(44.87)	(357.58)	(201.02)	(160.62)
Non-current/current financial and other liabilities/provisions	18.17	2.23	(28.63)	46.32
Increase/(Decrease) in Trade Payables	(31.18)	54.98	(0.66)	139.26
	-	-	-	-
Increase/(Decrease) in Other Current Liabilities	46.98	(38.69)	11.61	11.56
Increase/(Decrease) in Other Financial Liabilities	(3.35)	3.25	(0.23)	0.33
Increase/(Decrease) in Short Term Provisions	(0.56)	2.15	(15.01)	(6.24)
Cash Generated from/(used in) Operating Activities	42.97	(122.80)	168.08	96.94
Direct Taxes Paid (Net)	(20.10)	(29.61)	(32.18)	(26.72)
Nat Cash from Operating Activities (A)	22.87	(152.41)	135.90	70.22
(B) Cash Flow from Investing Activity :				
Purchase of property, plant and equipments	(91.90)	(127.85)	(124.60)	(96.68)
Proceeds from sale of PPE	0.11	0.11	0.06	-
Interest Received	3.56	10.35	12.44	11.46
Net Cash form Investing Activities (B)	(88.23)	(117.39)	(112.10)	(85.22)
(C) Cash Flow from Financial Activities :				
Proceeds /(Repayment) of Long Term Borrowings (Net)	50.84	82.38	(66.24)	(38.81)
Proceeds /(Repayment) from Short Term Borrowings (Net)	79.01	313.45	170.78	226.91
Interest Paid	(35.92)	(116.71)	(120.52)	(139.49)
Net Cash Flow from/(used in) Financing Activities (C)	93.93	279.12	(15.98)	48.61
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	28.57	9.32	7.82	33.61
Add : Opening Cash & Bank Balances	196.95	187.69	179.87	146.26
Closing Cash & Bank Balances	225.52	197.01	187.69	179.87
As per our report of even date attached For Pankaj R Shah & Associates Chartered Accountants Firm Regn. No. 107361W		for and on behalf of Board of Directors of RATNAVEER PRECISION ENGINEERING LIMITED (Formerly Known As RATNAVEER METALS LIMITED) CIN: U27108GJ2002PLC040488		
SD/- CA Nilesh Shah	SD/- B. S. Chaplot	SD/- Vijay R Sanghvi Managing Director & CFO	SD/- Prerana Trivedi Company Secretary M.no. A37478	
Partner Membership No. - 107414 UDIN: 22107414BCCRGA4591 Place: Ahmedabad Date: 04.11.2022	Whole Time Director DIN: 03539750 Place: Vadodara Date: 04.11.2022	DIN: 00495922		

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

i) Reconciliation of Balance sheet as at March 31, 2021 and April 01, 2020:

(In ` Million)

Sr.	Particulars	Note Reference	As at March 31, 2021			As at April 01, 2020		
			Regrouped IGAAP	Effects of transition to Ind AS	Ind AS	Regrouped IGAAP	Effects of transition to Ind AS	Ind AS
A	ASSETS							
1	Non-current assets							
	Tangible assets		267.18	-	267.18	197.99	-	197.99
	Capital work-in-progress		33.74	-	33.74	36.17	-	36.17
	Intangible assets		51.37	-	51.37	20.32	-	20.32
	Right to Use Assets		-	-	-	-	-	-
	Financial Assets		-	-	-	-	-	-
	Non-current investments		-	-	-	-	-	-
	Loan		4.98	-	4.98	4.98	-	4.98
	Other Financial Assets		15.69	-	15.69	15.14	-	15.14
	Deferred Tax Assets (net)		-	-	-	-	-	-
	Other Non-Current Assets		24.69	-	24.69	25.28	-	25.28
			397.65	-	397.65	299.88	-	299.88
2	Current assets							
	Inventories	C	1,334.51	20.75	1,355.26	1,150.49	3.74	1,154.24
	Financial Assets							
	Current investments							
	Trade receivables	C	357.74	(25.23)	332.50	644.02	(4.69)	639.33
	Cash and cash equivalents		7.37	-	7.37	13.79	-	13.79
	Bank Balance other than above		180.32	-	180.32	166.08	-	166.08
	Loans		-	-	-	-	-	-
	Other Financial Assets		2.36	-	2.36	3.82	-	3.82
	Current Income Tax		-	-	-	-	-	-
	Other current assets		283.78	-	283.78	147.29	-	147.29
			2,166.08	(4.48)	2,161.59	2,125.49	(0.95)	2,124.55
			2,563.73	(4.48)	2,559.24	2,425.37	(0.95)	2,424.43
B	EQUITY AND LIABILITIES							
1	Equity							
	Share capital	A,B,C	61.12	(18.50)	42.62	61.12	(18.50)	42.62
	Other Equity	,D,E,	530.68	(8.48)	522.20	467.22	0.83	468.04
			591.80	(26.98)	564.82	528.34	(17.67)	510.66
2	Liabilities							
	Non-current liabilities							
	Financial Liabilities							
	Borrowings	A	214.22	9.48	223.69	282.09	7.84	289.93
	Lease Liabilities		-	-	-	-	-	-
	Other long-term liabilities		-	-	-	-	-	-
	Deferred tax liabilities (net)	D	7.23	14.60	21.83	3.74	9.08	12.82
	Long-term provisions							
			221.45	24.08	245.52	285.83	16.92	302.75
3	Current liabilities							
	Financial Liabilities							
	Borrowings	A	1,284.03	(0.15)	1,283.89	1,107.31	(0.21)	1,107.11
	Lease Liabilities		-	-	-	-	-	-
	Trade payables		-	-	-	-	-	-
	Total Outstanding dues of creditors MSME		-	-	-	-	-	-
	Total Outstanding dues of creditors other than MSME		357.71	-	357.71	364.35	-	364.35
	Other Financial Liabilities		0.10	-	0.10	0.33	-	0.33
	Other current liabilities		71.83	-	71.83	60.22	-	60.22
	Current Tax Liabilities (Net)		17.69	-	17.69	46.32	-	46.32
	Short-term provisions	B	19.11	(1.44)	17.67	32.65	0.02	32.67
			1,750.47	(1.59)	1,748.89	1,611.18	(0.19)	1,611.00
			2,563.72	(4.49)	2,559.23	2,425.35	(0.94)	2,424.41

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

ii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2021:

(In ` Million)

Sr.	Particulars	Note Reference	Regrouped IGAAP	Effects of transition to Ind AS	Ind AS
I	Revenue from operations	C	3,616.45	(19.81)	3,596.64
II	Other income	C	44.61	(0.74)	43.87
III	Total Income (I+II)		3,661.06	(20.55)	3,640.51
IV	Expenses				
	Cost of materials consumed		3,224.54	-	3,224.54
	Purchases of stock-in-trade		-	-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	C	(152.18)	(17.00)	(169.18)
	Employee benefits expenses	B	71.53	(1.91)	69.62
	Finance costs	A	118.82	1.70	120.52
	Depreciation expenses		26.74	-	26.74
	Other expenses	F	272.47	(0.12)	272.35
	Total expenses		3,561.92	(17.33)	3,544.59
V	Profit before exceptional and extraordinary items and Tax (I-IV)		99.14	(3.22)	95.92
VI	Exceptional items		-	-	-
VII	Profit before tax (V-VI)		99.14	(3.22)	95.92
VIII	Tax expense:				
	Current tax expense for current year		20.25	-	20.25
	Current tax expense relating to prior years		11.93	-	11.93
	Deferred tax	D	3.49	5.66	9.15
			35.67	5.66	41.33
IX	Profit from continuing operations (VII-VIII)			54.59	54.59
X	Profit / (Loss) from discontinuing operations (before tax)		-	-	-
XI	Tax expense of discontinuing operations		-	-	-
	(a) on ordinary activities attributable to the discontinuing operations		-	-	-
	(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-	-
XII	Profit/(loss) from Discontinued operations (X-XI)		-	-	-
XIII	Profit for the period (IX+XII)		63.47	(8.88)	54.59
XIV	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss	B	-	(0.58)	(0.58)
	(ii) Income tax relating to items that will not be reclassified to profit and loss	D	-	0.14	0.14
	B (i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss		-	-	-
			-	(0.44)	(0.44)
			-	-	-
XV	Total Comprehensive Income for the period (XIII+XIV)		63.47	(9.32)	54.15
	Total comprehensive income for the year		63.47	(9.32)	54.15

iii) Reconciliation of Total Equity as on March 31, 2021 and March 31, 2020

(In ` Million)

Particulars	Note No.	As at April 01, 2020	As at March 31, 2021	
Total Equity as per IGAAP		591.80	528.34	-
Financial Liabilities at Amortised Cost	A	0.33	1.23	-
Re-Classification of Financial Instruments	A	(9.66)	(8.86)	-
Revenue Recognition	C	(4.49)	(0.94)	-
Deferred Tax	D	(14.60)	(9.08)	-
Defined Benefit Obligation	B	1.44	(0.02)	-
Total Equity as per IND AS		564.82	510.67	

iv) Adjustments to Statement of Cash Flows

On account of transition to Ind AS, there is no material adjustment to the Statement of Cash Flows for the year ended March 31, 2021

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

1 Company Information

2 Basis of Preparation and Presentation

2.1 Statement of Compliance

(i) Compliance with Indian Accounting Standards (Ind AS)

Restated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013

Accordingly, the Company has prepared these Restated Financial Statements which comprise the Balance Sheet as restated as at 31st Aug 2022, 31 March, 2022, 31 March 2021 and 31 March 2020, the Statement of Profit and Loss as restated for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 the Statement of Cash Flows as restated for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 and the Statement of Changes in Equity as restated for the years ended as on that dates, and accounting policies and other explanatory information (together hereinafter referred to as ' Restated Financial Statements').

(ii) Basis of Preparation and Presentation

The Restated Financial Statements has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with proposed Further Public Offering of its equity shares, in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;

- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ("SEBI") as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and

- Guidance Note on Reports in accordance with the notification issued by Ministry of Corporate Affairs, Company is required to prepare its Standalone Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2020.

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for certain assets and liabilities that are required to be carried at fair values by Ind AS.

These Restated Financial Statements have been compiled by the management from audited financial statements of the Company for each of the years ended 31 March 2022, 31 March 2021 and 31 March 2020, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India

(iii) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is :-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

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Notes forming part of the Restated Financial Information

A liability is current when :-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(iv) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

2.3 Rounding of amounts

All amounts disclosed in the Restated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

3 Significant Accounting Policies

3.1 Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

3.1.1 Sale of Goods

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

3.1.3 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****3.1.4 Other Income****a Interest Income**

Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

b Dividend income

Dividend are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

c Gain or loss on derecognition of Financial Assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

d All other Incomes are recognised and accounted for on accrual basis

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****3.2 Property, Plant and Equipment**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 1st April, 2020 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "Capital work-in-progress".

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Tangible Assets is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

Block of Assets	-	Useful Life (Years)
Buildings	-	30 - 60
Plant & Machinery	-	15
Furniture and Fixtures	-	10
Office Equipments	-	5
Vehicles	-	8-10
Office Equipments	-	5

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible Assets

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred. Costs incurred on individual development projects are recognised as intangible assets from the date when it meets the criteria of the Intangible Assets.

Intangible Assets are amortized over a period of five years as per straight line method.

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

3.3 Financial Instruments

3.3.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.3.2 Subsequent Measurement

a Non-derivative financial instruments

i Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii Financial assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv Financial liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

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Notes forming part of the Restated Financial Information

c Derivative financial instruments and hedge accounting

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts, cross currency swaps, interest rate swaps and collars. The instruments are employed as hedges of transactions included in the Restated financial statements or for highly probable forecast transactions/firm contractual commitments. These derivatives contracts do not generally extend beyond six months, Except for certain currency swaps and interest rate derivatives.

Derivatives are initially accounted for and measured at fair value on the date the derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period through profit and Loss Statement.

Effective Interest rate method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

3.3.3 De-recognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.3.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****3.5 Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

3.6 Impairment

3.6.1 Financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Company assesses whether financial assets carried at amortized cost is creditimpaired. A financial asset is 'credit -impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material

3.6.3 Non financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.7 Borrowing Costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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Notes forming part of the Restated Financial Information

3.8 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.9 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.10 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the Restated financial statements.

3.11 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are neither recognised nor disclosed in the Restated financial statements.

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****3.12 Foreign Currency****a Initial recognition**

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c Exchange difference

All exchange differences are recognized as income or as expenses in the year in which they arise.

3.13 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.14 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.15 Inventories

Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

3.16 Lease**(i) As a lessee**

The Company assesses whether a contract, is, or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset throughout the period of the

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****3.17 Segment Reporting**

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Restated financial statements of the company as a whole.

3.18 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.19 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Restated financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

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Notes forming part of the Restated Financial Information

4 Use of Estimates

The preparation of the Restated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Restated financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the Restated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Restated financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive
- Provision for Loss Allowance using Expected Credit Loss Model in respect of Trade Receivables

4.1 Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

A Equity Compound Instrument

In accordance with IND AS 109 "Financial Instruments", Financial instruments are reclassified as Financial Liability and measured as per the Amortized Cost method.

Interest bearing financial liabilities are measured at Amortized Cost using effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

B Remeasurement of defined benefit liabilities

Under previous GAAP, actuarial gains and losses were recognised in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/asset which is recognised in other comprehensive income.

C Revenue Recognition

In accordance with IND AS 115 "Revenue from contract with customer", revenue is recognised in a year in which all the performance obligation is satisfied.

D Deferred Tax

Under previous GAAP, deferred tax accounting was done using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Under Ind AS, accounting of deferred taxes is done using the Balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.

E Other Comprehensive Income

Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS specified items of income, expense, gains or losses are required to be presented in other comprehensive income.

F Prior Period Error

In accordance with IND AS, prior period expenses / incomes are recognised in a year in which it relates.

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

(Rs in Million)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01-04-2022	Additions	Deduction	As at 31-08-2022	As on 01-04- 2022	Derpecciation During the year	Deductio n	As at 31-08-2022	As at 31-08- 2022	As on 31-03- 2022
5.1	Tangible Assets										
	LAND	13.60	-	-	13.60	-	-	-	-	13.60	13.60
	Factory and Office Building	47.80	-	-	47.80	19.93	1.22	-	21.15	26.65	29.90
	Plant & Machinery	447.30	3.12	0.11	450.32	164.50	14.09	-	178.59	271.73	219.61
	Furniture & Fixture	6.56	-	-	6.56	5.93	0.09	-	6.02	0.54	0.72
	Electrical Equipment	6.24	0.29	-	6.53	5.02	0.10	-	5.12	1.41	1.26
	Office Equipment	2.76	-	-	2.76	2.29	0.09	-	2.38	0.38	0.54
	Computer	5.43	0.10	-	5.53	4.82	0.11	-	4.93	0.60	0.70
	Vehicles (Motor Car)	6.17	-	0.16	6.01	5.56	0.08	-	5.64	0.37	0.81
	Vehicles (Scooter & Bike)	0.44	-	-	0.44	0.34	0.01	-	0.35	0.09	0.03
	TOTAL (A)	536.31	3.51	0.27	539.56	208.39	15.79	-	224.18	315.38	267.17
5.3	Intangible Assets										
	Research and Development	95.15	-	-	95.15	15.17	4.14	-	19.31	75.84	79.98
	TOTAL (B)	95.15	-	-	95.15	15.17	4.14	-	19.31	75.84	79.98
5.2	Work In Progress	36.71	88.39	-	125.09	-	-	-	-	125.09	36.71
	TOTAL (C)	36.71	88.39	-	125.09	-	-	-	-	125.09	36.71
	TOTAL (A + B + C)	668.17	91.90	0.27	759.80	223.56	19.93	-	243.49	516.31	383.86
	Previous Year	537.76	253.77	123.37	6,681.69	185.48	39.86	12.93	2,235.53	4,446.16	352.28

vechile cars are yet to be transferred in the name of company

RATNAVEER PRECISION ENGINEERING LIMITED											
(Formerly Known As RATNAVEER METALS LIMITED)											
Notes forming part of the Restated Financial Information											
SR. NO.	PARTICULARS	GROSS BLOCK			As at 31-03-2022	DEPRECIATION			As at 31-03-2022	NET BLOCK	
		As at 01-04-2021	Additions	Deduction		As on 01-04-2021	Derpeciation During the year	Deductio n		As at 31-03-2022	As on 31-03-2021
5.1	Tangible Assets										
	LAND	135.98	-	-	135.98	-	-	-	-	135.98	135.98
		-	-	-	-	-	-	-	-	-	-
	Factory and Office Building	474.87	3.16	-	478.03	175.89	23.44	-	199.33	278.70	298.99
		-	-	-	-	-	-	-	-	-	-
	Plant & Machinery	3,590.67	882.37	-	4,473.04	1,394.53	250.51	-	1,645.04	2,828.00	2,196.14
		-	-	-	-	-	-	-	-	-	-
	Furniture & Fixture	65.21	0.36	-	65.57	57.99	1.29	-	59.29	6.29	7.22
		-	-	-	-	-	-	-	-	-	-
	Electrical Equipment	61.54	0.90	-	62.44	48.95	1.20	-	50.15	12.29	12.59
		-	-	-	-	-	-	-	-	-	-
	Office Equipment	27.07	0.56	-	27.63	21.65	1.25	-	22.89	4.74	5.43
		-	-	-	-	-	-	-	-	-	-
	Computer	52.29	2.00	-	54.29	45.27	2.89	-	48.16	6.13	7.02
		-	-	-	-	-	-	-	-	-	-
	Vehicles (Motor Car)	74.74	-	13.05	61.69	66.62	1.87	12.93	55.56	6.13	8.12
		-	-	-	-	-	-	-	-	-	-
	Vehicles (Scooter & Bike)	3.57	0.85	-	4.42	3.23	0.16	-	3.39	1.03	0.34
		-	-	-	-	-	-	-	-	-	-
	TOTAL (A)	4,485.94	890.20	13.05	5,363.09	1,814.13	282.61	12.93	2,083.81	3,279.29	2,671.83
5.3	Intangible Assets										
	Research and Development	554.29	397.23	-	951.52	40.64	111.08	-	151.71	799.81	513.66
		-	-	-	-	-	-	-	-	-	-
	TOTAL (B)	554.29	397.23	-	951.52	40.64	111.08	-	151.71	799.81	513.66
5.2	Work In Progress	337.37	1,250.31	1,220.62	367.06	-	-	-	-	367.06	337.37
		-	-	-	-	-	-	-	-	-	-
	TOTAL (C)	337.37	1,250.31	1,220.62	367.06	-	-	-	-	367.06	337.37
		-	-	-	-	-	-	-	-	-	-
	TOTAL (A + B + C)	5,377.60	2,537.74	1,233.67	6,681.67	1,854.77	393.69	12.93	2,235.52	4,446.16	3,522.86
	Previous Year	4,138.24	2,108.35	868.97	5,377.62	1,593.51	267.35	6.09	1,854.77	3,522.85	2,544.73

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

(Rs in Million)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01-04-2020	Additions	Deduction	As on 31-03-2021	As on 01-04- 2020	Derpecciation During the year	Deductio n	As on 31-03-2021	As on 31-03- 2021	As on 31-03- 2020
5.1	Tangible Assets										
	LAND	13.60	-	-	13.60	-	-	-	-	13.60	13.60
	Factory and Office Building	47.49	-	-	47.49	14.61	2.98	-	17.59	29.90	32.88
	Plant & Machinery	268.80	90.93	0.66	359.07	121.60	18.46	0.61	139.45	219.61	147.20
	Furniture & Fixture	6.52	-	-	6.52	5.41	0.39	-	5.80	0.72	1.11
	Electrical Equipment	6.15	-	-	6.15	4.60	0.30	-	4.90	1.26	1.56
	Office Equipment	2.44	0.27	-	2.71	2.03	0.13	-	2.16	0.54	0.41
	Computer	4.76	0.47	-	5.23	4.43	0.10	-	4.53	0.70	0.33
	Vehicles (Motor Car)	7.22	0.25	-	7.47	6.37	0.30	-	6.66	0.81	0.86
	Vehicles (Scooter & Bike)	0.36	-	-	0.36	0.31	0.01	-	0.32	0.03	0.05
	TOTAL (A)	357.34	91.92	0.66	448.60	159.36	22.67	0.61	181.41	267.17	198.00
5.3	Intangible Assets										
	Research and Development	20.32	35.11	-	55.43	-	4.06	-	4.06	51.37	20.32
	TOTAL (B)	20.32	35.11	-	55.43	-	4.06	-	4.06	51.37	20.32
5.2	Work In Progress	36.17	83.80	86.23	33.74	-	-	-	-	33.74	36.17
	TOTAL (C)	36.17	83.80	86.23	33.74	-	-	-	-	33.74	36.17
	TOTAL (A + B + C)	413.83	210.83	86.89	537.77	159.36	26.73	0.61	185.47	352.28	253.49
	Previous Year	317.03	60.62	0.01	413.83	135.63	23.72	-	159.35	254.48	181.39

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

(Rs in Million)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01-04-2019	Additions	Deduction	As at 31-03-2020	As on 01-04-2019	Derpecciation During the year	Deductio n	As at 31-03-2020	As at 31-03-2020	As on 31-03-2019
5.1	Tangible Assets										
	LAND	13.60	-	-	13.60	-	-	-	-	13.60	13.60
	Factory and Office Building	47.44	0.05	-	47.49	12.29	2.32	-	14.61	32.88	35.15
	Plant & Machinery	228.90	3.82	-	268.80	101.86	19.74	-	121.60	147.20	127.04
	Furniture & Fixture	6.47	0.05	-	6.52	4.89	0.51	-	5.41	1.11	1.58
	Electrical Equipment	6.15	-	-	6.15	4.20	0.40	-	4.60	1.56	1.95
	Office Equipment	2.20	0.03	-	2.44	1.86	0.17	-	2.03	0.41	0.34
	Computer	4.67	0.08	-	4.76	4.25	0.18	-	4.43	0.33	0.42
	Vehicles (Motor Car)	7.22	-	-	7.22	5.98	0.39	-	6.37	0.86	1.25
	Vehicles (Scooter & Bike)	0.36	-	-	0.36	0.30	0.01	-	0.31	0.05	0.06
	TOTAL (A)	317.01	4.03	-	357.34	135.63	23.72	-	159.36	198.00	181.39
-	Intangible Assets										
5.3	Research and Development	-	20.32	-	20.32	-	-	-	-	20.31	-
	TOTAL (B)	-	20.32	-	20.32	-	-	-	-	20.31	-
5.2	Work In Progress	0.01	36.17	0.01	36.17	-	-	-	-	36.17	0.11
	TOTAL (C)	0.01	36.17	0.01	36.17	-	-	-	-	36.17	0.11
	TOTAL (A + B + C)	317.02	60.52	0.01	413.83	135.63	23.72	-	159.36	254.48	181.50
	Previous Year	262.76	55.26	0.99	317.03	114.44	22.11	0.92	135.63	181.39	151.05

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

Note: 5.2 - Capital work-in-progress

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2022	Additions during the year	Transfer	Balance as at 31 Aug, 2022	Balance as at 1 April - 2022	Depreciation for the year	Transfer	Balance as at 31 Aug, 2022	Balance as at 31 Aug, 2022	Balance as at 31 March, 2022
CWIP	36.71	88.38	-	125.09	-	-	-	-	125.09	36.71
Total	36.71	88.38	-	125.09	-	-	-	-	125.09	36.71

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2021	Additions during the year	Transfer	Balance as at 31 March 2022	Balance as at 1 April - 2021	Depreciation for the year	Transfer	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 31 March, 2021
CWIP	33.74	125.09	122.06	36.77	-	-	-	-	36.77	33.74
Total	33.74	125.09	122.06	36.77	-	-	-	-	36.77	33.74

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2020	Additions during the year	Transfer	Balance as at 31 March, 2021	Balance as at 1 April - 2020	Depreciation for the year	Transfer	Balance as at 31 March, 2021	Balance as at 31 March, 2021	Balance as at 31 March, 2020
CWIP	33.74	125.03	122.06	36.71	-	-	-	-	36.71	33.74
Total	33.74	125.03	122.06	36.71	-	-	-	-	36.71	33.74

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2019	Additions during the year	Transfer	Balance as at 31 March 2020	Balance as at 1 April - 2019	Depreciation for the year	Transfer	Balance as at 31 March 2020	Balance as at 31 March 2020	Balance as at 31 March, 2019
CWIP	-	50.09	13.92	36.17	-	-	-	-	36.17	-
Total	-	50.09	13.92	36.17	-	-	-	-	36.17	-

5.2.1 Details of Capital Work-in-progress (CWIP)

(Rs in Million)

Particulars	Amount in CWIP for a period of				Total					
	Less than 1 year	1-2 years	2-3 years	More than 3 years						
As at 31 Aug 2022										
Projects in progress	-	-	-	-	-	-	-	-	-	
As at 31 March 2022										
Projects in progress	36.71	-	-	-	36.71	-	-	-		
Projects temporarily suspended	-	-	-	-	-					
As at 31 March 2021										

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(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

Projects in progress	33.74	-	-	-	33.74	-	-	-		
Projects temporarily suspended	-	-	-	-	-					
As at 1 April 2020										
Projects in progress	36.17	-	-	-	36.17	-	-	-		
Projects temporarily suspended	-	-	-	-	-					

Note: 5.3 - Intangible assets

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2022	Additions during the year	Disposals	Balance as at 31 Aug, 2022	Balance as at 1 April - 2022	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 Aug, 2022	Balance as at 31 Aug, 2022	Balance as at 31 March, 2022
Intangible assets (Research & Development)	95.15	-	-	95.15	15.17	4.14	-	19.31	75.84	79.98
Total	95.15	-	-	95.15	15.17	4.14	-	19.31	75.84	79.98

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2021	Additions during the year	Disposals	Balance as at 31 March, 2022	Balance as at 1 April - 2021	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 March, 2022	Balance as at 31 March, 2022	Balance as at 31 March, 2021
Intangible assets (Research & Development)	55.43	39.72	-	95.15	4.06	11.11	-	15.17	79.98	51.37
Total	55.43	39.72	-	95.15	4.06	11.11	-	15.17	79.98	51.37

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2020	Additions during the year	Disposals	Balance as at 31 Mar, 2021	Balance as at 1 April - 2021	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 Mar, 2021	Balance as at 31 Mar, 2021	Balance as at 31 March, 2020
Intangible assets (Research & Development)	20.32	35.00	-	55.43	-	4.06	-	4.06	51.37	20.32
Total	20.32	35.00	-	55.43	-	4.06	-	4.06	51.37	20.32

Particulars	Gross block			Accumulated depreciation			Net block			
	Balance as at 1 April, 2019	Additions during the year	Disposals	Balance as at 31 March, 2020	Balance as at 1 April - 2019	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 March, 2020	Balance as at 31 March, 2020	Balance as at 31 March, 2019
Intangible assets (Research & Development)	-	20.32	-	20.32	-	-	-	-	20.32	-
Total	-	20.32	-	20.32	-	-	-	-	20.32	-

Note:

- (i) The Company has elected to measure all its property, plant and equipment at the IGAAP carrying amount i.e. March 31, 2020 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. April 01, 2020.
- (ii) The Title deeds of Immovable Properties are in the name of the Company.
- (iii) The company has not revalued its Property, Plant and Equipment and intangible assets during the year under review.

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 5 Property, Plant & Equipment

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Property Plant and Equipment				
Gross Assets	539.56	536.31	448.60	357.34
Less: Accumulated Depreciaton	(224.17)	(208.38)	(181.41)	(159.35)
Sub Total	315.39	327.93	267.19	197.99
Capitall Work in Progress				
Gross Assets	125.09	36.71	33.74	36.17
Less: Accumulated Depreciaton	-	-	-	-
Sub Total	125.09	36.71	33.74	36.17
Intagible assets				
Gross Assets	95.15	95.15	55.43	20.32
Less: Accumulated Depreciaton	(19.31)	(15.17)	(4.06)	-
Sub Total	75.84	79.98	51.37	20.32
Total	516.32	444.62	352.30	254.48

Note: 6 - Loan

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Unsecured, Considered Good				
Loan Given	38.67	-	4.98	4.98
Total	38.67	-	4.98	4.98

Note: 7 - Other Financial Assets

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Unsecured, Considered Good				
Security Deposits	15.53	12.52	12.52	11.97
Deposits with the Financial Institutions having maturity more than 12 months and given as Security Deposit	3.17	3.17	3.17	3.17
Total	18.70	15.69	15.69	15.14

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Notes forming part of the Restated Financial Information

Note: 8 - Other Non-Current Assets

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Unsecured, Considered Good				
Advance for Capital Expenditure	11.00	11.26	11.00	11.58
Balance with Govt Authorities	15.51	14.55	13.69	13.69
Total	26.51	25.81	24.69	25.27

Note: 9 - Inventories

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Raw materials (In transit Rs Nil) (PY Rs 11,14,84,923 lying at port)	245.73	329.81	169.92	146.46
Work-in-progress	992.63	942.39	898.65	745.49
Finished goods (Inclues Rs 41855882 lying at port) (PY 20745037)	470.34	378.09	236.14	220.12
Stores & Spares	38.92	50.84	43.34	33.24
Packing Material	10.07	11.70	7.20	8.92
Total	1,757.69	1,712.83	1,355.25	1,154.23

Note: 10 - Trade receivables

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
(Unsecured, Considered Good)			-	-
Trade receivables exceeding six months from	36.52	24.83	34.19	60.68
Trade Receivables considered good	403.00	378.06	298.31	578.65
Trade Receivables considered good	439.51	402.89	332.50	639.33
Total	439.51	402.89	332.50	639.33

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 11 - Cash and cash equivalents

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Cash on hand*	3.33	1.85	2.85	1.80
Balances with banks	-	-	-	-
- In Current Account	0.10	0.15	4.52	11.99
- in Margin money Account				
Total	3.43	2.00	7.37	13.79

*Include Cash in Foreign Currencies.

Note: 12 - Bank Balance other than above

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Bank Balance in Fixed Deposit Account against Bank Guarantee and Margin Money	222.70	194.95	180.32	166.08
Total	222.70	194.95	180.32	166.08

Note: 13 - Other Financial Assets

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
(Unsecured, Considered Good)				
Advance Recoverable in cash or in kind or for value to be received	2.87	2.50	2.17	3.82
Derivative Assets	-	0.67	0.19	-
	-	-	-	-
Total	2.87	3.17	2.36	3.82

Note: 14 - Other current assets

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Unsecured, Considered Good				
Advance Recoverable in cash or in kind or for value to be received	0.06	3.34	1.97	1.97
Export Incentive Receivable	140.56	138.35	116.25	52.26
Interest accrued on Fixed Deposits but not due	0.15	0.25	0.51	2.40
Prepaid expenses	11.36	18.42	37.35	33.72
Balance with Government Authorities	0.08	0.24	0.38	6.38
Advance to Suppliers	161.01	126.31	127.32	50.56
Total	313.22	286.91	283.78	147.29

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 15 - Share capital

(Rs. In Million)

Particulars	As at 31-08-2022	As at 31-03-2022
Equity Share Capital		
Opening balance	40.67	40.67
Add: During the year		
Sub Total	41	41
Preference Share Capital		
Opening balance	-	-
Add: During the year		
Sub Total		
Share Forfeiture account		
Opening balance	1.95	1.95
Add: During the year		
Sub Total	1.95	1.95
Total	42.62	42.62

Particulars	As at Aug,2022		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Authorised				
Equity shares of 10 each	5.00	50.00	5.00	50.00
Preference shares of 10 each	3.00	30.00	3.00	30.00
Issued				
Equity shares of 10 each	4.07	40.67	4.07	40.67
Subscribed and Paid Up				
Equity shares of 10 each	4.07	40.67	4.07	40.67
Add : Forfeited shares	0.20	1.95	0.20	1.95

15.1 Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at Aug,2022		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning of the year	4.07	40.67	4.07	40.67
Additions during the year		-		-
Outstanding at the end of the year		40.67		40.67

15.2 Rights, Preferences and Restrictions attached to equity shares

The Company has one class of shares having par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

15.3 Shares held by promoters (Promotor as defined in the Companies Act, 2013)

Promoter name	As at Aug 31,2022	Change during the year	As at March 31, 2022
Vijay R Sanghvi	3.63		3.63
Seema V Sanghvi	0.12	-	0.12
Total	3.75	-	3.75

15.4 Details of shareholders holding more than 5% shares in the Company

Particulars	As at Aug 31, 2022		As at March 31, 2022	
	No. of shares	% Holding in that class of shares	No. of shares	% Holding in that class of shares
Vijay R Sanghvi	3.63	89.19%	3.63	89.09%

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Notes forming part of the Restated Financial Information

Note: 16 - Other Equity

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Securities premium			-	-
Opening balance	27.42	27.42	27.42	27.42
Addition / (Utilization) during the Year	-	-	-	-
Sub Total	27.42	27.42	27.42	27.42
Other Comprehensive Income				
Opening balance	0.56	(0.32)	0.11	-
Add: Profit for the year	-	0.88	(0.43)	0.11
Sub Total	0.56	0.56	-0.32	0.11
Retain Earning				
Opening balance	590.47	495.10	440.51	368.51
Add: Profit for the year	89.26	95.37	54.59	72.00
Less:				
Sub Total	679.73	590.47	495.10	440.51
Total	707.71	618.45	522.20	468.04

Nature and purpose of Other Equity

Security Premium

The amount received in excess of face value of the equity shares, in relation to issuance of equity, is recognised in Securities Premium Reserve and can be utilised in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings are the profits that the Company has earned till date. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Note: 17 - Borrowings

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Preference Share (secured)				
9% Non-cumulative Redeemable preference share	10.53	10.53	9.66	8.86
Sub Total	10.53	10.53	9.66	8.86
Term loans (Secured)				
With Bank				
UCO Bank	21.70	21.85	2.43	-
Bandhan Bank	94.53	43.32	-	-
With Financial Institutions				
Reliance Capital Ltd	-	-	-	1.63
Tata Financial Capital Service Ltd	0.99	1.20	8.63	16.42
Edelweiss Capital Ltd	2.86	2.87	4.82	6.29
Sub Total	120.08	69.24	15.88	24.34
Other loans and advances (Unsecured)				
Financial Institutions	129.77	129.77	101.63	160.73
From Directors & Shareholders	96.53	96.53	96.53	96.00
Sub Total	226.30	226.30	198.16	256.73
Total	356.91	306.07	223.70	289.93

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Notes forming part of the Restated Financial Information

17 Nature of security, Rate of Interest and Terms of Repayment

UCO BANK :Term Loan secured against second charge with existing credit facility and personal gaurantee of Shri Vijay Sanghvi. Repayment Schedule for 1st Term Loan 24 monthly installments of Rs 2100000 including 6 month moratorium period (commencing from 30.11.2020) and 2st Term Loan 72 monthly installments Rs 452084 including 24 month moratorium period. (commencing from 31-03-2024)

BANDHAN BANK : Term Loan secured against second charge with existing credit facility and personal gaurantee of Shri Vijay Sanghvi. Repayment Schedule for 1st Term Loan 60 monthly installments of Rs 618750 including 12 month moratorium period (commencing from 31.10.2022) and 2st Term Loan 60 monthly installments Rs 589600 including 12 month moratorium period. (commencing from 31-10-2022)

Reliance Capital Ltd: Secured against hypothecation of machinery to be purchased against the Loan and also secured by way of Personal Gaurantee of the Directors of the company. Repayment Schedule : 55 Monthly installments of Rs 257203/- (including interest) commencing from 01.05.2017)

Tata Fianncial Capital Service Ltd: Secured against hypothecation of Equitment to be purchased under the agreement and also secured by way of Personal Gaurantee of the Directors of the company Shri Vijay R Sanghvi Repayment Schedule :63 Monthly installments of Rs 91850/- (excluding interest) commencing from 25.04.2018)

Repayment Schedule : 62 Monthly installments of Rs 80430/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 62 Monthly installments of Rs 40120/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 58 Monthly installments of Rs 15145/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 60 Monthly installments of Rs 41935/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 57 Monthly installments of Rs 12150/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 54 Monthly installments of Rs 33627/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 55 Monthly installments of Rs 60076/- (excluding interest) commencing from 24.04.2019)

Repayment Schedule : 51Monthly installments of Rs 212297(excluding interest) commencing from 25.01.2019)

Repayment Schedule : 50 Monthly installments of Rs 73530/- (excluding interest) commencing from 24.04.2019)

Edelweiss Capital Ltd: Secured against hypothecation of Equitment to be purchased under the agreement and also secured by way of Personal Gaurantee of the Directors of the company Shri Vijay R Sanghvi .

Repayment Schedule :72 Monthly installments of Rs 209537/- (including interest) commencing from 25.04.2018)

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Notes forming part of the Restated Financial Information

Note: 18 - Deferred tax liabilities (net)

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Deferred Tax Liabilities				
Opening balance	32.21	22.46	13.16	3.74
Add: During the year	-0.10	9.75	9.30	9.42
Closing Balance	32.11	32.21	22.46	13.16
Deferred Tax Assets				
Opening balance	(0.55)	(0.63)	(0.34)	-
Add: During the year		0.09	(0.30)	(0.34)
Closing Balance	(1.74)	(0.55)	(0.63)	(0.34)
Total	30	32	22	13

18.1 Movement in deferred tax assets and liabilities

For the year ended on March 31, 2022

(Rs in Million)

Particulars	As at April 1, 2021	Credit/(charg e) in the Statement of Profit and Loss	Credit/(char ge) in Other Comprehen sive Income	As at March 31, 2022
Deferred tax (Assets) / liabilities				
Property, Plant and Equipme	20.15	30.17	-	30.17
Financial instruments	2.31	2.03	-	2.03
Employee Benefit	(0.63)	(0.83)	0.30	(0.53)
Total	21.83	31.37	0.30	31.67

For the year ended on March 31, 2021

(Rs in lakhs)

Particulars	As at 31st March, 2020	Credit/(charg e) in the Statement of Profit and Loss	Credit/(char ge) in Other Comprehen sive Income	As at March 31, 2021
Deferred tax (Assets) / liabilities				
Property, Plant and Equipme	10.42	20.15	-	20.15
Financial instruments	2.74	2.31	-	2.31
Employee Benefit	(0.34)	(0.78)	0.14	(0.63)
Total	12.82	21.68	0.14	21.83

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Notes forming part of the Restated Financial Information

Reconciliation of the tax expense (i.e., current tax and deferred tax) amount considering the enacted Income tax rate and effective Income tax rate of the Company is as follows:

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Profit before tax for the year	110.65	134.51	95.92	102.47
Tax rate	25.17%	25.17%	25.17%	25.17%
Expected Income Tax Expense	27.85	33.85	24.14	25.79
Adjustments				
Non-deductible expenses for tax purposes	-	(0.10)	0.89	0.35
Tax pertaining to prior years	-	3.61	11.93	0.27
Tax effect on account of timing difference	1.30	9.54	9.15	3.76
Others (Net)	(7.75)	(7.75)	(4.77)	0.31
Total Income Tax expense	21.40	39.15	41.34	30.48

Note: 19 - Borrowings

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Secured				
Current maturities of long-term debt				
Andhra Bank Ltd	-	-	-	27.30
UCO Bank	-	4.59	24.80	-
Bandhan Bank	6.04	7.25	-	-
Reliance Capital Ltd	-	-	1.85	1.53
Tata Financial Capital Service Ltd	4.33	7.34	7.85	6.49
Edelweiss Capital Ltd	1.17	1.95	1.64	1.17
From banks: Working Capital	510.20	510.50	388.63	319.32
Unsecured				
From Banks	-	-	-	-
Buyer's Credit	280.28	62.24	225.37	4.17
LC Bill Discounted	860.60	991.55	630.22	709.22
From Directors & Shareholders	20.41	14.80	0.90	36.73
Current maturities of long-term debt (Unsecured)				
Financial Institutions	-	0.98	2.64	1.17
Total	1,683.03	1,601.20	1,283.90	1,107.07

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****Working Capital :**

Secured against the Hypo. Of Company's Stock & Raw material, Work-in-progress and finished goods & Book debts. Secured against Second charge over Company's Land, Building and other immovable assets located at E-77 , GIDC-Savli (Manjusar), Dist Baroda and First charge over Company's Stock & Raw material, Work-in-progress and finished goods & Book debts. Also, secured against first charge over residential property of Director Shri Vijay Sanghvi located at 20, Vijay Society-I, New Khanderao Road, Vadodara.& also Secured by way of Hypothecation of Key man Insurance of Shri Vijay Sanghvi & also Personal Guarantee of Directors)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Total Outstanding dues of Micro and Small Enterprise				
Total Outstanding dues of creditors other than Micro and small Enterprise (Refer Note No 50)	381.51	412.69	357.71	364.35
Total	381.51	412.69	357.71	364.35

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information**20.1 Trade Payables - Total outstanding dues of Micro & Small Enterprises****(Rs in Million)**

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal			-	-
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.			-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006			-	-
d) Interest accrued and remain unpaid as at year end			-	-
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises			-	-

*Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

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Notes forming part of the Restated Financial Information**Note: 21 - Other Financial Liabilities****(Rs in Million)**

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Security Deposit	-	-	0.10	0.10
Interest accrued and due	-	3.35	-	0.23
Total	-	3.35	0.10	0.33

Note: 22 - Other Current Liabilities**(Rs in Million)**

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Statutory liabilities	2.42	10.72	22.35	3.03
Advance from customers	77.70	22.42	49.48	57.19
	-	-	-	-
Total	80.12	33.14	71.83	60.22

Note: 23 - Current Tax Liabilities (Net)**(Rs in Million)**

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Provision for tax (net of advance tax & TDS)	38.09	19.92	17.69	46.32
Total	38.09	19.92	17.69	46.32

Note: 24 - Short-Term Provisions**(Rs in Million)**

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Provision for Employee Benefits	6.92	2.18	2.52	1.33
Provision for Expenses	12.33	17.63	15.14	31.34
Total	19.25	19.81	17.66	32.67

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Notes forming part of the Restated Financial Information

Note: 25 - Revenue from operations

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
(A) Sale of products				
Domestic	1,302.36	3,431.72	3,041.76	2,428.89
Export	393.13	837.05	552.95	540.06
			-	-
Sub total - A	1,695.49	4,268.77	3,594.71	2,968.95
(B) Other Operating Income				
Income from Job Work	0.04	0.61	1.92	0.25
Sub total - B	0.04	0.61	1.92	0.25
Total (A+B)	1,695.53	4,269.38	3,596.63	2,969.20

25.1 - Disaggregation of Revenue from Contracts with Customers:

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Geographical Disaggregation:				
Revenues within India	1,302.36	3,431.72	3,041.76	2,428.89
Revenues outside India	393.13	837.05	552.95	540.06
Total Revenue from Operations	1,695.49	4,268.77	3,594.71	2,968.95
Timing of revenue recognition				
At a point in time	1,695.53	4,269.38	3,596.64	2,969.20
Total Revenue from Operations	1,695.53	4,269.38	3,596.64	2,969.20

Contract balances:

Receivables, contracts assets and contract liabilities from contracts with customers:

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Contract assets		-	-	
Trade Receivables (Refer Note 10)	439.51	402.89	332.50	639.33
Contract liabilities		-		-
Advances from customers (Refer Note 22)	77.70	22.42	49.48	57.19

Note: 26 - Other income

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Interest Income	3.56	10.35	12.44	11.46
Net gain on account of foreign exchange flunuation	(0.17)	4.86	30.89	8.65
Debit/credit Balance Written Off / Written Back A/c	(0.01)	0.04	0.55	0.04
Gain/(loss) on sale of property, plant and equipment	0.15	0.09	-	-
	-	-	-	-
Total	3.53	15.34	43.88	20.15

i) Interest income includes income from financial assets measured at Amortized Cost 10.348 Million (2020-21: 12.438 Million)

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Note: 27 - Cost of materials consumed

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Opening stock	329.81	169.92	146.46	169.99
Add: Purchases	1,426.90	3,895.11	3,248.01	2,551.43
	1,756.71	4,065.03	3,394.47	2,721.42
Less: Closing stock	(245.73)	(329.81)	(169.92)	(146.46)
Total	1,510.98	3,735.22	3,224.55	2,574.96

Note: 28 - Changes in inventories of finished goods, work-in-progress and stock-in-trade

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Inventories at the end of the year:				
Finished goods	470.34	378.09	236.14	220.12
Work-in-progress	992.63	942.39	898.65	745.49
Sub Total (A)	1,462.97	1,320.48	1,134.79	965.61
Inventories at the beginning of the year:				
Finished goods	378.09	236.14	220.12	238.72
Work-in-progress	942.39	898.65	745.49	562.66
Sub Total (B)	1,320.48	1,134.79	965.61	801.38
Net (increase) / decrease (A-B)	(142.49)	(185.69)	(169.18)	(164.23)

Note: 29 - Employee benefits expenses

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Salaries and wages	25.47	72.79	60.75	62.54
Contribution to Provident and Other Funds	0.72	2.17	0.81	2.21
Gratuity	-	0.91	2.72	0.99
Leave Encashment	0.13	0.43	0.70	0.73
Staff Welfare Expenses	0.59	1.75	4.62	2.84
Total	26.91	78.05	69.60	69.31

Note: 30 - Finance costs

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Interest expense on:				
Term Loan	2.37	3.29	2.26	0.28
Working Capital	14.29	40.54	34.12	19.18
Unsecured Loan	4.13	20.53	29.25	28.57
Secured Loan	0.72	3.02	4.79	8.59
	-	-	-	-
Interest Expense	-	-	-	-
Bank and Other Borrowings	21.51	67.38	70.43	56.63
Others	3.78	27.87	17.14	64.66
Interest on Bill Discounting	3.71	27.42	16.93	64.55
Interest Others	0.07	0.44	0.20	0.12
	-	-	-	-
Unwinding of Interest on Financial Liabilities carried at Amortized Cost	-	0.87	0.80	0.73
	-	-	-	-
Other Financial Charges	10.63	20.60	32.16	17.47
Total	35.92	116.72	120.53	139.49

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Note: 31 - Depreciation expenses

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Depreciation on property, plant and equipment	15.79	28.26	22.67	23.72
Amortisation on Intangible Assets	4.14	11.11	4.06	-
Total	19.93	39.37	26.73	23.72

Note: 32 - Other expenses

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Manufacturing and other Expense			-	
Stores & Spares Consumed				
Op. Stock	50.84	43.34	33.24	30.22
Add : Purchase Store	24.95	87.54	78.04	53.83
	75.79	130.88	111.28	84.05
Less : Cl. Stock	(38.92)	(50.84)	(43.34)	(33.24)
Sub-Total	36.87	80.04	67.94	50.81
Packing Material Consumed				
Op. Stock	11.70	7.20	8.92	9.92
Add :- Purchase Packing	5.42	16.37	7.38	7.68
	17.12	23.57	16.30	17.60
Less : Cl. Stock	(10.07)	(11.70)	(7.20)	(8.92)
Sub-Total	7.05	11.87	9.10	8.68
Repairs and maintenance - Machinery	1.19	1.36	0.34	0.57
Repairs and maintenance - Building	-	0.55	0.05	0.16
Repairs and maintenance - Others	0.41	2.50	2.73	2.61
Electricity expenses	23.70	72.74	53.49	57.39
Labour charges	23.91	73.12	60.67	61.66
Sub-Total	49.21	150.27	117.28	122.39
Rent, Rates and Tax	7.15	16.62	12.35	10.77
Printing & Stationery	0.27	0.59	0.36	0.50
Selling & Distribution Expenses	27.37	71.95	12.78	26.28
	-	-	-	-
Factory Expenses	1.10	3.82	27.35	6.07
	-	-	-	-
Insurance Expense	1.95	2.60	2.43	2.49
Travelling, Conveyance and Vehicle Expenses	1.87	4.54	3.33	4.10
Postage & Telephone expenses	0.18	0.47	0.43	0.73
Legal & Professional expenses	2.21	13.71	11.59	5.66
General Expenses	1.52	7.62	4.73	4.99
Loss on Sale of Vehicle	-	-	-	-
Net loss on account of foreign exchange fluntuation	-	-	-	-
Donation Expenses	-	-	-	-
Provision of Doubtful Debts	-	-	-	-
Corporate Social Responsibility (CSR) Expenses	0.24	2.05	2.46	-
Sub-Total	43.86	123.97	77.81	61.59
Payments to the auditors comprises (net of service tax input credit, where applicable):			-	
As auditors - statutory audit/Tax Audit fees	0.17	0.40	0.20	0.20
- Taxation Matters			-	-
- Management Services			-	-
- Company Law Matters			-	-
- Certification fees & Other Services			-	-
- Reimbursement of Expenses			-	-
Sub-Total	0.17	0.40	0.20	0.20
Total	137.16	366.55	272.33	243.67

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Notes forming part of the Restated Financial Information

Note: 33 - Tax expense:

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Current tax expense for current year	20.10	26.00	20.25	26.45
Current tax expense relating to prior years	-	3.61	11.93	0.27
Deferred tax	-	9.54	9.15	3.76
Total	20.10	39.15	41.33	30.48

Note: 34 - A (i) Items that will not be reclassified to profit or loss

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Re-measurement of defined benefit plans / Obligations	-	(1.18)	(0.58)	0.15
Income tax relating to items that will not be reclassified to profit or Loss	-	0.30	0.14	(0.04)
Total	-	(0.88)	(0.44)	0.11

Note: 35 - Earnings per share for continued operation

(Rs in Million)

Particulars	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Basic & Diluted EPS				
Computation of Profit (Numerator)				
(i) Profit after tax	89.26	95.37	54.59	71.95
(ii) Add:			-	
(iii) Profit for the year for diluted EPS	89.26	95.37	54.59	71.95
Weighted Average Number of Shares (Denominator)				
Weighted average number of Equity shares used for calculation of basic earnings per share	4.07	4.07	4.07	4.07
Add:			-	
Weighted average number of Shares for computing Diluted Earnings Per Share	4.07	4.07	4.07	4.07
Earnings Per Share (Rs. per Equity Share of Rs. 10/- each)				
Basic	21.93	23.43	13.41	17.68
Diluted	21.93	23.43	13.41	17.68

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Notes forming part of the Restated Financial Information**36 Contingent Liabilities****(Rs in Million)**

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Disputed claims (excluding interest, if any) in respect of				
Income Tax	101.11	38.77	7.19	7.19
Sales Tax	26.07	19.66	20.04	17.57
Cestat	17.05	-	-	-
Civil	1.28	-	-	-
Capital Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	9.57	11.12	11.00	11.00
Total	155.08	69.55	38.23	35.76

(i) It is not practical for the company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

(ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities applicable, in its financial statements. The company does not expect the outcomes of these proceedings to have materially adverse affect on its financial results.

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Notes forming part of the Restated Financial Information**37 Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the achievement of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Net debt includes interest bearing borrowings including lease obligations less cash and cash equivalents, other bank balances.

The table below summarises the capital, net debt and net debt to equity ratio of the Company.

(Rs in Million)

Particulars	As at 31-08-2022	As at 31-03-2022	As at 31-03-2021	As at 31-03-2020
Equity Share Capital	42.62	42.62	42.62	42.62
Other Equity	707.71	618.45	522.20	468.04
Total Equity	750.33	661.07	564.82	510.66
Interest-bearing loans and borrowings	2,039.94	1,907.27	1,507.60	1,397.04
Less: cash and cash equivalent	3.43	2.00	7.37	13.79
Less: Other bank Balances	222.70	194.95	180.32	166.08
Net Debt	1,813.81	1,710.32	1,319.91	1,217.17
Gearing Ratio	2.42	2.59	2.34	2.38

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Notes forming part of the Restated Financial Information**38 Employee Benefits****38.1 Defined Contribution Plans**

Details of amount recognized as expenses during the year for the defined contribution plans.

Particulars	(Rs. In Million)			
	AUG-22	2021-22	2020-21	2019-20
Contribution to Provident Funds	0.72	2.17	2.03	2.07
Contribution to ESIC	0.06	0.13	0.11	0.13
Contribution to Labour welfare fund	-	-	-	-
Total	0.78	2.30	2.14	2.20

38.2 Defined Benefit Plan - Gratuity**Information about the characteristics of defined benefit plan**

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Past Service Years
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of Rs. 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

38.3 The company is responsible for the governance of the plan.

38.4 Risk to the Plan

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

A Interest rate risk:

A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.
A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

B Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

C Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

D Asset Liability Matching Risk:

The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

E Mortality risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

F Concentration Risk:

Plan is having a concentration risk as all the assets are invested with the insurance company

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Notes forming part of the Restated Financial Information

38.5 Reconciliation of defined benefit obligations

(Rs. In Million)

Particulars	31st Aug 22	2021-22	2020-21	2019-20
Defined benefit obligations as at beginning of the year	2.12	2.52	1.33	0.73
Current service cost	0.72	0.72	0.72	0.72
Interest cost	0.09	0.17	0.09	0.17
Expense recognized in OCI	-	(1.18)	0.58	(0.15)
Actuarial Loss/(Gain) due to change in financial assumptions	-	-	-	-
Actuarial Loss/(Gain) due to change in demographic assumptions	-	-	-	-
Actuarial Loss/(Gain) due to experience adjustment for plan liabilities	-	-	-	-
Benefits Paid	-	(0.11)	(0.20)	-
Defined benefit obligations as at end of the year	2.93	2.12	2.52	1.47

38.6 Reconciliation of Plan Assets

(Rs. In Million)

Particulars	31st Aug 22	2021-22	2020-21	2019-20
Plan Asset as at beginning of the year	0.46	-	7.35	7.03
Interest Income	0.31	0.52	0.51	0.55
Return on plan assets excluding interest income	(0.03)	(0.06)	(0.10)	(0.04)
Contributions by employer	-	0.11	0.20	-
Benefits paid	(0.05)	(0.11)	(0.38)	(0.19)
Plan Asset as at end of the year	0.69	0.46	7.58	7.35

38.7 Funded Status

(Rs. In Million)

Particulars	As at			
	Aug 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Present Value of Benefit Obligation at the end of the Period	(10.92)	(10.16)	(10.10)	(8.69)
Fair Value of Plan Assets at the end of the Period	8.13	8.04	7.58	7.35
Funded Status / (Deficit)	(2.79)	(2.12)	(2.52)	(1.34)

38.8 Net amount Charged to Statement of Profit and Loss for the period

(Rs. In Million)

Particulars	Aug 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Current service cost	0.72	0.72	0.72	0.72
Net Interest cost	0.09	0.17	0.09	0.17
Net amount recognized Statement of Profit and Loss	0.81	0.89	0.81	0.89

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Notes forming part of the Restated Financial Information

38.9 Net amount Recognized to Other Comprehensive Income for the period

(Rs. In Million)

Particulars	Aug 31,2022	March 31, 2022	March 31, 2021	March 31, 2020
Actuarial (Gains)/Losses on Obligation For the Period	(0.62)	(1.23)	0.48	(0.18)
Return on plan assets excluding interest income	0.03	0.06	0.10	0.04
Amounts recognized in Other Comprehensive Income	(0.59)	(1.17)	0.58	(0.14)

38.10 Actuarial Assumptions

Particulars	Aug 31,2022	March 31, 2022	March 31, 2021	March 31, 2020
Expected Return on Plan Assets	7.42%	7.23%	6.89%	7.79%
Discount Rate	7.42%	7.23%	6.89%	7.79%
Salary Growth Rate	6.00%	6.00%	6.00%	7.00%
Rate of Employee Turnover	2.00%	2.00%	2.00%	2.00%

38.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation

31.08.2022

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
		(Rs. In Million)	%	(Rs. In Million)	%
Discount Rate	+/- 1.00%	(0.81)	-8%	1.04	10%
Salary Growth Rate	+/- 1.00%	1.10	11%	(0.97)	-10%
Rate of Employee Turnover	+/- 1.00%	0.10	1%	(0.11)	-1%

38.12 Maturity Profile of the Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date of F

For the Year ended on Aug 31, 2022	(Rs. In Million)	%
1st Following Year	0.47	0.20%
2nd Following Year	0.33	0.14%
3rd Following Year	0.28	0.12%
4th Following Year	0.92	0.39%
5th Following Year	0.29	0.12%
Sum of Years 6 To 10	4.04	1.70%
Sum of Years 11 and above	17.41	7.33%
	237.55	9.99%

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Deferred Tax Working

Particulars	As at 31-08-2022		As at 31-03-2022			As at 31-03-2021			As at 31-03-2020			
	Amount	Rate	Amount	Amount	Rate	Amount	Amount	Rate	Amount	Rate	Amount	
Deferred Tax Liabilities / (Assets)												
a) Depreciation Difference												
Net Block as per Co. Act												
Tangible	301,785,641			314,330,951			253,584,503			184,390,839		
Intangible	75,842,000			79,980,790			51,365,663			20,318,666		
Net Block as per Co. Act	377,627,641			394,311,740			304,950,166			204,709,505		
Net Block as per Income Tax	257,674,369			274,419,143			224,876,226			163,301,212		
Difference	119,953,272	25.168%	30,189,839	119,892,597	25.168%	30,174,569	80,073,940	25.168%	20,153,009	41,408,293	25.168%	10,421,639
Depreciation Difference (a)			30,189,839			30,174,569			20,153,009			10,421,639
b) Fair Value of Financial Instruments												
Adjustment / Amortization of Processing Fees	33,887	25.168%	8,529	111,258	25.168%	28,001	328,360	25.168%	82,642	1,232,480	25.168%	310,191
Adjustment for Preference Share	7,576,839	25.168%	1,906,939	7,971,652	25.168%	2,006,305	8,840,965	25.168%	2,225,094	9,638,500	25.168%	2,425,818
			1,915,467			2,034,307			2,307,736			2,736,008
c) Section 43B of Income Tax Act												
Gratuity	(6,916,123)	25.168%	(1,740,650)	(2,181,565)	25.168%	(549,056)	(2,521,154)	25.168%	(634,524)	(1,333,202)	25.168%	(335,540)
Section 43B (C)		25.168%	(1,740,650)		25.168%	(549,056)	(2,521,154)	25.168%	(634,524)	(1,333,202)	25.168%	(335,540)
Net Deferred Tax Liability / (Asset) (A + B + C)			30,364,657			31,659,819	(2,521,154)		21,826,221	(1,333,202)		12,822,107
Balance as per last Balance sheet			31,659,819			21,826,221			12,822,107			9,029,896
To be provided in Current Financial Year (Including OCI)			1,295,162			9,833,599			9,004,114			3,792,211

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Notes forming part of the Restated Financial Information

10.1 Ageing of Trade Receivables

(Rs in Million)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 AUG 2022							
Undisputed Trade Receivables – considered good	403.00	17.60	12.39	0.93	-	5.60	439.52
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	403.00	17.60	12.39	0.93	-	5.60	439.52
As at 31 March 2022							
Undisputed Trade Receivables – considered good	322.51	49.40	15.68	9.70	-	5.60	402.89
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	322.51	49.40	15.68	9.70	-	5.60	402.89
As at 31 March 2021							
Undisputed Trade Receivables – considered good	173.16	95.65	17.30	36.66	9.74	-	332.50
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	173.16	95.65	17.30	36.66	9.74	-	332.50
As at 31 March 2020							
Undisputed Trade Receivables – considered good	518.82	119.28	0.37	-	0.87	-	639.33
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	518.82	119.28	0.37	-	0.87	-	639.33

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Notes forming part of the Restated Financial Information

20.1 Ageing of Trade Payable

(Rs in Million)

Particulars	Not Due	Outstanding for following periods from due date of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 Aug 2022						
MSME						-
Others	270.01	90.10	17.46	2.32	1.63	381.51
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	270.01	90.10	17.46	2.32	1.63	381.51
As at 31 March 2022						
MSME						-
Others	288.65	113.31	1.54	3.19	6.00	412.69
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	288.65	113.31	1.54	3.19	6.00	412.69
As at 31 March 2021						
MSME					-	-
Others	233.60	109.45	5.51	7.43	1.72	357.71
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	233.60	109.45	5.51	7.43	1.72	357.71
As at 31 March 2020						
MSME					-	-
Others	292.86	62.52	5.33	3.64	-	364.35
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	292.86	62.52	5.33	3.64	-	364.35

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

39 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

A Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

i Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

Particulars	(In ` Million)				
	Aug 31, 2022		March 31, 2022	March 31, 2021	March 31, 2020
Liability					
Term Loans	249.85		199.02	117.51	185.07
Working Capital Loan - from Banks (Including Interest Accrued thereon)	521.75		535.97	427.40	357.22
	771.60		734.99	544.91	542.29
Particulars	Impact on Profit and Loss after Tax				
	Aug 31, 2022		March 31, 2022	March 31, 2021	March 31, 2020
Interest Rate increase by 0.50 basis point	2.89		2.75	1.88	1.87
Interest Rate decrease by 0.50 basis point	(2.89)		(2.75)	(1.88)	(1.87)

ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

Particulars	Currency	(In ` Million)			
		Aug 31,2022	March 31, 2022	March 31, 2021	March 31, 2020
Financial Assets					
Trade Receivables	USD	8.58	0.11	0.01	0.23
	EURO	2.75	0.30	0.16	0.04
	INR	-	33.56	14.04	20.66
Financial Liabilities					
Trade Creditors	USD	105.25	-	0.09	0.08
	INR	-	-	6.78	6.03
Net Asset/(Liability)					
USD in INR		577.40	8.64	(5.67)	11.02
EURO in INR		219.86	25.21	13.29	3.32

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Notes forming part of the Restated Financial Information

Sensitivity Analysis

(In ` Million)

Particulars		Impact on profit / loss before tax			
		Aug 31,2022	March 31, 2022	March 31, 2021	March 31, 2020
INR / USD rate changes favourably by 2%		11.55	0.17	(0.11)	0.22
INR / USD rate changes unfavourably by 2%		(11.55)	(0.17)	0.11	(0.22)
INR / EURO rate changes favourably by 2%		4.40	0.50	0.27	0.06
INR / EURO rate changes unfavourably by 2%		(4.40)	(0.50)	(0.27)	(0.06)

B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.

The following are the contractual maturities of financial liabilities

(In ` Million)

As at Aug 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years		> 5 years
Borrowings	3,612.44	1,591.38	147.03	163.32		1,710.71
Trade Payables	3,815.06	3,815.06	-	-		-
Other Financial Liabilities	-	-	-	-		-
	7,427.50	5,406.44	147.03	163.32		1,710.71

(In ` Million)

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years		> 5 years
Borrowings	1,907.28	1,591.38	147.03	163.32		5.55
Trade Payables	412.69	412.69	-	-		-
Other Financial Liabilities	3.35	3.35	-	-		-
	2,323.32	2,007.42	147.03	163.32		5.55

(In ` Million)

As at March 31, 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years		> 5 years
Borrowings	1,507.59	1,283.90	113.35	100.90		9.44
Trade Payables	357.71	357.71	-	-		-
Other Financial Liabilities	0.10	0.10	-	-		-
	1,865.40	1,641.71	113.35	100.90		9.44

(In ` Million)

As at March 31, 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years		> 5 years
Borrowings	1,397.04	1,107.11	171.55	109.52		8.86
Trade Payables	412.69	412.69	-	-		-
Other Financial Liabilities	0.33	0.33	-	-		-
	1,810.06	1,520.13	171.55	109.52		8.86

RATNAVEER PRECISION ENGINEERING LIMITED**(Formerly Known As RATNAVEER METALS LIMITED)****Notes forming part of the Restated Financial Information****C Credit Risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

Credit risk arising from cash and cash equivalent and other financial assets is limited due to sound receivable management of the Company.

The maximum exposure to the credit risk at the reporting date from trade receivables after the provision of Allowance for Credit Loss is as under :

(In ` Million)

Particulars	Aug 31, 2022		March 31, 2022	March 31, 2021	March 31, 2020
Trade Receivable	439.514		402.89	332.50	639.33

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Notes forming part of the Restated Financial Information

40 Financial Instruments

Disclosure of Financial Instruments by Category

As at Aug 31, 2022

(In ` Million)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment		-	-	-	-	-
Other Financial Assets	7 & 13	-	-	18.70	18.70	18.70
Trade Receivables	0	-	-	439.51	439.51	439.51
Cash and Cash Equivalents	11 & 12	-	-	226.13	226.13	226.13
Loans	6	-	-	-	-	-
Total Financial Assets		-	-	684.34	684.34	684.34
Financial liability						
Borrowings	17 & 19	-	-	1,712.83	1,712.83	1,712.83
Trade Payables	0	-	-	3,088.87	3,088.87	3,088.87
Other Financial Liabilities	0	-	-	-	-	-
Total Financial Liabilities		-	-	4,801.70	4,801.70	4,801.70

40 Financial Instruments

Disclosure of Financial Instruments by Category

As at March 31, 2022

(In ` Million)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment		-	-	-	-	-
Other Financial Assets	7 & 13	0.67	-	18.19	18.86	18.86
Trade Receivables	10	-	-	402.89	402.89	402.89
Cash and Cash Equivalents	11 & 12	-	-	196.95	196.95	196.95
Loans	6	-	-	-	-	-
Total Financial Assets		0.67	-	618.03	618.70	618.70
Financial liability						
Borrowings	17 & 19	-	-	1,907.28	1,907.28	1,907.28
Trade Payables	20	-	-	412.69	412.69	412.69
Other Financial Liabilities	21	-	-	3.35	3.35	3.35
Total Financial Liabilities		-	-	2,323.32	2,323.32	2,323.32

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Notes forming part of the Restated Financial Information

As at March 31, 2021

(In ` Million)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	-	-	-	-	-	-
Other Financial Assets	7 & 13	0.19	-	17.86	18.05	18.05
Trade Receivables	10	-	-	332.50	332.50	332.50
Cash and Cash Equivalents	11 & 12	-	-	187.69	187.69	187.69
Loans	6	-	-	4.98	4.98	4.98
Total Financial Assets		0.19	-	543.03	543.22	543.22
Financial liability						
Borrowings	17 & 19	-	-	1,507.58	1,507.58	1,507.58
Trade Payables	20	-	-	357.71	357.71	357.71
Other Financial Liabilities	21	-	-	0.10	0.10	0.10
Total Financial Liabilities		-	-	1,865.39	1,865.39	1,865.39

As at March 31, 2020

(In ` Million)

Financial Instruments by categories	Referen ce Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	-	-	-	-	-	-
Other Financial Assets	7 & 13	-	-	18.96	18.96	18.96
Trade Receivables	10	-	-	639.33	639.33	639.33
Cash and Cash Equivalents	11 & 12	-	-	179.87	179.87	179.87
Loans	6	-	-	4.98	4.98	4.98
Total Financial Assets		-	-	843.14	843.14	843.14
Financial liability						
Borrowings	17 & 19	-	-	1,397.04	1,397.04	1,397.04
Trade Payables	20	-	-	364.35	364.35	364.35
Other Financial Liabilities	21	-	-	0.33	0.33	0.33
Total Financial Liabilities		-	-	1,761.72	1,761.72	1,761.72

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

41 Fair Value Measurement of Financial Asset and Financial Liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

(In ` Million)

Particulars	Level 1	Level 2	Level 3	Total
As at Aug 31, 2022				
Financial Assets				
Derivative financial Assets	-	-	-	-
Total	-	-	-	-
As at March 31, 2022				
Financial Assets				
Derivative financial Assets	-	0.67	-	0.67
Total	-	0.67	-	0.67
As at March 31, 2021				
Financial Assets				
Derivative financial Assets	-	0.19	-	0.19
Total	-	0.19	-	0.19

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

42 Additional Regulatory Information - Analytical Ratios

Particulars	Numerator	Denominator	31st Aug 2022	31st Aug 2022	31st March 2022	31st March 2021	31st March 2020	Variation	Reasons
Current Ratio	Current Assets	Current Liabilities	2,201,998,559	1.24	1.25	1.24	1.32	0.75%	
Debt Equity Ratio	Borrowings	Share Holder's Equity	707,707,902	2.38	2.89	2.67	2.74	8.09%	
Debt Service Coverage Ratio	Earnings available for debt Service (Refer Note i below)	Debt Service	11,545,465	14.41	13.14	6.27	7.05	109.44%	Due to improvement in operational margins
Return on Equity (ROE):	Net Profit after Taxes	Average Shareholder's Equity	705,700,775	12.65%	15.56%	10.15%	15.02%	53.27%	Due to improvement in operational margins
Inventory Turnover Ratio	Cost of Material Consumed + Changes in WIP/ FG	Average Inventory	1,735,265,151	0.79	2.31	2.44	3.22	-4.98%	Due to increase in average inventory
Trade receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	421,202,548	4.03	11.61	7.40	5.37	56.87%	Due to efficiency in receivable management
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	397,096,079	3.97	11.30	9.97	9.73	13.35%	
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	537,436,748	3.15	8.33	8.71	5.78	-4.43%	
Net Profit Ratio	Net Profit	Revenue from Operations	1,695,532,543	5.26%	2.23%	1.52%	2.42%	47.17%	Improvement in margin followed by optimum utilization of resources and increase in capacity utilization
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	2,820,637,987	5.20%	9.66%	10.34%	12.60%	-6.51%	

Note i: Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

Note: 43 - First time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020. Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A Optional Exemptions availed

(a) Deemed Cost - Previous GAAP carrying amount

The company has elected to continue with the carrying value for all of Property, Plant and Equipment and Intangible Assets as recognised in its Indian GAAP financial as deemed cost at the transition date.

B Applicable Mandatory Exceptions

(a) Estimates

Estimates in accordance with Ind AS at the transition date will be consistent with estimates made for the same date in accordance with IGAAP (after adjustments to reflect any difference in Accounting Policies) unless there is objective evidence that those estimates were in error.

(b) Derecognition of financial assets and financial liabilities

The Company has elected to apply the derecognition principles of Ind AS 109 prospectively.

(c) Classification and measurement of financial instrument

As required under Ind AS 101 the Company has assessed the classification and measurement of financial assets on the basis of the facts and

C Transition to Ind AS - Reconciliations

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS:

- i) Reconciliation of Balance sheet as at March 31, 2021 and April 01, 2020:
- ii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2021:
- iii) Reconciliation of Total Equity as on March 31, 2021 and March 31, 2020
- iv) Adjustments to Statement of Cash Flows

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The re-grouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

44 List of Related Parties & Relationship:

Sr. No.	Particulars	Name of the Related Parties
1	Key Managerial Personnel (KMP)	Vijay Sanghvi Babulal Chaplot
2	Relatives of Key Managerial Personnel	Seema Sanghvi Briyanshi Sanghvi
3	Enterprises over which KMP having significant influence	Vijay Sanghvi HUF Ratnaveer Industries

44.1 Disclosure of material transactions with Related Party:

(In ` Million)

Sr. No.	Particulars	2022-23 upto Aug	2021-22	2020-21	2019-20
1	Loan Transactions				
1.1	With KMP				
	Loan Taken from				
	Vijay Sanghvi	42.40	97.03	122.04	774.98
		-	-	-	-
		42.40	97.03	122.04	774.98
	Loan repaid to				
	Vijay Sanghvi	36.25	83.13	157.34	703.04
		-	-	-	-
		36.25	83.13	157.34	703.04
2	Expenses				
2.1	Interest Expenses				
	Vijay Sanghvi	-	8.89	7.62	5.30
		-	8.89	7.62	5.30
2.2	Directors' Remuneration				
	Vijay Sanghvi	2.25	5.40	5.40	5.40
	Babulal Chaplot	0.35	0.84	0.81	0.83
		2.60	6.24	6.21	6.23
2.3	Employee Benefit Expenses				
	Seema Sanghvi	0.75	1.50	1.50	1.50
	Briyanshi Sanghvi	0.10	0.20	-	-
		-	-	-	-
		0.85	1.70	1.50	1.50
2.4	Rent Paid				
	Vijay Sanghvi	0.25	0.60	0.60	0.60
	Seema Sanghvi	0.25	0.60	0.60	0.60
	Ratnaveer Industries	3.00	7.20	7.20	7.20
	Vijay Sanghvi HUF	0.13	0.30	0.30	0.30
		3.63	8.70	8.70	8.70
		-	-	-	-
3	Balance outstanding				
	Loan payable				
	Vijay Sanghvi	117.49	97.43	97.43	132.73
		-	-	-	-
		-	-	-	-
		117.49	97.43	97.43	132.73

44.2 Compensation of Key Managerial Personnel of the Company

(In ` Million)

Partiulars	2022-23 upto Aug	2021-22	2020-21	2019-20
Short Term Employee Benefits	3.45	7.94	7.71	7.73
Director's Sitting Fees	-	-	-	-
Post employment benefits	-	-	-	-
Termination Benefits	-	-	-	-
Share Based Payments	-	-	-	-

44.3 The transactions with related parties are made on terms equivalent to those that prevail in arm's

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44.4 The related party balances outstanding are routine in nature as per ordinary course of business.

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RATNAVEER PRECISION ENGINEERING LIMITED
(Formerly Known As RATNAVEER METALS LIMITED)

44.5 Transactions with Related Parties :

Particulars		KMP				Relatives of KMP				Enterprises overwhich KMP having				(In ` Million) Total			
		As At AUG-2022	2021-22	2020-21	2019-20	As At AUG-2022	2021-22	2020-21	2019-20	As At AUG-2022	2021-22	2020-21	2019-20	As At AUG-2022	2021-22	2020-21	2019-20
1	Liabilities																
	Loan taken	42.40	67.90	97.03	774.98	-	-	-	-	-	-	-	-	42.40	67.90	97.03	774.98
	Loan Repayment	36.25	42.56	83.13	703.04	-	-	-	-	-	-	-	-	36.25	42.56	83.13	703.04
2	Expenses																
	Interest Expense	-	-	8.89	5.30	-	-	-	-	-	-	-	-	-	-	8.89	-
	Rent	0.25	0.60	0.60	0.60	0.38	0.90	0.90	0.60	3.00	7.20	7.20	7.20	3.63	8.35	8.70	-
	Employee Benefit Expense	-	-	-	-	0.85	1.70	1.50	1.50	-	-	-	-	0.85	1.70	1.50	-
	Director's Remuneration	2.25	5.40	6.24	5.40	0.35	0.84	0.81	0.83	-	-	-	-	2.60	2.60	6.24	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3	Outstanding Balances																
	Liabilities																
	Loans Payable	117.49	97.43	97.43	132.73	-	-	-	-	-	-	-	-	117.49	97.43	97.43	-

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(Formerly Known As RATNAVEER METALS LIMITED)

Notes Forming Part of Stadalone Financial Statements as on 31st Aug,2022

45 Segment Information

45.1 Primary Segment

The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Board of directors, who are the Chief Operating Decision Makers. They are responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. manufacture and exporting of Stainless Steel Washers, Sheet Metal Products, Stainless Tube & Pipe and Stainless Steel Finished Steel segment.

45.2 Information about major customers

There are two customers (two in 2022-aug) who individually accounted for revenue more than 10% of total revenue of the company.

(In ` Million)

	As At Aug. 2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Revenue from such customers				
Customer attributing highest revenue	621.79	1,216.44	1,038.15	216.60
Customer attributing second highest revenue	285.67	593.61	387.36	171.10

45.3 Secondary Segment - Geographical Segment

The analysis of geographical segment is based on geographical location of the customers. The geographical segments considered for disclosure are as follows:

Sales within India : Sales to Customer located within India.

Sales outside India : Sales to Customer located outside India.

Information pertaining to Secondary Segment.

(In ` Million)

Country	As At Aug. 2022	2021-22	2020-21	2019-20
Within India	1,302.36	3,431.72	3,041.76	2,428.89
Outside India				
Austria	12.25	12.61	9.19	9.72
France	0.43	1.62	-	6.39
Hungary	12.50	42.35	12.22	3.81
Germany	243.99	480.26	301.70	328.60
Israel	-	-	-	0.04
Italy	29.53	130.54	91.61	77.22
Turkey	-	1.58	-	-
Netherland	1.41	26.72	41.20	44.45
Poland	5.60	45.99	37.85	11.27
Spain	8.28	37.86	21.57	24.09
Sweden	-	-	-	0.09
Brazil	-	5.29	-	-
UAE	-	-	3.59	1.98
U K	69.70	39.40	32.33	30.34
U S A	9.45	12.85	1.69	2.05
Total	1,695.49	4,268.77	3,594.71	2,968.94

46 Details of Loan given, Investment made and Guarantee given—pursuant section 186 (4) of the Companies Act,

Loans given are shown under the respective heads. All Loans given are to the employees of the company. There are no corporate guarantees given by the company in respect of loans as at March 31, 2022.

47 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications / disclosures.

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(Formerly Known As RATNAVEER METALS LIMITED)

Notes Forming Part of Stadalone Financial Statements as on 31st Aug,2022

48 Corporate Social Responsibility Contribution

Particulars	(In ` Million)			
	As At Aug. 2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020
Amount required to be spent by the company during the year	2.25	2.02	1.97	-
Amount of expenditure incurred on				
(i) Construction of an Asset	-	-	-	-
(ii) On purpose other than (i) above	2.42	2.05	2.46	-
shortfall at the end of the year	2.01	-	-	-
Total of previous years shortfall	-	-	-	-
Reason for shortfall	NA	NA	NA	NA
Nature of CSR activities	Skilling, Rural development			
Details of related party transactions in relation to CSR expenditure as per relevant Indian	-	-		
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA		

49 The company has sought balance confirmations from trade receivables and trade payables, wherever such balance confirmations are received by the Company, the same are reconciled and appropriate adjustments if required, are made in the books of account.

50 *No information has been received from the Suppliers regarding their status under The Micro, Small & Medium Enterprises Development Act, 2006. Hence, disclosures, if any relating to amounts unpaid as at the balance sheet date together with interest paid or payable as per the requirement under the said Act, have not been made. However, on prima facie scrutiny, no interest has been paid to suppliers.*

51 *Certain Quantity of Stock of Stores & Spares and Packing Material are slow Moving /Non Moving however in view of the Management same is realizable And hence no provision for the same is made.*

52 Undisclosed Transactions

As stated & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

53 Benami Transactions

As stated & confirmed by the Board of Directors, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

54 Loan or Investment to Ultimate Beneficiaries

As stated & Confirmed by the Board of Directors, The Company has not advanced or loaned or invested funds to any other

person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

55 Loan or Investment from Ultimate Beneficiaries

As stated & Confirmed by the Board of Directors, The Company has not received any fund from any person(s) or entity(ies),

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

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(Formerly Known As RATNAVEER METALS LIMITED)							
Notes Forming Part of Stadalone Financial Statements as on 31st Aug,2022							
56 Working Capital	As stated and confirmed by the Board of Directors, The Company has been sanctioned working capital facilities during the year under review and inventory records submitted with the banks are in conformity with books of accounts.						
57 Willful Defaulter	As stated & Confirmed by the Board of Directors ,The company has not been declerated willful defaulter by the bank during the year under review.						
58 Transactions with Struck off Companies	As stated & Confirmed by the Board of Directors ,The company has not under taken any transactions nor has outstanding balance with the company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.						
59 Satisfaction of Charge	As stated & Confirmed by the Board of Directors ,The compnay does not have any pending registration or satisfaction of charges with ROC beyond the statutory period .						
60 Crypto Currency	As stated & Confirmed by the Board of Directors ,The Company has not traded or invested in Crypto Currency or Virtual Currency.						
Significant Accounting Policies - Note 1 to 60							
Note No. 6 to 54 forming Part of Standalone Financial Statements							
<p><i>As per our report of even date attached For Pankaj R Shah & Associates Chartered Accountants Firm Regn. No. 107361W</i></p> <p>SD/- CA Nilesh Shah</p> <p>Partner Membership No. - 107414 UDIN:22107414BCCRG4591 Place: Ahmedabad Date: 04.11.2022</p>	<p>for and on behalf of Board of Directors of RATNAVEER PRECISION ENGINEERING LIMITED (Formerly Known As RATNAVEER METALS LIMITED) CIN: U27108GJ2002PLC040488</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 25%; vertical-align: top;"> <p>SD/- B. S. Chaplot</p> <p>Whole Time Director DIN: 03539750</p> <p>Place: Vadodara Date: 04.11.2022</p> </td> <td style="width: 25%; vertical-align: top;"> <p>SD/- Vijay R Sanghvi Managing Director& CFO DIN: 00495922</p> </td> <td style="width: 25%; vertical-align: top;"> <p>SD/- Prerana Trivedi</p> <p>Company Secretary M.no. A37478</p> </td> <td style="width: 25%;"></td> </tr> </table>			<p>SD/- B. S. Chaplot</p> <p>Whole Time Director DIN: 03539750</p> <p>Place: Vadodara Date: 04.11.2022</p>	<p>SD/- Vijay R Sanghvi Managing Director& CFO DIN: 00495922</p>	<p>SD/- Prerana Trivedi</p> <p>Company Secretary M.no. A37478</p>	
<p>SD/- B. S. Chaplot</p> <p>Whole Time Director DIN: 03539750</p> <p>Place: Vadodara Date: 04.11.2022</p>	<p>SD/- Vijay R Sanghvi Managing Director& CFO DIN: 00495922</p>	<p>SD/- Prerana Trivedi</p> <p>Company Secretary M.no. A37478</p>					

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

RATIO ANALYSIS

(Rs Million)

PARTICULARS	For Five month ended 31-Aug-2022	Year ended 31-Mar-2022	Year ended 31-Mar-2021	Year ended 31-Mar-2020	% To Sales (CY)	% To Sales (PY)	% To Sales (PY)	% To Sales (PY)
TOTAL INCOME [A]	1,699	4,285	3,641	2,989				
Sale of Products	1,696	4,269	3,597	2,969	99.79	99.64	98.79	99.33
Other Income	4	15	44	20				
Cost of Materials Consumed	1,368	3,550	3,055	2,411	80.54	82.84	83.93	80.64
Employee benefit expense	27	78	70	69	1.58	1.82	1.91	2.32
Direct Expenses	93	242	194	182	5.48	5.65	5.34	6.08
Manufacturing and other Expense								
Stores & Spares Consumed	37	80	68	51	2.17	1.87	1.87	1.70
Packing Material Consumed	7	12	9	9	0.41	0.28	0.25	0.29
Repairs and maintenance - Machinery	1	1	0	1	0.07	0.03	0.01	0.02
Repairs and maintenance - Building	-	1	0	0	-	0.01	0.00	0.01
Repairs and maintenance - Others	0	3	3	3	0.02	0.06	0.07	0.09
Electricity expenses	24	73	53	57	1.39	1.70	1.47	1.92
Labour charges	24	73	61	62	1.41	1.71	1.67	2.06
GP	211	415	321	327	12.39	9.68	8.82	10.95
% to GP	12.39	9.68	8.82	10.95				
Rent, Rates and Tax	7	17	12	11	0.42	0.39	0.34	0.36
Printing & Stationery	0	1	0	0	0.02	0.01	0.01	0.02
Selling & Distribution Expenses	27	72	13	26	1.61	1.68	0.35	0.88
Factory Expenses	1	4	27	6	0.06	0.09	0.75	0.20
Insurance Expense	2	3	2	2	0.11	0.06	0.07	0.08
Travelling, Conveyance and Vehicle Expenses	2	5	3	4	0.11	0.11	0.09	0.14
Postage & Telephone expenses	0	0	0	1	0.01	0.01	0.01	0.02
Legal & Professional expenses	2	14	12	6	0.13	0.32	0.32	0.19
General Expenses	2	8	5	5	0.09	0.18	0.13	0.17
Loss on Sale of Vehicle	-	-	-	-	-	-	-	-
Net loss on account of foreign exchange fluctuation	-	-	-	-	-	-	-	-
Donation Expenses	-	-	0	-	-	-	0.00	-
Provision of Doubtful Debts	-	-	-	-	-	-	-	-
Corporate Social Responsibility (CSR) Expenses	0	2	2	-	0.01	0.05	0.07	-
Payments to the auditors	0	0	0	0	0.01	0.01	0.01	0.01
Other expenses	44	124	78	62	2.59	2.90	2.14	2.07
Other Income	-	-	-	-	-	-	-	-
EBITDA	167	291	243	266	9.80	6.78	6.68	8.89
Interest & Financial Charges	36	117	121	139	2.11	2.72	3.31	4.67
Depreciation and amortization Expenses	20	39	27	24	1.17	0.92	0.73	0.79
PBT	111	135	96	102	6.51	3.14	2.63	3.43
Exceptional Items								
Tax Expense	21	39	41	30	1.26	0.91	1.14	1.02
PAT	89	95	55	72	5.25	2.23	1.50	2.41

OTHER FINANCIAL INFORMATION

Particulars	For the Period ended August 31, 2022*	For the Year ended March 31, 2022	For the Year ended March 31, 2021	For the Year ended March 31, 2020
Basic EPS (in ₹)	2.59	2.77	1.59	2.09
Diluted EPS (in ₹)	2.59	2.77	1.59	2.09
Return on net worth (%)	11.89%	14.42%	9.67%	14.09%
Net asset value per equity share (in ₹)	21.79	19.20	16.21	14.65
EBITDA (in ₹ million)	166.50	290.59	243.21	265.64

* *Not annualised*

Notes: *The ratios have been computed as under:*

1. Basic and diluted EPS: Restated profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with Ind AS 33 - Earnings per share.
2. Return on Net Worth: Restated profit attributable to equity shareholders of parent for the relevant year / period as a percentage of Net Worth as of the last day of the relevant year / period.
3. Net assets value per share (in ₹): Net asset value per share is calculated by dividing Net Worth as of the end of relevant year/ period divided by the number of equity shares outstanding at the end of the year / period adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Draft Red Herring Prospectus.
4. EBDITA means Profit before depreciation, finance cost, tax and amortization.
5. Accounting and other ratios are derived from the Restated Standalone Financial Information.
6. Our Company have issued seven bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on January 12, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at August 31, 2022, on the basis of the Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 32, 234 and 303, respectively.

(in ₹ Million, except ratio)

Particulars	Pre-Offer as at August 31, 2022	As adjusted for the Offer
Total Borrowings		
Current Borrowing (A)	1,683.03	[●]
Non Current Borrowings (B)	356.91	[●]
Total Borrowings (C = A + B)	2,039.94	[●]
Equity		
Equity Share Capital	42.62	[●]
Other Equity	707.71	[●]
Total Equity (D)	750.33	[●]
Total Debt/total equity (C)/(D)	2.72	[●]

Notes:

(1) The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the book building process and hence the same have not been provided in the above statement.

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

You should read the following discussion and analysis of our financial condition and results of operations, and our assessment of the factors that may affect our prospects and performance in future periods, together with our Restated Financial Statements for the Period ended August 31, 2022 and Financial Years 2022, 2021 and 2020 including the notes thereto and reports thereon, each included in this Draft Red Herring Prospectus. Unless otherwise stated, financial information used in this section is derived from the Restated Financial Statements.

While we have historically prepared our financial statements in accordance with Indian GAAP, in accordance with applicable law, we have adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020. This section includes a discussion of financial results for the Period ended 31st August 2022 and Financial Years 2022, 2021 and 2020 which were prepared under Ind AS. For the purposes of transition to Ind AS, we have followed the guidance prescribed in "Ind AS 101 - First Time adoption of Indian Accounting Standard". The Restated Financial Statements, prepared and presented in accordance with Ind AS and in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the "Guidance Note on Reports in Company Prospectus (Revised 2019)" issued by the ICAI.

Ind AS differs in certain material respects from Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which our financial statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS. As a result, the Restated Financial Information Statements may not be comparable to our historical financial statements.

This discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. You should also read "Forward-Looking Statements" and "Risk Factors" on pages 24 and 32, respectively, which discuss a number of factors and contingencies that could affect our business, financial condition and results of operations. Our Financial Year ends on March 31 of each year and accordingly, references to Financial Year, are to the 12-month period ended March 31 of the relevant year.

Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to Ratnaveer Precision Engineering Limited.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes" dated January 2023 (the "D&B Report"), prepared and issued by Dun and Bradstreet Information Services India Private Limited and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factor No. 56 – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by us for such purpose at an agreed fee for the purpose of the Offer. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate." on page 132. Also see, "Currency Conventions, Currency of Presentation, Use of Financial Information, Industry and Market Data" on page 20.

OVERVIEW

Ratnaveer Precision Engineering Limited is a stainless steel ("SS") product manufacturer focused on producing finished sheets, washers, solar roofing hooks, pipes and tubes. Stainless steel is a value-added product with high corrosion resistant properties. Higher levels of chromium and additions of other alloy elements enhance

the corrosion resistance. Compared to traditional steel, stainless-steel has higher resistance to corrosion, superior aesthetic finish and higher life span. These features have helped in increasing the popularity of stainless-steel across the world.

Globally, cold rolled flat products is the largest produced stainless-steel product in the world, followed by hot rolled coils, and steel wire rods & bars. According to International Stainless-Steel Forum, cold rolled flat products accounts for approximately 47% of total stainless-steel trade in the world. Hot coils, Semis-flat, Semis Long, Hot Bar/Wire rod, Cold Bar/Wire, Hot Plate & Sheet are another SS intermediary product traded globally. (Source: D&B Report)

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in Million, except percentages)

Particulars	For the period ended August 31, 2022	Fiscal		
		2022	2021	2020
Revenue from operations	1,695.53	4,269.38	3,596.63	2,969.20
EBITDA	166.5	290.59	243.21	265.64
EBITDA margin	9.82%	6.81%	6.76%	8.95%
Restated profit for the year	89.25	95.35	54.62	71.95
Restated profit for the year as% of Revenue (PAT margin)	5.26%	2.23%	1.52%	2.42%
Capital employed	1,137.60	998.80	810.35	813.41
ROCE (%)	12.88%	25.15%	26.71%	29.74%
ROE (%)	11.89%	14.42%	9.67%	14.09%
Debt-to-Equity ratio	2.72	2.89	2.67	2.74

* Not Annualised

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of August 31, 2022 as disclosed in this Draft Red Herring Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except disclosed in this Draft Red Herring Prospectus:

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factors” beginning on page 32 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

Raw material: availability & price

With raw material cost being the single largest operating cost, change in price of steel (finished steel as well as stainless steel) will have a direct impact on the production cost of SS sheet metal components. 2021 witnessed an upward movement of SS prices in India, as well as globally. Several factors ranging from supply disruptions due to restrictions in freight movement, surcharge on raw materials (like nickel), and higher overall demand have resulted in this price hike. This has in turn increased the raw material procurement cost of SS sheet metal component manufacture ₹

Delay in construction projects

Demand for SS pipes is largely dependent on development projects undertaken by government entities or agencies. A major economic downturn for example Covid-19 Pandemic like crisis have potential to disrupt industry demand/delay for various projects. Delay in new projects announcement, clearances, required approval, project implementation and funding issue in industrial and infrastructure projects pose potential risk to pipes demand. On overall basis, SS steel pipes and tube sector have also been impacted by this development in the last two year. Accordingly, capex in overall steel pipes and tubes industry have also observed moderation during FY 2020 and FY 2022. Number of outstanding and new projects announced has gradually reduced over the past three year ₹

Threat of imports

Increasing import from is cited as major threat to stainless steel product manufacturer including SS based pipes & Tubes. Revocation of CVD on imports of certain hot rolled and cold rolled stainless steel flat products originating or exported from China and revocation of the provisional CVD on import of flat products of stainless steel, originating or exported from Indonesia. Surge in cheaper import is severely hurting the supply dynamics of domestic SS industry with underutilized domestic capacity, which is dwindling the revenue, declining profitability, significant unemployment, bringing fresh investment at halt, turning many companies out of business, and converting many manufacturers into trader.

Other factors effecting our result of operations are:

- Employee and sales promotion expenses;
- Entering new markets and growing our network of dealers;
- Changes in laws and regulations applicable to our Industry;
- Company's inability to successfully implement its growth and expansion plans;

RESULTS OF OPERATIONS

The following table sets forth detailed total income data from our restated statement of profit and loss for the period ended August 2022 and Financial Years 2022, 2021 and 2020, the components of which are also expressed as a percentage of revenue from operations for such year

Particulars	For the period ended August-2022		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	₹ in Millions	%	₹ in Millions	%	₹ in Millions	%	₹ in Millions	%
i. Sale of products:								
Total revenue from sale of products	1,695.49	99.79%	4,268.77	99.63%	3,594.71	98.74%	2,968.95	99.32%
ii. Other operating revenues:								
Income From Job Work	0.04	0.00%	0.61	0.01%	1.92	0.05%	0.25	0.01%
Total Revenue from Operations (i + ii)	1,695.53	99.79%	4,269.38	99.64%	3,596.63	98.79%	2,969.20	99.33%
Other Income:								
Interest Income	3.56	0.21%	10.35	0.24%	12.44	0.34%	11.46	0.38%
Net gain on account of foreign	(0.17)	-0.01%	4.86	0.11%	30.89	0.85%	8.65	0.29%

exchange fluctuation									
Debit/credit Balance Written Off / Written Back A/c	(0.01)	0.00%	0.04	0.00%	0.55	0.02%	0.04	0.00%	
Gain/(loss) on sale of property, plant and equipment	0.15	0.01%	0.09	0.00%	0.00	0.00%	0.00	0.00%	
iii. Total Other Income	3.53	0.21%	15.34	0.00	43.88	0.01	20.15	0.01	
Total Income (i+ii+iii)	1,699.06	100.00%	4,284.72	1.00	3,640.51	1.00	2,989.35	1.00	

Our Company's total income for the period ended August 31, 2022 is ₹ 1,699.06 and our Company's total income increased to ₹ 4,284.72 million in Financial Year 2022 from ₹ 3,640.51 million in Financial Year 2021 and ₹ 2,989.35 million in Financial Year 2020. The increase in Financial Year 2022 over Financial Year 2021 is 17.70%, while the growth in total income in Financial Year 2021 over Financial Year 2020 is 21.78%.

Product wise Bifurcation of revenue:

Sr. No	Type of Products	2020 (₹ In Million)	% of Revenue from Opreation	2021 (₹ In Million)	% of Revenue from Opreation	2022 (₹ In Million)	% of Revenue from Opreation	Aug 2022 (₹ In Million)	% of Revenue from Opreation
1	SS Washers	541.09	18.23%	593.82	16.52%	864.73	20.26%	400.61	23.63%
2	SS Finishing Sheets	1865.13	62.82%	2389.23	66.47%	2713.04	63.56%	1084.74	63.98%
3	SS Pipes and Tubes	212.05	7.14%	234.17	6.51%	257.49	6.03%	51.32	3.03%
4	Scrap Metals	350.61	11.81%	377.49	10.50%	433.51	10.16%	158.82	9.37%

The major products of our Company are SS Finishing Sheets, SS Washers, SS Solar Roofing hooks, SS Tubes & Pipes which pegged a sales figure of ₹ 1,695.49 million, ₹ 4,268.77 million, ₹ 3,594.71 million and ₹ 2,968.95 million for the period ended August 31, 2022 and for the Financial year 2020, 2021 and 2022 respectively.

For August 31, 2022, our Company has total revenue of ₹ 1,699.06 million of which domestic sales, export sales, other operating revenue and other income contributed 76.65%, 23.14%, 0.002%, and 0.21% respectively. For The same figure for Financial Year 2022 stood at 80.09%, 19.54%, 0.01% and 0.36% respectively of total income of ₹ 4,284.72 million. The same figures for Financial Year 2021 stood at 83.55%, 15.19%, 0.05% and 1.21% respectively of the total Income of ₹ 3,640.51 million. For Financial Year 2020, domestic revenues, export revenues, other operating revenue and other income constituted 81.25%, 18.07%, 0.01% and 0.67% respectively of the total Income of ₹ 2,989.35 million.

The following table sets forth select financial data from our restated statement of profit and loss for the period ended August 31, 2022 and for Financials years 2022, 2021 and 2020, the components of which are also expressed as a percentage of total revenue from operations for such year

Particulars	August 31, 2022		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue
Income								
Revenue from operations	1,695.53	99.79%	4,269.38	99.64%	3,596.63	98.79%	2,969.20	99.33%
Other income	3.53	0.21%	15.34	0.36%	43.88	1.21%	20.15	0.67%
Total income	1,699.06	100%	4,284.72	100%	3,640.51	100%	2,989.35	100%
Expenses								
Cost of materials consumed	1,510.98	88.93%	3,735.22	87.18%	3,224.55	88.57%	2,574.96	86.14%
Purchases of Stock-in-Trade	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Changes in inventories of finished goods and work-in-progress	(142.49)	(8.39)%	(185.69)	(4.33)%	(169.18)	(4.65)%	(164.23)	(5.49)%
Employee benefits expenses	26.91	1.58%	78.05	1.82%	69.60	1.91%	69.31	2.32%
Finance costs	35.92	2.11%	116.72	2.72%	120.53	3.31%	139.49	4.67%
Depreciation expenses	19.93	1.17%	39.37	0.92%	26.73	0.73%	23.72	0.79%
Other expenses	137.16	8.07%	366.55	8.55%	272.33	7.48%	243.67	8.15%
Total expenses	1,588.41	93.49%	4,150.22	96.86%	3,544.56	97.36%	2,886.92	96.57%
Profit before tax	110.65	6.51%	134.50	3.14%	95.95	2.64%	102.43	3.43%
EBITDA	166.50	9.80%	290.59	6.78%	243.21	6.68%	265.64	8.89%
- Current tax	20.10	1.18%	29.61	0.69%	32.18	0.88%	26.72	0.89%
- Deferred tax	1.30	0.08%	9.54	0.22%	9.15	0.25%	3.76	0.13%
Net Profit for the year	89.25	5.25%	95.35	2.23%	54.62	1.50%	71.95	2.41%

Cost of materials consumed

Cost of materials consumed comprises raw material costs incurred in production of our products (Stainless steel – Sheets, coils, wire, and scrap). Raw materials consumed represent a significant majority of our total expenditure. Cost of materials consumed accounted for 88.93%, 87.18%, 88.57% and 86.14% of our total revenue for the Period ended August 31, 2022, Financial Year 2022, Financial Year 2021 and Financial Year 2020 respectively.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress consists of costs attributable to an increase or decrease in inventory levels during the relevant financial period in finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress accounted for (8.39)%, (4.33)%, (4.65)% and (5.49)% of our total revenue for the Period ended August 31, 2022, Financial Year 2022, Financial Year 2021 and Financial Year 2020, respectively.

Employee benefits expense

Employee benefits expense includes (i) salaries and wages, including bonus; (ii) contribution to provident fund and other funds, and (iii) Gratuity (iv) Leave Encashment (v) staff welfare expenses amongst other expenses for staffers at plants and at office. Employee benefits expense accounted for 1.58%, 1.82%, 1.91% and 2.32% of our total revenue for the Period ended August 31, 2022, Financial Year 2022, Financial Year 2021 and Financial Year 2020, respectively.

Finance costs

Finance costs include interest expense on working capital facilities including, term loans and on unsecured loans, bank charges and interest on bill discounting and other financial charges. Finance costs accounted for 2.11%, 2.72%, 3.31% and 4.67% of our total revenue for the Period ended August 31, 2022, Financial Year 2022, Financial Year 2021 and Financial Year 2020, respectively.

Depreciation and amortization expenses

Depreciation represents depreciation on our property, plant and equipment. Amortization represents amortization of right of use assets and intangible assets. Depreciation is calculated on a written down value method over the estimated useful life of all assets, these lives are in accordance with Schedule II to the Companies Act, 2013 or as per the best estimation of the management. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Depreciation and amortization expense accounted for 1.17%, 0.92%, 0.73%, and 0.79% of our total revenue for the Period ended August 31, 2022, Financial Year 2022, Financial Year 2021 and Financial Year 2020, respectively.

Other expenses

Other expenses include factory expenses, consumables and stores consumed, repair & maintenance-machinery, electricity expenses, other direct expenses, CSR expense, insurance, legal & professional fees, rent, rates & taxes, repairs & maintenance, auditor remuneration, traveling, conveyance and vehicle expenses, provisions, bad debts. office expense, postage and telephone expenses and selling & distribution expense. Other expenses accounted for 8.07%, 8.55%, 7.48% and 8.15% of our total revenue for the Period ended August 31, 2022, Financial Year 2022, Financial Year 2021 and Financial Year 2020, respectively.

Five month ended August 31, 2022

Total Income

Total income in the five months ended August 31, 2022, was ₹ 1,699.06 million primarily attributable to the following:

Revenue from Operations

Revenue from operations in the five months ended August 31, 2022, was ₹ 1,695.53 million. Domestic market in the five months ended August 31, 2022 was ₹ 1302.36 million. Export market was ₹ 393.13 million in the five months ended August 31, 2022.

Other Income

Other income in the five months ended August 31, 2022, was ₹ 3.53 million. Interest income was ₹ 3.56 million; and net gain on account of foreign exchange fluctuation was ₹ (0.17) million; Debit/credit Balance

Written Off / Written Back A/c was ₹ (0.01) and Gain/(loss) on sale of property, plant and equipment was ₹ 0.15 million in the five months ended August 31, 2022.

Expenses

Total expenses was ₹ 1,588.41 million in the five months ended August 31, 2022.

Cost of Materials Consumed

Cost of materials consumed was ₹ 1,510.98 million in the five months ended August 31, 2022. Opening stock was ₹ 329.81 million; purchases of raw material was ₹ 1,426.90 million; closing stock was ₹ (245.73) million in the five months ended August 31, 2022.

Employee Benefits Expense

Employee benefits expense was ₹ 26.91 million in the five months ended August 31, 2022. Salaries, wages and benefits was ₹ 25.47 million in the five months ended August 31, 2022, attributable to increase in the number of employees in our Company. Consequently, contribution to provident and other funds was ₹ 0.72 million in the five months ended August 31, 2022; leave encashment ₹ 0.13 million was and staff welfare expenses was ₹ 0.59 million in the five months ended August 31, 2022.

Finance Costs

Finance costs was ₹ 35.92 million in the five months ended August 31, 2022, due to interest expense amounting to ₹ 21.51 million; other borrowing costs amounting to ₹ 7.56 million and other finance costs 10.63 million in the five months ended August 31, 2022.

Depreciation and Amortization Expense

Depreciation and amortization expense was ₹ 19.93 million in the five months ended August 31, 2022, attributable to depreciation of property, plant and equipment, which was ₹ 15.79 million in the five months ended August 31, 2022; and amortisation of intangible assets, which was ₹ 4.14 million in the five months ended August 31, 2022.

Other Expenses

Other expenses was ₹ 137.16 million in the five months ended August 31, 2022, primarily due to consumables & stores consumed, which was ₹ 36.87 million in the five months ended August 31, 2022; packaging material consumed, which was ₹ 7.05 million in the five months ended August 31, 2022; labour charges, which was ₹ 23.91 million in the five months ended August 31, 2022; electricity expenses, which was ₹ 23.70 million in the five months ended August 31, 2022; and selling and distribution expenses, which was ₹ 27.37 million in the five months ended August 31, 2022; and rent rates and taxes, which was 7.15 million.

Profit before Tax

For the reasons discussed above, profit before tax was ₹ 110.65 million in the five months ended August 31, 2022.

Tax Expense

Current tax was ₹ 20.10 million in the five months ended August 31, 2022; deferred tax was ₹ 1.30 million in the five months ended August 31, 2022; and current taxes relating to earlier years was ₹ nil in the five months ended August 31, 2022.

Profit for the Period/Year

For the various reasons discussed above, we recorded a profit for the period/year of ₹ 89.25 million in the five months ended August 31, 2022.

Total Comprehensive Income for the Period / Year (Net of Tax)

Total comprehensive income for the period / year (net of tax) was ₹ 89.25 million in the five months ended August 31, 2022.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 166.50 million in the five months ended August 31, 2022, while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 9.80% in the five months ended August 31, 2022.

Financial Year 2022 compared with Financial Year 2021

Total revenue

Our total revenue increased by ₹ 644.21 million, or by 17.70%, from ₹ 3,640.51 million in the Financial Year 2021, to ₹ 4,284.72 million in the Financial Year 2022. This was primarily due to an increase of 51.38% of export sale and 12.82% increase in domestic sale. There is a marginal increase in sales volume, and thus the growth was regular in nature.

Revenue from Operations

Our revenue from operations increased by ₹ 672.75 million or by 18.71% from ₹ 3,596.63 million in Financial Year 2021 to ₹ 4,269.38 million in Financial Year 2022. This increase was primarily driven by volume increase and also better sales realizations on our product products.

Other Income

Our other income decreased by ₹ 28.54 million or by 65.04% from ₹ 43.88 million in Financial Year 2021 to ₹ 15.34 million in Financial Year 2022. This decrease was due decrease in on account of foreign exchange fluctuation which is ₹ 4.86 million for the financial year 2022 as compared to ₹ 30.89 million in the financial year 2021 and interest income which is ₹ 10.35 million for the financial year 2022 as compared to ₹ 12.44 million for the financial year 2021.

Total Expenditure

Total expenses increased by ₹ 605.66 million or by 17.09% from ₹ 3,544.56 million in Financial Year 2021 to ₹ 4,150.22 million in Financial Year 2022. This increase was primarily driven by ₹ 510.67 million or by 15.84% increase in cost of materials consumed; ₹ 8.45 million or by 12.14% increase in employee benefit expenses; ₹ 12.64 million or by 47.29% increase in depreciation and amortization expenses and ₹ 94.22 million or by 34.60% increase in other expenses.

Cost of Goods Sold

Cost of Goods Sold increased by ₹ 559.30 million or by 16.13% from ₹ 3,466.55 million in Financial Year 2021 to ₹ 4,025.85 million in Financial Year 2022 on account of higher cost of material consumed due to higher production resulting from an increase in volume of sales. Cost of Goods Sold as a percentage of total revenue decreased from 95.22% in Financial Year 2021 to 93.96% in Financial Year 2022.

Particulars	FY 2022 (₹ in million)	FY 2021 (₹ in million)
Cost of Goods Sold:		
Cost of materials consumed	3,735.22	3,224.55
Purchase of stock in trade	-	-

Particulars	FY 2022 (₹ in million)	FY 2021 (₹ in million)
Changes in finished goods and stock-in-trade	(185.69)	(169.18)
Employee benefit expenses	78.05	69.6
Depreciation and amortization expenses	39.37	26.73
Finance costs	116.72	120.53
Other Direct Expenses	242.18	194.32
Total Cost of Goods Sold	4,025.85	3,466.55

Employee benefits expense

Employee benefits expense increased by ₹ 8.45 million or by 12.14% from ₹ 69.60 million in Financial Year 2021 to ₹ 78.05 million in Financial Year 2022. This was primarily due to a general increase in the salaries and wages, including bonus paid to our employees. Employee benefit expenses contributed 1.91% of the total revenues for the Financial Year 2021 vis-à-vis 1.82% of the total revenues for the Financial Year 2022.

Finance costs

Finance costs decreased by ₹ 3.81 million or by 3.16% from ₹ 120.53 million in Financial Year 2021 to ₹ 116.72 million in Financial Year 2022. As a percentage of total revenue, Finance costs contributed 3.31% of the total revenues for the Financial Year 2021 vis-à-vis 2.72% of the total revenues for the Financial Year 2022.

Depreciation and amortization expense

Our depreciation and amortization expense decreased by ₹ 12.64 million or 47.29%, from ₹ 26.73 million in Financial Year 2021 to ₹ 39.37 million in Financial Year 2022. The increase in depreciation was primarily due to acquisition of plant and machinery amounting to ₹ 88.24 million and capitalization of research and development expenses of amount ₹ 39.72 million leading to increase in depreciation on written down value of asset.

Other expenses

Other expenses increased by ₹ 94.22 million or by 34.60% from ₹ 272.33 million in Financial Year 2021 to ₹ 366.55 million in Financial Year 2022. This was primarily due an increase of (i) ₹ 12.10 million in stores & spares consumed amongst other expenses ii) ₹ 19.25 million in electricity expense (iii) ₹ 12.45 million in labour charges and (iv) ₹ 59.17 million in selling and distribution expenses (v) ₹ 4.27 million in rent, rates and taxes.

Profit before tax

In light of the above discussions, our profit before tax increased by ₹ 38.55 million or by 40.18% from ₹ 95.95 million in Financial Year 2021 to ₹ 134.50 million in Financial Year 2022.

Tax expense

Our total tax expense decreased by ₹ 2.18 million or by 5.27% from ₹ 41.33 million in Financial Year 2021 to ₹ 39.15 million in Financial Year 2022. This was largely driven by an decrease in Short / (Excess) Provision for income tax of ₹ 8.32 million in Financial Year 2022.

Profit

For the various reasons discussed above, and following adjustments for tax expense, we recorded an increase in our profit by ₹ 40.73 million or by 74.57% from ₹ 54.62 million in Financial Year 2021 to ₹ 95.35 million

in Financial Year 2022. Profit after tax as a percentage of total revenue stood at 2.23% for Financial Year 2022 versus 1.50% for Financial Year 2021.

Financial Year 2021 compared with Financial Year 2020

Total revenue

Our total revenue increased by ₹ 651.16 million, or by 21.78%, from ₹ 2,989.35 million in the Financial Year 2020, to ₹ 3,640.51 million in the Financial Year 2021. This was primarily due to an increase in our revenue from operations of primary product and aided by increase in other income as well. There is an increase in sales volume, also increase in sales realizations.

Revenue from Operations

Our revenue from operations increased by ₹ 627.43 million or by 21.13% from ₹ 2,969.20 million in Financial Year 2020 to ₹ 3,596.63 million in Financial Year 2021. This increase was primarily driven by volume increase of products.

Other Income

Our other income increased by ₹ 23.73 million or by 117.77% from ₹ 20.15 million in the Financial Year 2020 to ₹ 43.88 million in Financial Year 2021. The increase was mainly due to an increase in net gain on foreign currency transactions by ₹ 22.24 million as compared to the Financial Year 2020.

Total Expenditure

Total expenses marginally increased by ₹ 657.64 million or by 22.78% from ₹ 2,886.92 million in Financial Year 2020 to ₹ 3,544.56 million in Financial Year 2021. This increase was primarily driven by ₹ 649.59 million or by 25.23% increase in cost of material consumed and ₹ 28.66 or by 11.76% increase in other expenses.

Cost of Goods Sold

Cost of Goods Sold increased by ₹ 641.42 million or by 22.70% from ₹ 2825.13 million in Financial Year 2020 to ₹ 3466.55 million in Financial Year 2021. The increase was mainly on account of higher cost of material consumed due to higher production resulting from an increase in volume of sales. However, Cost of Goods Sold as a percentage of total revenue declined from 99.35% in Financial Year 2020 to 95.22% in Financial Year 2021. This decline was mainly due to lower cost of finance costs.

Particulars	FY 2021 (₹ in million)	FY 2020 (₹ in million)
Cost of Goods Sold:		
Cost of materials consumed	3224.55	2574.96
Purchase of stock in trade	-	-
Changes in finished goods and stock-in-trade	(169.18)	(164.23)
Employee benefit expenses	69.6	69.31
Depreciation and amortization expense	26.73	23.72
Finance costs	120.53	139.49
Other Direct Expenses	194.32	181.88
Total Cost of Goods Sold	3466.55	2825.13

Employee benefits expense

Employee benefits expense increased by ₹ 0.29 million or by 0.42% from ₹ 69.31 million in Financial Year 2020 to ₹ 69.60 million in Financial Year 2021. This was primarily due to a general increase in the salaries and wages, including bonus paid to our employees, which resulted from an increase in the number of employees due to general growth in our manpower requirements for business operations. Employee benefit expenses contributed 2.32% of the total revenues for the Financial Year 2020 vis-à-vis 69.60% of the total revenues for the Financial Year 2021.

Finance costs

Finance costs decreased by ₹ 18.96 million or by 13.59% from ₹ 139.49 million in Financial Year 2020 to ₹ 120.53 million in Financial Year 2021. This decrease in finance costs was primarily on account of repayment of loans and also securing lowered interest rates from our lenders in Financial Year 2021. As a percentage of total revenue, Finance costs contributed 4.67% of the total revenues for the Financial Year 2020 vis-à-vis 3.31% of the total revenues for the Financial Year 2021.

Depreciation and amortization expense

Our depreciation and amortization expense increased by ₹ 3.01 million, or 12.69%, from ₹ 23.72 million in Financial Year 2020 to ₹ 26.73 million in Financial Year 2021. The increase in depreciation was primarily due to acquisition of plant and machinery amounting to ₹ 90.93 million and capitalization of research and development expenses of amount ₹ 35.11 million leading to increase in depreciation on written down value of asset.

Other expenses

Other expenses increased by ₹ 24.82 million or by 11.76% from ₹ 243.67 million in Financial Year 2020 to ₹ 272.33 million in Financial Year 2021. This was primarily due to an increase of (i) ₹ 17.13 million in Consumables & Stores Consumed (ii) ₹ 21.28 million in factory expenses (iii) ₹ 5.93 million in legal and professional expenses (iv) ₹ 2.46 million in CSR expenses.

Profit before tax

In light of the above discussions, our profit before tax decreased by ₹ 6.48 million or by 6.33% from ₹ 102.43 million in Financial Year 2020 to ₹ 95.95 million in Financial Year 2021.

Tax expense

Our total tax expense increased by ₹ 10.85 million from ₹ 30.48 million in Financial Year 2020 to ₹ 41.33 million in Financial Year 2021. This was largely driven by an increase in Short / (Excess) Provision for income tax by ₹ 11.66 million and deferred tax (credit) by ₹ 5.39 million in the Financial Year 2021.

Profit

For the various reasons discussed above, and following adjustments for tax expense, we recorded an decrease in our profit by ₹ 17.33 million or by 24.09% from ₹ 71.95 million in Financial Year 2020 to ₹ 54.62 million in Financial Year 2021. Profit after tax as a percentage of total revenue stood at 2.41% for Financial Year 2021 versus 1.50% for Financial Year 2020.

Cash Flows

The following table sets forth certain information relating to our cash flows under Ind AS for the for the Period ended August 31, 2022 and Financial Year 2022, Financial Year 2021 and Financial Year 2020:

(All amounts in ₹million)

Particulars	As at 31st Sep 2022	As at 31st Mar 2022	As at 31st Mar 2021	As at 31st Mar 2020
Net cash (used in)/ generated from operating activities	22.87	-152.41	135.9	70.22
Net cash (used in)/ generated from investing activities	-88.22	-117.39	-112.1	-85.22
Net cash (used in)/ generated from financing activities	93.93	279.12	-15.98	48.61
Net increase/ (decrease) in cash and cash equivalents	28.57	9.32	7.82	33.60
Cash and Cash Equivalents at the beginning of the period	197.01	187.69	179.87	146.26
Cash and Cash Equivalents at the end of the period	225.58	197.01	187.69	179.86

Net cash generated from operating activities

Net cash generated from operating activities in the five-month ended August 2022 was ₹ 22.87 million and our profit before tax that period was ₹ 110.65 million. The difference was primarily attributable to Depreciation of ₹ 19.93 million, Finance costs of ₹ 35.92 million, and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹ (44.87) million, ₹ (36.62) million, ₹ (31.18) million and ₹ (7.15) million respectively, resulting in gross cash generated from operations at ₹ 42.97 million. We have income tax paid of ₹ 20.10 million.

Net cash generated from operating activities in the Financial Year 2022 was ₹ (152.41) million and our profit before tax that period was ₹ 134.50 million. The difference was primarily attributable to Depreciation of ₹ 39.37 million, Finance costs of ₹ 116.72 million, Provision for Employee Benefits - Remeasurement of Defined Benefit Obligations of ₹ 1.18 million and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹ (357.58) million, ₹ (70.39) million, ₹ 54.98 million and ₹ (31.14) million respectively, resulting in gross cash generated from operations at ₹ (122.80) million. We have income tax paid of ₹ 29.61 million.

Net cash generated from operating activities in the Financial Year 2021 was ₹ 135.90 million and our profit before tax that period was ₹ 95.95 million. The difference was primarily attributable to Depreciation of ₹ 26.73 million, Finance costs of ₹ 120.53 million, and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹ (201.02) million, ₹ 306.83 million, ₹ (0.66) million and ₹ (167.26) million respectively, resulting in gross cash generated from operations at ₹ 168.08 million. We have an income tax paid of ₹ 32.18 million.

Net cash generated from operating activities in the Financial Year 2020 was ₹ 70.22 million and our profit before tax that period was ₹ 102.43 million. The difference was primarily attributable to Depreciation of ₹ 23.72 million, Finance costs of ₹ 139.49 million, and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹ (160.62) million, ₹ (172.00) million, ₹ 139.26 million and ₹ 35.97 million respectively, resulting in gross cash generated from operations at ₹ 96.94 million. We have an income tax paid of ₹ (26.72) million.

Net cash used in investing activities.

In the Five months ended August 2022, our net cash used in investing activities was ₹ (88.23) million, which was primarily for invested in plant and machinery and Capital WIP of ₹ 91.90 million. We also received proceed from sale of plant and machinery of ₹ 0.11 million and received interest income of ₹ 3.56 million during the said year.

In the Financial Year 2022, our net cash used in investing activities was ₹ (117.39) million, which was primarily for invested in plant and machinery and Capital WIP of ₹ 127.85 million. We also received proceed

from sale of plant and machinery of ₹ 0.11 million and received interest income of ₹ 10.35 million during the said year.

In the Financial Year 2021, our net cash used in investing activities was ₹ (112.10) million, which was primarily for invested in plant and machinery and Capital WIP of ₹ 124.60 million. We also received proceed from sale of plant and machinery of ₹ 0.11 million and received interest income of ₹ 12.44 million during the said year.

In the Financial Year 2020, our net cash used in investing activities was ₹ (85.22) million, which was primarily for purchase of plant and machinery of ₹ 96.68 million and received interest income of ₹ 11.46 million.

Net cash generated from/ used in financing activities.

In the Five months ended August 2022, our net cash generated in financing activities was ₹ 93.93 million. This was primarily due to proceeds of ₹ 50.84 million as long-term borrowing (net) and proceeds of ₹ 79.01 million as short-term borrowing (net). Interest payment for loan of ₹ 35.92 million.

In the Financial Year 2022, our net cash used in financing activities was ₹ 279.12 million. This was primarily due to proceeds of ₹ 82.38 million as long-term borrowing (net) and proceeds of ₹ 313.45 million as short-term borrowing (net). Interest payment for loan of ₹ 116.71 million.

In the Financial Year 2021, our net cash used in financing activities was ₹ (15.98) million. This was primarily due to repayment of ₹ 66.24 million as long-term borrowing (net) and proceeds of ₹ 170.78 million as short-term borrowing (net). Interest payment for loan of ₹ 120.52 million.

In the Financial Year 2020, our net cash used in financing activities was ₹ 48.61 million. This was primarily due to repayment of ₹ 38.81 million as long-term borrowing (net) and proceeds of ₹ 226.91 million as short-term borrowing (net). Interest payment for loan of ₹ 139.49 million.

LIQUIDITY AND CAPITAL RESOURCES

We fund our operations primarily with cash flow from operating activities and borrowings / credit facilities from banks. Our primary use of funds has been to pay for our working capital requirements and capital expenditures and for expansion of our manufacturing facilities. We evaluate our funding requirements regularly in light of our cash flow from our operating activities and market conditions. In case our cash flows from operating activities do not generate sufficient cash flows, we may rely on other debt or equity financing activities, subject to market conditions.

Our Company had consolidated cash and cash equivalents of ₹ 225.58 million as of August 31, 2022, ₹ 197.01 million as of March 31, 2022, ₹ 187.69 million as of March 31, 2021, and ₹ 179.87 million as of March 31, 2020.

We had long term borrowings of ₹ 356.91 million and Short-term borrowing of ₹ 1,683.03 million as of August 31, 2022.

Category of Borrowings	Sanctioned amount as at December 31, 2022*	Outstanding amount as at December 31, 2022*
Secured Loans		
Working Capital Limits (A+B)	2,133.50	1,797.03
Fund based facilities (A)		
- Cash Credit		445.74
- EPC		252.68

Non Fund based facilities (B)		
- Forward Contract		-
- Letter of Credit		1,015.82
- Buyers Credit		82.79
ECLGS – Covid Loans	154.90	119.86
Term Loans	73.90	6.33
Unsecured Loans	296.53	226.30
Total	2,658.83	2,149.52

For further and detailed information on our indebtedness, see “Risk Factor No. 13- We have incurred borrowings from commercial banks and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.” on page 41 and “Financial Indebtedness” on page 323.

Selected Balance Sheet Items

Total Asset

Our total assets increased by 20.70% to ₹ 3,088.89 million for the year ended March 31, 2022 from ₹ 2,559.24 million for year ended March 31, 2021. The increase is primarily on account of increase in inventories from ₹ 1,355.25 million for the year ended March 31, 2021 to ₹ 1,712.83 Million for the year ended March 31, 2022 due to increased production form during this period, increase in Intangible assets from ₹ 51.37 million for the year ended March 31, 2021 to ₹ 79.98 million for the year ended March 31, 2022, and increase in Tangible assets from ₹ 267.19 million for the year ended March 31, 2021 to ₹ 327.93 million for the year ended March 31 2022, and trade receivable from ₹ 332.50 million for the year ended March 31, 2021 to ₹ 402.89 million for the year ended March 31, 2022 and increase in other current asset from ₹ 283.78 million for the year ended March 31, 2021 to ₹ 286.91 million.

For the Financial year 2021 it increased by 5.56% to ₹ 2,559.24 million from ₹ 2,424.41 million in the FY 2020, The increase is primarily on account of increase in inventories from ₹ 1,154.23 million in FY 2020 to Rs 1,355.25 million in the FY 2021, this increase of inventory due to increased production form during this period, Trade receivables from ₹ 639.33 million in FY 2020 to ₹ 332.50 Million in the FY 2021, increase in cash & cash equivalent from ₹ 179.87 million in FY 2020 to ₹ 187.69 million in FY 2021 and other current assets from ₹ 147.29 million in FY 2020 to ₹ 283.78 million in the FY 2021.

Total equity (Net worth)

Our total equity increased by 17.04% to ₹ 661.07 million for the financial year 2022 from ₹ 564.82 million for the financial year 2020. The increase is primarily on account of profits after tax for the financial year 2022 which is ₹ 95.35 million. For the FY 2021 it increased by 10.61% to ₹ 564.82 Million from ₹ 510.66 million in the FY 2020, increase was on account of profit after tax of ₹ 54.62 million in the FY 2021.

Total Current Assets

Our total current assets increased by 20.41% to ₹ 2,602.75 million for the year ended March 31, 2022 from ₹ 2,161.58 million for the year ended March 31, 2021. The increase is primarily on account of increase in Inventories from ₹ 1,355.25 million for the year ended March 31, 2021 to ₹ 1,712.83 Million for the year ended March 31, 2022 due to increased production form during this period and trade receivable from ₹ 332.50 million for the year ended March 31, 2021 to ₹ 402.89 million for the year ended March 31, 2022 and increase in cash and cash equivalent from ₹ 187.69 million for the year ended March 31, 2021 to ₹ 196.95 million for the period ended March 31, 2022.

Our total current assets increased by 1.74% to ₹ 2,161.58 million for the financial year 2021 from ₹ 2,124.54 million for the financial year 2020. The increase is primarily on account of increase in inventories from ₹ 1,154.23 million in FY 2020 to ₹ 1,355.25 million in the FY 2021, this increase of inventory is due to

increased production form during this period, Trade receivables from ₹ 639.33 million in FY 2020 to ₹ 332.50 Million in the FY 2021, increase in cash & cash equivalent from ₹ 179.87 million in FY 2020 to ₹ 187.69 million in FY 2021 and other current assets from ₹ 147.29 million in FY 2020 to ₹ 283.78 million in the FY 2021.

Total Non-Current Assets

Our total non-current assets increased by 22.25% to ₹ 486.12 million for the year ended March 31, 2022, from ₹ 397.66 million for the year ended March 31,2021. The increase is primarily on account of increase in tangible assets from ₹ 267.19 million for the year ended March 31, 2021 to ₹ 327.93 million for the year ended March 31, 2022 due to acquisition of new plant and machinery and increase in intangible assets from ₹ 51.37 million for the year ended March 31,2021 to ₹ 79.98 million for the year ended March 31, 2022 due to capitalization of research and development expenses.

Our total non-current assets increased marginally by 32.61% to ₹ 397.66 million for the year ended March 31, 2021 from ₹ 299.87 million for the year ended March 31,2020 The increase is primarily on account of increase in tangible assets from ₹ 197.99 million for the year ended March 31, 2021 to ₹ 267.19 million for the year ended March 31, 2022 due to acquisition of new plant and machinery and increase in intangible assets from ₹ 20.32 million for the year ended March 31,2020 to ₹ 51.37 million for the year ended March 31, 2021 due to capitalization of research and development expenses.

Total Current Liabilities

Our total current liabilities declined by 19.51% to ₹ 2,090.11 million for the year ended March 31, 2022, from ₹ 1,748.89 million for the year ended March 31, 2021. The increase is primarily on account of increase in current borrowings from ₹ 1,283.90 million for the year ended March 31, 2021, to ₹ 1,601.20 million for the year ended March 31, 2022, primarily on account of procurement of new borrowings.

For the financial year 2021, our total current liabilities increased by 5.80% to ₹ 1,748.89 million for the financial year 2021 from ₹ 1,611.00 million for the financial year 2020. The increase is primarily on account of increase in current borrowings from ₹ 1,107.11 million for the year ended March 31, 2020, to ₹ 1,283.90 million for the year ended March 31, 2021, primarily on account of procurement of new borrowings.

CONTINGENT LIABILITIES

As of August 31, 2022, the estimated amount of contingent liabilities are as follows:

Sr. No.	Particulars	As at August 31, 2022
	Disputed claims (excluding interest, if any) in respect of	
1.	Income tax	101.11
2.	Sales Tax	26.07
3.	CESTAT	17.05
4.	Civil	1.28
	Capital Commitments	
5.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	9.57
	Total	155.08

For further information on our contingent liabilities and commitments, see “Financial Statements” on page 234.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which we believe reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration, loans & advances given and taken and Issue of Equity Shares.

S r . N o .	Type of Related Party Transactions	Aug-22		2021-22		2020-21	
		₹ in Million	% of Revenue from Operations	₹ in Million	% of Revenue from Operations	₹ in Million	% of Revenue from Operations
1	Business Transactions (Sales, purchase and rental income)	3.63	0.21%	8.70	0.20%	8.70	0.24%
2	Financial transactions (loan given and recovered and interest received)	78.65	4.64%	180.16	4.22%	279.38	7.77%
3	Remuneration & Bonus Paid	3.45	0.20%	7.94	0.19%	7.71	0.21%
Total		85.73	4.84%	196.80	4.61%	295.79	7.98%
Outstanding Balances							
1	Loan payable	117.49	6.93%	97.43	2.28%	97.43	2.71%
Total		117.49	6.93%	97.43	2.28%	97.43	2.71%

Reservations, Qualifications and Adverse Remarks by the statutory auditors

There are no reservations, qualifications and adverse remarks by our Statutory Auditors since incorporation.

Details of Default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues or repayment of debentures or repayment of deposits or repayment of loans from any bank or financial institution

There have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company for the financial year 2022, Financial Year 2021 and Financial Year 2020.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, since incorporation.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: foreign currency risk, interest risk and other price risk such as commodity risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Currency	Aug 31,2022	March 31, 2022	March 31, 2021	March 31, 2020
Financial Assets					
Trade Receivables	USD	8.58	0.11	0.01	0.23
	EURO	2.75	0.30	0.16	0.04
	INR	-	33.56	14.04	20.66
Financial Liabilities					
Trade Creditors	USD	105.25	-	0.09	0.08
	INR	-	-	6.78	6.03
Net Asset/(Liability)					
USD in INR		577.40	8.64	(5.67)	11.02
EURO in INR		219.86	25.21	13.29	3.32

Particulars	Impact on profit / loss before tax		
	March 31, 2022	March 31, 2021	March 31, 2020
INR / USD rate changes favorably by 2%	0.17	(0.11)	0.22
INR / USD rate changes unfavorably by 2%	(0.17)	0.11	(0.22)
INR / EURO rate changes favorably by 2%	0.50	0.27	0.06
INR / EURO rate changes unfavorably by 2%	(0.50)	(0.27)	(0.06)

Interest risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

Particulars	Aug 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Liability				
Term Loans	249.85	199.02	117.51	185.07

Working Capital Loan - from Banks (Including Interest Accrued thereon)	521.75	535.97	427.40	357.22
	771.60	734.99	544.91	542.29

Particulars	Impact on Profit and Loss after Tax			
	Aug 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Interest Rate increase by 0.50 basis point	2.89	2.75	1.88	1.87
Interest Rate decrease by 0.50 basis point	(2.89)	(2.75)	(1.88)	(1.87)

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.

The following are the contractual maturities of financial liabilities.

(In ₹ Million)

As at Aug 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	3,612.44	1,591.38	147.03	163.32	1,710.71
Trade Payables	3,815.06	3,815.06	-	-	-
Other Financial Liabilities	-	-	-	-	-
	7,427.50	5,406.44	147.03	163.32	1,710.71

(In ₹ Million)

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	1,907.28	1,591.38	147.03	163.32	5.55
Trade Payables	412.69	412.69	-	-	-
Other Financial Liabilities	3.35	3.35	-	-	-
	2,323.32	2,007.42	147.03	163.32	5.55

(In ₹ Million)

As at March 31, 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	1,507.59	1,283.90	113.35	100.90	9.44
Trade Payables	357.71	357.71	-	-	-
Other Financial Liabilities	0.10	0.10	-	-	-

	1,865.40	1,641.71	113.35	100.90	9.44
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(In ₹ Million)

As at March 31, 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	1,397.04	1,107.11	171.55	109.52	8.86
Trade Payables	412.69	412.69	-	-	-
Other Financial Liabilities	0.33	0.33	-	-	-
	1,810.06	1,520.13	171.55	109.52	8.86

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness. Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

The maximum exposure to the credit risk at the reporting date from trade receivables after the provision of Allowance for Credit Loss is as under :

Particulars	August 31, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Trade Receivable	439.51	402.89	332.50	639.33

General

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits and vice versa. This assumption depends on the yields on the corporate/government bonds and hence the evaluation of liability is exposed to fluctuations in the yields as at the valuation date.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Apart from the risks as disclosed under Section "Risk Factors" beginning on page 32, 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 32, 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

Our Company’s future costs and revenues will be determined by demand/supply situation, both of the end products as well as the raw materials, government policies and budget constraints of our customer(s).

5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices

Increases in revenues are by and large linked to increases in volume of business and also dependent on the price realization on our products.

6. Status of any publicly announced New Products or Business Segment

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

7. Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our business is primarily into manufacturing of Stainless-Steel Washers, Sheet Metal Products, Stainless Tube & Pipe and Stainless Steel Finish Line segment is a single reportable segment. Details of the industry turnover and other relevant information is disclosed in the section “Industry Overview” beginning on page132.

8. Seasonality of business

Our Company’s business is not seasonal in nature.

9. Any Major Dependence on a single or few suppliers or customers

The% of contribution of our Company’s customer vis-à-vis the revenue from operations respectively as of for the Period ended August 31, 2022 and Fiscal 2020, 2021 and 2022 is as follows:

Particulars	Top Customers as a percentage (%) of revenues			
	August 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Top 5	42.36%	34.86%	30.51%	29.07%
Top 10	54.76%	44.67%	40.93%	40.63%

The% of contribution of our Company’s supplier vis-à-vis the revenue from operations respectively as of for the Period ended August 31, 2022 and Fiscal 2020, 2021 and 2022 is as follows:

Particulars	Top Suppliers as a percentage (%) of revenues			
	August 31, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
Top 5	76.36%	34.86%	30.51%	29.07%
Top 10	62.96%	60.95%	62.13%	67.68%

10. Competitive conditions:

Competitive conditions are as described under the chapters “Industry Overview” and “Our Business” beginning on pages 132 and 176 respectively.

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business, primarily for the purposes of meeting our working capital requirements.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as on December 31, 2022:

(₹ in Millions)

Category of Borrowings	Sanctioned amount as at December 31, 2022*	Outstanding amount as at December 31, 2022*
Secured Loans		
Working Capital Limits (A+B)	2,133.50	1,797.03
Fund based facilities (A)		
- Cash Credit		445.74
- EPC		252.68
Non Fund based facilities (B)		
- Forward Contract		-
- Letter of Credit		1,015.82
- Buyers Credit		82.79
ECLGS – Covid Loans	154.90	119.86
Term Loans	73.90	6.33
Unsecured Loans	296.53	226.30
Total	2,658.83	2,149.52

* As certified by the Auditor of the Company pursuant to their certificate dated January 25, 2022

There have been no defaults in repayment of borrowings with any financial institutions/ banks as on the date of this Draft Red Herring Prospectus. We have received all the necessary approvals from the concerned lenders for the proposed Offer.

For further information, see *Risk Factor No 7 – “Our business is working capital intensive. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and– results of operations” - We have incurred borrowings from commercial banks and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition*” on pages 37 and 41 respectively this Draft Red Herring Prospectus.

Principal terms of the borrowings availed by us:

A summary of the principal terms of our borrowings are as set out below. The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us:

1. **Tenor:** The working capital facilities have a tenor ranging from 90 days to upto 6 years.
2. **Interest:** The interest rate applicable to our borrowing facilities is typically tied to the lender’s lending rate prevailing at the time, as applicable and which may vary for each facility.
3. **Security:** In terms of our borrowings where security needs to be created, we are typically required to:
 - a. create a pari passu charge by way of hypothecation on entire current assets, present and future, of the Company;
 - b. charge/ mortgage on movable and immovable properties of the Company;
 - c. charge/ mortgage on immovable properties of the Promoters and Promoter group Members namely, Mr. Vijay Sanghvi, Mrs. Seema Sanghvi and M/s. Ratnaveer Industries

- d. personal guarantee by our Promoters and Promoter Group Member namely, Mr. Vijay Sanghvi, Mrs. Seema Sanghvi.

The above is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. Events of default: The terms of our borrowings contain certain standard events of default which may attract penal charges, including:

- a. overdue interest/ installment in respect of term loans and over-drawings above the drawing power/ limit in fund based working capital accounts;
- b. delay in submission of audited financial statements;
- c. delay in submission of stocks & book debts statement after 7th of the following month;
- d. failure in performance of any covenant, condition or agreement;
- e. breach of financial covenants.

5. Consequences of event of default: Upon the occurrence of an event of default the lender may levy penal/ interest charges over and above the normal interest applicable in the account.

6. Negative Covenants: The borrowing arrangements entered into by us restrict us from carrying out certain actions, including:

- a. change in the capital structure;
- b. pledge the shares held by the Promoters Group;
- c. formulate any scheme of amalgamation or reconstruction;
- d. undertake any new project/scheme without obtaining the Bank's prior consent, unless the expenditure on such expansion is covered by the Company's net cash accruals or from long term funds received for financing such new projects;
- e. invest, lend or advance funds to any other concern;
- f. enter into any borrowing or financing arrangements except for working capital facilities granted/to be granted by the consortium bank members and any term loans proposed to be obtained from Financial Institutions/Banks for replacement-cum-modernization programme;
- g. issue any corporate guarantee on behalf of any company;
- h. declare dividend for any year except out of profits relating to that year;
- i. make material changes in the management set up without prior approval of the Banks;
- j. create charge, lien or encumbrance over its undertaking or any part thereof in favour of any financial institution, bank, company, firm or persons;
- k. withdraw/allow to be withdrawn any money brought in by the Company, Promoter or Directors
- l. extend loans to Directors/Associates or other Companies;
- m. sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the bank;

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there is no (i) outstanding criminal proceeding; (ii) outstanding action taken by regulatory or statutory authorities; (iii) outstanding claims related to direct and indirect taxes, in a consolidated manner; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors and our Promoter (“**Relevant Parties**”). As on the date of this Draft Red Herring Prospectus, our Company does not have any group company.*

In relation to (iv) above, our Board, at its meeting held on May 12, 2022 has determined Material Litigation as:

- (i) if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the Company’s profit after tax for the most recently completed fiscal year, as per the Restated Financial Statements for the financial year 2021-22; or*
- (ii) tax proceedings which individually involve an amount greater than the materiality threshold as defined in (i) above, to be disclosed individually;*
- (iii) where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.*

The profit after tax of our Company for Fiscal 2022 was ₹ 95.35 million while the total income of our Company for Financial Year 2021-22 was ₹ 4,284.72 million. Accordingly, all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties, in any such outstanding litigation or arbitration proceeding is equal to or in excess of ₹ 4.77 million have been disclosed in this Draft Red Herring Prospectus.

Further, there are no: (i) disciplinary actions (including penalties) imposed by SEBI or a recognized stock exchange against our Promoter in the last five Fiscals immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action.

It is clarified that for the purposes of above, pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, or our Directors shall not be considered as litigation until such time that any of our Company, or our Directors, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, our Board, at its meeting held on May 12, 2022 has determined ‘Material Dues’ as outstanding dues to creditors (excluding banks and financial institutions from whom the Company has availed of financial facilities) if the amount due to any one of them (‘Material Creditor’) exceeds 10% of the trade payables of the Company as per Restated Financial Statements for Financial Year 2021-2022. 10% of the trade payables of our Company, as per the Restated Financial Statements for Financial Year 2021-2022 is INR 412.69 million and accordingly, any outstanding dues exceeding INR 41.26 million have been considered as material outstanding dues for the purposes of disclosure in this section. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our

website at www.ratnaveer.com. Further, for outstanding dues to any party which is a micro, small or a medium enterprise (“MSME”), the disclosure will be based on information available with our Company regarding status of the creditor as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.

Except as disclosed herein, our Company, its Directors and Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them

All terms defined in a particular litigation disclosure pertain to that litigation only.

I. Litigation involving our Company

A. Litigation filed against our Company

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

- (i) A show cause notice dated January 17, 2011 was issued by the Directorate of Revenue Intelligence, Ahmedabad (“DRI”) against our Company, Mr. Vijay Sanghvi and Mr. Suresh Sanghvi, alleging that the imported goods (Stainless Steel Cold Rolled sheets) falling under CTH 7219 had been diverted without payment of duty and anti-dumping duty under the Advance Authorisation Scheme for manufacture of stainless steel washers, hooks, adaptors, etc. in their factory. By an order in original (No. 255/2014-15) dated January 09, 2015 passed by the Joint Commissioner of Customs (Exports), JNCH, Nhava Sheva, Tal. Uran, Dist. Raigad, the allegations levied against the noticees in the show cause notice were upheld and *inter alia* (i) our Company was directed to pay ₹ 3.71 Million towards recovery of customs duty payable along with applicable interest under section 28AB of the Customs Act, 1962; (ii) imposed a penalty of ₹ 3.71 Million on our Company; (iii) directed that the sum of ₹3.30 Million deposited by our Company during the investigation be appropriated against the aforesaid demand and interest; (iv) imposed redemption fine of ₹1.20 Million on our Company in lieu of confiscation of the goods, i.e. 14,925.00 kgs of raw materials imported by our Company having a total assessable value of ₹ 15.07 Million; (v) imposed a penalty of ₹0.40 Million on Suresh Sanghvi, Chairman of our Company; and (vi) imposed penalty of ₹0.40 Million on Vijay Sanghvi, Managing Director of our Company. Three appeals (Nos. 46 to 48 (Adj-Exp)/2016(JNCH)-A-I) were preferred by our Company, Suresh Sanghvi and Vijay Sanghvi challenging the aforesaid order in original before the Commissioner of Customs (Appeals) JNCH, Nhava Sheva. By and under order in appeal dated April 29, 2016, the aforesaid Commissioner of Customs (Appeals) has set aside the order in original dated January 09, 2015. The Customs department has filed an appeal (No. C/86934/2016) before the Customs, Excise and Service Tax Appellate Tribunal (“CESTAT”) against our Company, Vijay Sanghvi and Suresh Sanghvi, challenging the aforesaid order in appeal. The matter is currently pending before the Hon’ble Tribunal.
- (ii) A show cause notice dated January 01, 2014 was issued by the Directorate of Revenue Intelligence, Ahmedabad (“DRI”) against our Company and Mr. Vijay Sanghvi for allegedly changing classification from declared CTH 72199090 to CTH72192141, demanding and recovery of safeguard duty, appropriation of duty already paid by our Company, recovery of interest and imposition of penalties. By and under an order in original (No. 60/JC-AK/ICD-DASHRATH/O&A/2015) dated April 10, 2015, the Joint Commissioner, Customs, Ahmedabad has *inter alia* (i) rejected the classification under CTH

72199090 and classified the import of goods under CTH 72191200, 72191300 and 72191400; (ii) confirmed the demand and ordered recovery of safeguard duty for a sum of ₹4.42 Million from our Company and directed that the sum of ₹1.54 Million deposited by our Company during the investigation be appropriated against the aforesaid demand; (iii) directed that the sum of ₹0.05 Million deposited by our Company during the investigation be appropriated against the aforesaid interest; (iv) imposed a penalty of ₹4.42 Million under section 114A of the Customs Act, 1962 on our Company; and (v) imposed a penalty of ₹0.50 Million on our Managing Director, Mr. Vijay Sanghvi. An appeal (No. AHM-CUSTM-000-APP-153-15-16) was preferred by our Company challenging the aforesaid order in original before the Commissioner of Customs (Appeals) Ahmedabad. By and under order in appeal dated April 29, 2016, the aforesaid Commissioner of Customs (Appeals) has set aside the order in original dated April 10, 2015. The Deputy Commissioner of Customs, Vadodara has filed an appeal (No. C/10146/2016) before the Customs, Excise and Service Tax Appellate Tribunal (“CESTAT”) challenging the aforesaid order in appeal. The matter is currently pending before the Hon’ble Tribunal.

- (iii) A show cause notice dated October 27, 2018 was issued by the Directorate of Revenue Intelligence, Ahmedabad (“DRI”) against our Company and Mr. Vijay Sanghvi alleging that the goods (HR SS Coil) exported by one M/s. Bahru did not originate from Malaysia. Due to the misrepresentation by M/s. Bahru, ineligible benefits have been availed by Indian importers (including our Company) with the intent to evade Customs duty. By and under an order in original (No. 30/SA(30)ADG(ADJ.)/DRI,MUMBAI/2019-20) dated September 16, 2019 passed by the Additional Director General (Adjudication), DRI Mumbai, upheld the allegations levied against the noticees in the aforesaid show cause notice and *inter alia* (i) denied the duty exemption claimed by our Company (ii) confirmed the demand and ordered recovery of differential amount ₹ 4.09 Million on our Company; (iii) imposed a penalty of ₹4.09 Million under section 114A on our Company; (iv) directed confiscation of goods with CIF value of ₹41.13 Million but as the same were not available for confiscation, no redemption fine was levied on our Company; (v) imposed a penalty of ₹0.20 Million under section 112(a) and ₹0.20 Million under section 114AA of the Customs Act, 1962 on Mr. Vijay Sanghvi, Director of our Company; and (vi) directed that the sum of ₹6.50 Million deposited by our Company during the investigation be appropriated against the aforesaid demand, interest and penalty. Two appeals (Nos. C/88263/2019 and C/88264/2019) have been preferred by our Company and Vijay Sanghvi challenging the aforesaid order in original before the Customs, Excise and Service Tax Appellate Tribunal (“CESTAT”). The matter is currently pending before the Hon’ble Tribunal.
- (iv) A show cause notice dated July 27, 2018 was issued by the Directorate of Revenue Intelligence, Ahmedabad (“DRI”) against our Company and Mr. Vijay Sanghvi alleging wrongful exemption claimed from levy of CVD on the goods (HR/CR Stainless steel flat products) imported from the People’s Republic of China with the intent to evade Customs duty. By and under an order in original (No. AHM-CUSTM-000-COM-001-19-20) dated May 10, 2019, the Principal Commissioner of Customs, Ahmedabad has upheld the allegations levied against the noticees in the aforesaid show cause notice and *inter alia* (i) ordered the imposition of CVD under section 9 of the Customs Tariff Act, 1975 on our Company in respect of the seven bills of entry under which “CR Stainless Steel Coils Grade 304” has been imported by our Company under Advance Authorisation, during the period 07.09.2017 and 12.10.2017; (ii) confirmed the the demand and ordered recovery of ₹9.15 Million from our Company towards recovery of CVD payable along with applicable interest under section 28AA of the Customs Act, 1962; (iii) directed that the sum of ₹3.95 Million deposited by our Company during the investigation be appropriated against the aforesaid demand; (iv) imposed a penalty of ₹4.09 Million under section 114A on our Company (v) directed confiscation of goods with CIF value of ₹44.94 Million but as the same were not available for confiscation, no redemption fine was levied; (vi) imposed penalty of ₹9.15 Million under section 114A on our Company; (vii) imposed penalty of ₹0.50 Million

under section 114AA on our Company; (viii) imposed penalty of ₹0.50 Million under section 112 (a) and (b) and penalty of ₹0.50 Million under section 114A of the Customs Act, 1962 on Mr. Vijay Sanghvi, Director of our Company. Two appeals (Nos. C/11957/2019 and C/11958/2019) have been preferred by our Company and Vijay Sanghvi challenging the aforesaid order in original before the Customs, Excise and Service Tax Appellate Tribunal (“CESTAT”). The matter is currently pending before the Hon’ble Tribunal.

3. Material Civil proceedings

A Counter claim has been filed by one S.S. Automation Solutions Private Limited against our Company in Civil Suit No. 12 of 2021 pending before the Principal Senior Civil Judge & Addl. Chief Judicial Magistrate, Senior Division, Savli, Gujarat, for an aggregate sum of ₹ 20.98 Million alongwith interest thereon at 12% p.a. For further details, please see “Material Civil Proceedings” filed by our Company on page 328 of this DRHP.

B. Litigation filed by our Company

1. Criminal proceedings

Our Company filed a criminal complaint before the Judicial Magistrate First Class, Vadodara, Gujarat (“Magistrate”) on February 02, 2019 against S.P. Marketing, a Proprietorship Firm (“Accused”) and Alpesh B. Patel, Proprietor of S. P. Marketing under Section 138, 141 and 142 of the Negotiable Instruments Act, 1881 for the dishonour of cheque dated December 17, 2018, bearing cheque no. 917067 drawn on Indian Bank for an amount of ₹ 0.58 Million, as part payment payable by the Accused for supply of S. S. sheets under Purchase Order dated January 23, 2018 and vide Tax Invoice No. ST/1718/0000411 dated January 25, 2018 for a total sum of ₹ 0.83 Million. The matter is currently pending.

2. Outstanding actions against regulatory and statutory authorities

NIL

3. Material Civil proceedings

Our Company (as Plaintiff) has filed a Commercial Civil Suit No. 12 of 2021 before the Principal Senior Civil Judge & Addl. Chief Judicial Magistrate, Senior Division, Savli, Gujarat, against one S.S. Automation Solutions Private Limited (“Defendant”) for recovery of a sum of ₹ 47.47 Million towards unpaid dues for purchase of machinery under Purchase Order No. WASH-MANJ/1142/17-18 dated January 10, 2018 for Auto Sorting, Auto packaging and Palletizing Machine. The Defendant has filed a Counter Claimed for (i) a sum of ₹ 12.05 Million against our Company towards the balance amount payable under purchase order for machinery manufactured by the Defendant; (ii) claimed damages for a sum of ₹ 8.05 Million; (iii) a further sum of ₹ 0.88 Million towards the rent paid for storing the machinery, the delivery whereof was allegedly wrongfully refused by the Plaintiff from September 2021 to April 2022; and (iv) along with interest thereon at 12% p.a. The matter is pending before the Hon’ble Court.

II. Litigation involving the Directors (other than our Promoter)

A. Litigation filed against our Directors

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

B. Litigation filed by our Directors

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

III. Litigation involving our Promoter

A. Litigation filed against our Promoter

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

B. Litigation filed by our Promoter

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

IV. As on the date of this Draft Red Herring Prospectus, there is no litigation involving our Group Companies which may have a material impact on our Company.

V. **Tax claims**

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors and Promoters:

Nature of Proceedings	Number of cases	Amount involved (in INR millions)
<i>Company</i>		
Direct tax	7	103.88
Indirect tax	15	26.07
<i>Directors</i>		
Direct tax	1	0.06
Indirect tax	-	-
<i>Promoter</i>		
Direct tax	5	1.28
Indirect tax	-	-

OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at August 31, 2022, are set out below:

Particulars	Number of Creditors	Amount Outstanding (Rs. In Millions)
Material Creditors	46	300.86
Micro, Small and Medium Enterprises	-	-
Other creditors	303	80.66
Total	349	381.51

The details pertaining to material dues to creditors as per the Restated Financial Statements for the most recent financial year is available on the website of our Company www.ratnaveer.com.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, our Promoter nor our Directors are or have been classified as a wilful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

MATERIAL DEVELOPMENTS

Except as disclosed in the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 303 of this Draft Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial information as disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our consolidated assets or our ability to pay material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our Company is in receipt of the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as on the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations. The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

I. Incorporation details of our Company

1. Certificate of incorporation dated February 20, 2002 issued by the RoC to our Company.
2. Certificate of incorporation dated May 30, 2018 issued by the RoC, consequent upon change in our name from 'Ratnaveer Stainless Products Private Limited' to 'Ratnaveer Metals Private Limited'.
3. Certificate of incorporation dated October 11, 2018 issued by the RoC, consequent upon change in our name from 'Ratnaveer Metals Private Limited' to 'Ratnaveer Metals Limited', pursuant to conversion of our Company from a private limited company to a public limited company.
4. Certificate of incorporation dated November 01, 2022 issued by the RoC, consequent upon change in our name from 'Ratnaveer Metals Limited' to 'Ratnaveer Precision Engineering Limited'.
5. Our Company has been allotted the corporate identity number U27108GJ2002PLC040488.

II. Approvals in relation to the Issue

For details regarding the approvals and authorisations obtained by our Company in relation to the Issue, please see "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" on page 335 of this Draft Red Herring Prospectus.

III. Approvals in relation to operations of our Company

A. Tax Related Approvals

1. The permanent account number of our Company is AABCR9648F.
2. The tax deduction account number of our Company is BRDR00325D.
3. The import export code (IEC) of our Company is 3402000130.
4. The GST registration obtained by our Company is 24AABCR9648F1Z8.

B. Labour Related Approvals

1. Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 our Company has been allotted EPF code number Gj/BD/22110.
2. Under the Employees' State Insurance Act, 1948 our Company has been allotted code numbers 38000427510000699 and 37001105980000999.
3. Under the Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976 our Company has been allotted registration number PE1921000022.

C. Business Related Approvals

i) General approvals

- (1) Udyam Registration as Medium Enterprise under Registration Certificate (No. UDYAM-GJ-24-0002432) dated August 24, 2018 issued by the Ministry of Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006.
- (2) Registration under Gujarat Shops & Establishment (Regulation of Employment and Condition of Service) Act, 2019 for our Corporate Office.

ii) Unit I

Particulars	Valid Upto
License to Work a Factory dated November 02, 2022 bearing registration number 1517/28996/2002 issued by the Deputy Director, Directorate of Industrial Safety & Health, Baroda Region, Gujarat under the Factories Act, 1948	December 31, 2025
Consent to Establish for expansion/ inclusion dated July 11, 2016 bearing number GPCB/CCA-VRD-1369/ID-37543/362409 issued by the Gujarat Pollution Control Board under the Water (Prevention & Control of Pollution) Act 1974 and Air (Prevention & Control of Pollution) Act, 1981	July 6, 2023
Consent and Authorization dated November 30, 2017 bearing number AWH-89849 issued by the Gujarat Pollution Control Board under the Water (Prevention & Control of Pollution) Act 1974, Air (Prevention & Control of Pollution) Act, 1981 and the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016	June 30, 2027

iii) Unit II

Particulars	Valid Upto
License to Work a Factory dated July 30, 2019 bearing registration number 3898/24106/2019 issued by the Joint Director, Directorate of Industrial Safety & Health, Baroda Region, Gujarat under the Factories Act, 1948	December 31, 2023
Permission dated April 30, 2018 bearing number GIDC/RM/BRD/ALT/SUBLET/1048 issued by the Office of Regional Manager, GIDC, Vadodara for sub-leasing the premises situated at Plot No. E-120, GIDC Industrial Estate, Savli, Vadodara	February 01, 2023

iv) Unit III

Particulars	Valid Upto
License to Work a Factory dated November 17, 2022 bearing registration number 4085/7421/2005 issued by the Deputy Director, Directorate of Industrial Safety & Health, Baroda Region, Gujarat under the Factories Act, 1948	December 31, 2025

v) **Unit IV**

Particulars	Valid Upto
License to Work a Factory dated January 10, 2023 bearing registration number 3045/27105/2012 issued by the Deputy Director, Directorate of Industrial Safety & Health, Ahmedabad, Gujarat under the Factories Act, 1948	December 31, 2025
Consents and Authorization dated June 07, 2018 bearing number AWH-89849 issued by the Gujarat Pollution Control Board under the Water (Prevention & Control of Pollution) Act 1974, Air (Prevention & Control of Pollution) Act, 1981 and the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016 in favour of Jagdish Udyog (owner of the Property)	April 03, 2023

IV. Approvals applied for but not yet received/ Renewals made in the usual course of business:

1. Application dated January 10, 2023 for seeking modification/amendment to CCA issued by GPCB for Unit I.
2. Application dated January 13, 2023 for seeking approval from Executive Engineer, GIDC for additional constructed area at Unit I.

V. Material licenses/ approvals for which our Company is yet to apply for/ Statutory Approvals/ Licenses required:

1. Registration as Principal Employer issued by the Department of Labour under the provisions of Contract Labour (Regulation & Abolition) Act, 1970.

VI. Approvals obtained in relation to Intellectual property rights

Our Company has neither applied for nor registered any trademarks as on the date of this Draft Red Herring Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Fresh Issue pursuant to the resolution passed at its meeting held on November 16, 2022. Further, our Shareholders have approved the Fresh Issue pursuant to a special resolution passed on November 23, 2022 under Section 62(1)(c) of the Companies Act, 2013. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on November 15, 2022.

The Offer for Sale has been authorised by the Promoter Selling Shareholder as follows:

Sr. No.	Name of the Promoter Selling Shareholder	Maximum number of Offered Shares	Date of Promoter Selling Shareholder's Consent Letter	Date of Corporate Authorisation/ Board Resolution
1.	Mr. Vijay Ramanlal Sanghavi	2,100,000	November 15, 2022	N.A.

Our Company has obtained in-principle approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI or any other regulatory authorities

We confirm that our Company, our Promoter, Promoter Group, our Directors and the Promoter Selling Shareholder have not been prohibited from accessing the capital market for any reason or debarred from buying, selling or dealing in securities, under any order or directions by the SEBI or any other securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Draft Red Herring Prospectus.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our Company, our Promoter or Directors are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors are associated with the securities market and there is no outstanding action against them initiated by the SEBI in the past five years against the Directors or any other entity with which our directors are associated as promoters or director.

Neither our Company nor the Directors and our Promoter/ Promoter Group have been declared as "Fraudulent Borrowers" by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 01, 2016.

Further, none of our Promoter or Directors have been declared as fugitive economic offender under Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoter and the members of the Promoter group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent in force and applicable, as on the date of this Draft Red Herring Prospectus.

The Promoter Selling Shareholder has confirmed that he is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, which states as follows:

- Our Company has net tangible assets of at least ₹ 30 million, calculated on a restated consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% of the net tangible assets are held as monetary assets.
- Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years.
- Our Company has a net worth of at least ₹ 10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis.
- Our Company has changed its name in the last one year. However, the new name does not indicate any change in the business activity of the Company.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Financial Information included in this Draft Red Herring Prospectus as at, and for the three immediately preceding Financial Years are disclosed below.

Derived from the Restated Financial Information

Particulars	(₹ in Millions)		
	As at		
	March 31, 2022	March 31, 2021	March 31, 2020
Net tangible assets (a)	612.73	535.28	503.16
Operation profits (b)	235.88	172.60	221.77
Net worth	661.07	564.82	510.66
Monetary assets (c)	196.95	187.69	179.87
Monetary assets, as a % of net tangible assets (c) / (a)	32.14%	35.06%	35.75%

- a) "Net tangible assets" have been computed as: sum of total assets reduced by total liabilities (deferred tax liabilities (net)) to arrive at net assets. Net assets is reduced by intangible assets, intangible to arrive at net tangible assets.
- b) "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses on a restated basis.
- c) "Monetary assets" represent the sum of cash and cash equivalents, other bank balances.
- d) "Operating profit" is defined as profit before finance costs, other income and tax expense

The Promoter Selling Shareholder has confirmed that he has held the Offered Shares for a period of at least one year prior to the date of this Draft Red Herring Prospectus and that he is in compliance with Regulation 8 of the SEBI ICDR Regulations.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate not more than 50% of the Net Offer to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees shall not be less than 1,000.

Further, our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and has ensured compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Also, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

- a) Neither our Company nor any of our Directors or the Promoter Selling Shareholder are debarred from accessing the capital markets by the SEBI.
- b) None of our Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- c) Neither our Company nor the Promoter Selling Shareholder and our Directors have been categorized as a wilful defaulter.
- d) None of our Directors have been declared a fugitive economic offender.

Our Company has facilitated trading in demat securities and has entered into agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated January 23, 2019 and National Securities Depository Limited (NSDL) dated February 21, 2019 for establishing connectivity.

DISCLAIMER CLAUSE OF SEBI

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT 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 THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED JANUARY 26, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS 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 ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.”

Disclaimer from our Company our Directors, the Promoter Selling Shareholder and the Book Running Lead Manager

Our Company, our Directors, the Promoter Selling Shareholder and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in the Draft Red Herring Prospectus or in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information including our Company's website www.ratnaveer.com, or the respective websites of the members of the Promoter Group and affiliates, would be doing so at his or her own risk.

The Promoter Selling Shareholder, his affiliates and associates accept or undertake no responsibility for any statements other than those specifically undertaken or confirmed by the Promoter Selling Shareholder in relation to himself and the Offered Shares.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement, to be executed between the Underwriters and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder (to the extent that the information pertain to him and the Offered Shares) and the BRLM 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.

None among our Company, the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software or hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, 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 Promoter 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.

The BRLM and its respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, the Promoter and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter and their respective directors and officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer of Industry Report

This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet (“**Dun & Bradstreet**”) and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.

Dun & Bradstreet has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

The recipient should conduct its own investigation and analysis of all facts and information contained in this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Disclaimer in Respect of Jurisdiction

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai only.

Bidders eligible under Indian law to participate in the Offer

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs (under Schedule I of the FEMA Rules) and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not, however constitute an invitation to subscribe to 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 the Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer is being made only pursuant to the Draft Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Draft Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient was outside India.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law.

Eligibility and Transfer Restrictions

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 U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares may be offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs") in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. For the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs".

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and were not offered or sold, and Bids were not made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Offer) may violate the registration requirements of the U.S. Securities Act if such an offer for sale is made otherwise than in compliance with

Section 4(a)(2) or Rule 144A or another available exemption from registration under the U.S. Securities Act.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the ROC filing.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the ROC filing.

Listing

The Equity Shares of our Company are proposed to be listed on BSE and NSE. Applications have been made to BSE and NSE for permission to deal in and for an official quotation of the Equity Shares. NSE 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 Bidders in pursuance of the Red Herring Prospectus and Promoter Selling Shareholder will be liable to reimburse our Company for such repayment of monies, on his behalf, with respect to the Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Promoter Selling Shareholder and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder in proportion to the Offered Shares. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent that such delay has been caused by any act or omission solely attributable to the Promoter Selling Shareholder and to the extent of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date. Further, the Promoter Selling Shareholder confirm that they shall provide reasonable assistance to our Company, and the Book Running Lead Manager, with respect to the Offered Shares, for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date, to the extent of the Offered Shares.

If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, it shall 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.

Except for 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 Promoter Selling Shareholder on a pro-rata basis, in proportion to the (i) Equity Shares issued and allotted by our Company in the Fresh Issue and (ii) Equity Shares sold by the Promoter Selling Shareholder in the Offer for Sale. However, in the event that the Offer is withdrawn by our Company or not completed for any reason whatsoever, all the Offer related expenses will be solely borne by our Company. Upon successful completion of the Offer, any

payments by our Company in relation to the Offer expenses on behalf of the Promoter Selling Shareholder shall be reimbursed by the Promoter Selling Shareholder to our Company inclusive of taxes.

Consents

Consents in writing of Promoter Selling Shareholder, our Promoter, our Directors, our Company Secretary and Compliance Officer, Legal Advisor to the Offer, the Book Running Lead Manager, Statutory & Peer Review Auditor, the Registrar to the Offer, Banker to the our Company, independent chartered engineer have been obtained; and consents in writing of the Syndicate Members, Underwriter, Share Escrow Agent, Monitoring Agency, Escrow Collection Bank(s), Banker(s) to the Offer/ Public Offer Bank(s)/ Refund Bank(s) and Sponsor Bank to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013. All such consents have not been withdrawn until the date of this Draft Red Herring Prospectus.

Experts to the Offer

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

Our Company has received written consents from the following persons to include their names in this Draft Red Herring Prospectus as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus:

- (i) Consent dated January 19, 2023 from our Statutory and the Peer Review Auditor namely, M/s Pankaj R. Shah & Associates, Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated November 04, 2022, and the Statement of Possible Special Tax Benefits dated January 25, 2023 included in this Draft Red Herring Prospectus.
- (ii) Consent dated January 18, 2023 from Upendra Nath Mahto, Independent Chartered Engineers in respect of their certificate dated December 23, 2022 on our Company's installed capacity and capacity utilisation at our production Units included in this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Except as disclosed in "*Capital Structure – Notes to the capital structure*" on page 89 of this Draft Red Herring Prospectus, our Company has not made any capital issues during the previous three years.

Particulars regarding public or rights issues during the last five (5) years

Except as stated in the chapter titled "*Capital Structure*" beginning on page 89 of this Draft Red Herring Prospectus, we have not made any previous rights issue during the five (5) years preceding the date of the Draft Red Herring Prospectus. Our Company has not made any public issues during the last five years.

Commission and brokerage on previous issues

Since this is an Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last five (5) years.

Capital issue during the previous three years by listed Group-Companies/ subsidiaries/ associates of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed subsidiary or associate Companies. There has not been any capital issue by our listed Group Company during the last three years.

Performance vis-a-vis objects – Public/ rights issue of our Company

Except as stated under chapter titled "*Capital Structure*" beginning on page 89 of the Draft Red Herring Prospectus, our Company has not undertaken any previous rights issue. Further, this Offer is an "Initial Public Offer" in terms of SEBI ICDR Regulations and our Company has not undertaken any previous public issue.

Performance vis-a-vis objects - Last one Public Issue/ Rights Issue of Subsidiaries/ Listed Promoters

Except as disclosed under chapter titled "*Capital Structure*" beginning on page 89 of the Draft Red Herring Prospectus, our Company has not undertaken any rights issue in the five years preceding the date of this Draft Red Herring Prospectus. Our Company has not made any public issues in the five years preceding the date of this Draft Red Herring Prospectus.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Price Information and track record of past issued handled by the Book Running Lead Manager

Unistone Capital Private Limited

Sr. No.	Issue Name	Issue Size (inLakhs)	Issue price	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing
1	Likhitha Infrastructure Limited	6120.00	120	October 15,2020	136.60	16.14%, [10.22%]	41.43%, [23.74%]	170.87%, [24.84%]
2	Siddhika Coatings Limited	469.68	57	April 7, 2021	56.95	0.88%, [0.02%]	21.05%, [7.18%]	62.72%, [20.05%]
3	Bombay Metrics Supply Chain Limited	428.54	93	October 12,2021	103.20	28.35%, [0.62%]	59.09%, [1.22%]	329.09%, [-2.57%]
4	Sigachi Industries Limited	12,542.85	163	November 15, 2021	603.75	150.80%, [-4.90%]	96.26%, [-4.18%]	65.28%, [-12.85%]
5	HP Adhesives Limited	12,596.33	274	December 27,2021	334.95	42.34%, [0.14%]	38.21%, [0.39%]	31.30%, [-7.34%]
6	Integrated Personnel Services Limited	1,274.40	59	November 11, 2022	66.50	37.63% [0.80%]	-	-
7	All E Technologies Limited	4,377.60	90	December 21, 2022	125.00	23.72% [-0.94]	-	-

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Notes:

- (a) Source: www.nseindia.com for the price information
 (b) Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.
 (c) The Nifty 50 index is considered as the benchmark index.

Summary statement of price information of past public issues handled by Unistone Capital Private Limited

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30 th Calendar day from listing date			Nos of IPOs trading at discount on 180 th Calendar day from listing date			Nos of IPOs trading at premium on 180 th Calendar day from listing date		
			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%
FY 2020-21	1	61.20	-	-	-	-	-	1	-	-	-	1	-	-
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	2	60.94	-	-	-	-	2	-	-	-	-	-	-	-

**The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Mechanism for Redressal of Investor Grievances

The Agreement between the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least three years from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the Bidding process may be addressed to the Registrar to the Offer with a copy to the Designated Intermediary to whom Bid cum Application Form was submitted, giving full details such as name of the sole or first Bidder, address of the applicant, UPI ID (if applicable), Bidder DP ID, Client ID, UPI ID, PAN, date of submission of Bid cum Application Form, application number, number of Equity Shares applied for, amount paid on application, Depository Participant and the bank branch or collection centre where the application was submitted.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Manager and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any post- Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018 and SEBI circular 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 BI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and subject to applicable law any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for the stipulated period. In an event there is a delay in redressal of the investor grievance, the BRLM shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. For helpline details of the BRLM pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “General Information” on page 80.

Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No:

SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLM.

Disposal of Investor Grievances by our Company

Our Company has constituted a Stakeholders' Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled "*Our Management*" beginning on page 209 of this Draft Red Herring Prospectus.

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 Ten (10) 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 Ms. Prerana Rajeshbhai Trivedi, as the Company Secretary & Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Prerana Rajeshbhai Trivedi

c/o Ratnaveer Precision Engineering Limited

Plot no. E-77, G.I.D.C., Savli (Manjusar),

Baroda - 391 775, Gujarat, India.

Telephone: +91 8487878075

Website: www.ratnaveer.com

Email id: cs@ratnaveer.com

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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

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

Our Company shall, after filing of this Draft Red Herring Prospectus, 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 in relation to redressal of investor grievances through SCORES.

As on the date of this Draft Red Herring Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

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

Our Company has not sought for any exemptions from complying with any provisions of securities laws from the SEBI.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013.

SECTION VII - OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the MoA, the AoA, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice 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 laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC 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 the SEBI, the Government of India, the Stock Exchanges, the RoC and/ or any other authorities while granting their approval for the Offer.

Ranking of Equity Shares

The Equity Shares being Allotted pursuant to the Offer shall rank pari passu in all respects with the existing Equity Shares including in respect of voting and the right to receive dividend. The Allottees upon Allotment of Equity Shares in the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of the Allotment. For further details, see “*Main Provisions of Articles of Association*” beginning on page 384 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and the Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on pages 233 and 384 respectively of this Draft Red Herring Prospectus.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot, will be decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, and advertised in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, 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 the Stock Exchanges for the purpose of uploading the same on their websites. 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 respective websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and Promoter Selling Shareholder in the manner specified in “*Objects of the Offer – Offer Related Expenses*” on page 109 of this Draft Red Herring Prospectus.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act, 2013;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013, the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, etc., see “*Main Provisions of Articles of Association*” beginning on page 384 of this Draft Red Herring Prospectus.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form and trading of the Equity Shares shall also only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 21, 2019 amongst our Company, NSDL and the Registrar to the Offer.
- Tripartite agreement dated January 23, 2019 amongst our Company, CDSL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares for Retail Individual Bidders and Minimum NIB Application Size for Non-Institutional Bidders.

Joint holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ 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 our Registered Office or to the Registrar and Transfer Agent of our Company.

Any person who 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 our 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 days, the Board may thereafter withhold payment of all dividends, interests, 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 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 Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Fresh Issue and the Promoter Selling Shareholder reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of his portion of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Offer advertisements were published, within two 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 Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank (in case of RIBs using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC. 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 our Company or the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager withdraw the Offer after the Bid/ Offer Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/ Offer Programme

BID/ OFFER OPENS ON	[●]*
BID/ OFFER CLOSSES ON	[●]**

* Our Company may, in consultation with the Promoter Selling Shareholder and the Book Running Lead Manager, consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period will be one

Working Day prior to the Bid/ Offer Opening Date, i.e., [●], in accordance with the SEBI ICDR Regulations.

- ** Our Company may, in consultation with the Promoter Selling Shareholder and 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

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account*	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchanges	[●]

* 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 in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds.

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholder 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 Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoter Selling Shareholder, as may be required in respect of his portion of the Offered Shares, the timetable may change due to various factors, any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that he shall extend such reasonable support and co-operation in relation to his portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

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 or 15% of the application amount, whichever is higher, for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date in terms of the UPI Circulars by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For details, please see “Offer Procedure” beginning on page 360 of this DRHP.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10:00 a.m. and 5:00 p.m. Indian Standard Time (“IST”)
Bid/ Offer Closing Date*	
Submission and Revision in Bids	Only between 10:00 a.m. and 3:00 p.m. IST

* UPI mandate end time and date shall be at 5.00pm on Bid/Offer Closing Date

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- (i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (i) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by retail Individual Investors.

On Bid/ Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Offer on a daily basis.

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 limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision in Bids will be accepted only during Working Days. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/ Offer Period till 5.00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders

shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

None among our Company and the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company in consultation with the Promoter Selling Shareholder and 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 all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price and shall at all times be at least 105% of the Floor Price.

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

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/ Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond four days after our Company and the Promoter Selling Shareholder, to the extent applicable shall pay interest at the rate of 15% per annum. Promoter Selling Shareholder shall be liable to refund money raised in the Offer, only to the extent of his position of Offered Shares, together with any interest on such amount as per applicable laws. No liability to make any payment of interest shall accrue to the Promoter Selling Shareholder unless any delay in making any of the payments hereunder or any delay in obtaining listing or trading approvals in relation to the Offer is solely attributable to such Promoter Selling Shareholder. All refunds made, interest borne, and expenses incurred (with regard to payment of refunds) by the Company on behalf of the Promoter Selling Shareholder will be adjusted or reimbursed by such Promoter Selling Shareholder to our Company as agreed among our Company and the Promoter Selling Shareholder in writing, in accordance with applicable laws.

The requirement for minimum subscription is not applicable for the Offer for Sale. In the event of achieving aforesaid minimum subscription, however, there is under-subscription in achieving the total Offer size, the Equity Shares will be Allotted in the following order:

- (i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;
- (ii) upon (i), all the Equity Shares held by the Promoter Selling Shareholder and offered for sale in the Offer for Sale will be Allotted; and
- (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion;

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. 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.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock- in of the pre- Offer Equity Share Capital of our Company, lock- in of the Promoter's contribution and the Anchor Investor lock- in as provided in "*Capital Structure*" beginning on page 89 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of the Equity Shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association*" beginning on page 384 of this Draft Red Herring Prospectus.

New Financial Instruments

The Offer is an issue of Equity Shares, and no new financial instruments are issued by our Company through this Offer.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer shall be Allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

OFFER STRUCTURE

Initial Public Offer of up to 17,400,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Million comprising of a Fresh Issue of up to 15,300,000 Equity Shares aggregating up to ₹ [●] Million by our Company and an Offer for Sale of up to 2,100,000 Equity Shares aggregating up to ₹ [●] Million by the Promoter Selling Shareholder. The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10/- each. The Offer is being made through the Book Building Process.

Particulars of the Offer	Qualified Institutional Buyers ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for allocation/allotment ^{*(2)}	Not less than [●] Equity Shares	Not more than [●] Equity Shares	Not more than [●] Equity Shares
Percentage of Offer Size available for allocation/allotment	Not less than 50% of the Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall 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 (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size more than ₹ 200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000	Not less than 35% of the Net Offer shall be available for allocation
Basis of Allotment/Allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual	Allotment to each of the Non- Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis.

Particulars of the Offer	Qualified Institutional Buyers ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	Funds receiving allocation as per (a) above. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	specified in the SEBI ICDR Regulations	For details see, "Offer Procedure" on page 360.
Mode of Bid [^]	Only through the ASBA process (except for Anchor Investors) (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the Anchor Portion), subject to limits as applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares such that the bid amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form.		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Shares thereafter in multiples of one Equity Share. For Non- Institutional Bidder allotment shall not be less than the Minimum NIB Application Size		
Trading Lot	One Equity Share		
Who can apply ^{(3) (4)}	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals,	Resident Indian Individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices and trusts for Equity Shares such that the	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not

Particulars of the Offer	Qualified Institutional Buyers ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	Bid Amount exceeds ₹ 200,000 in value.	exceed ₹ 200,000 in value.
Terms of Payment	<p>In case of Anchor Investors: Full Bid amount shall be payable by the Anchor Investors at the time of submission of their Bids.⁽⁴⁾</p> <p>In case of all other Bidders: Full Bid amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, 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</p>		

*Assuming full subscription in the Offer

^ SEBI vide its circular no. 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 bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional Bidder and RIBs 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

(1) Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion.

(2) *Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to all QIBs. Further, (a) not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders (out of which (i) one third shall be reserved for applicants with application size of more than ₹0.2 million and up to ₹1 million, and (ii) two-thirds shall be reserved for applicants with application size of more than ₹ 1 million provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders) and (b) not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the Promoter Selling Shareholder and the BRLMs and the Designated Stock Exchange, on a proportionate basis. 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.*

(3) *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. The signature of only such 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. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor 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.*

(5) *Anchor Investors are not permitted to use the ASBA process.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, 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.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis. For further details, please see the chapter titled “*Terms of the Offer*” beginning on page 349 of this Draft Red Herring Prospectus.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

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; (v) issuance of Confirmation of Allocation Note (“CAN”) 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 and electronic registration of bids; (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 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 in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 (“UPI Phase II”). The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Bidders (“UPI Phase III”), as may be prescribed by SEBI. The Offer will be made under UPI Phase II of the UPI Circular, 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 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular came into force for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, our Company, the Selling Shareholders and the BRLMs are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are

submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholders and the BRLMs are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company and the Selling Shareholders in consultation with the BRLMs may 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 them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other subcategory of Non-Institutional Bidders.

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 on proportionate basis, at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI

Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

- (a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.
- (b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.
- (c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file

into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

- b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Draft Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) 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 BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer.

Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

Retail Individual Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase II, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIBs (other than the RIBs 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. UPI Bidders 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 not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

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 or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

Non-Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

**Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to

the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks / unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Participation by Promoter, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLMs and the Syndicate Members and Bids by Anchor Investors The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non- Institutional Category as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLMs or their respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Managers” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoter and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLMs reserves 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 may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External Accounts (“**NRE Account**”), or Foreign Currency Non-Resident Accounts (“**FCNR Account**”), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“**NRO**”) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall 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 warrant. 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.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non Residents ([●] in colour). Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” on page 382.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form / Application Form as follows: “Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (c) such offshore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;

- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund has multiple investment strategies / sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the “SEBI AIF Regulations”) prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended (“SEBI FVCI Regulations”) prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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 Shareholders, in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

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 is required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "Banking Regulation Act"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and nonfinancial services cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the bank's interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

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, the Company and the Selling Shareholders in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations"), and are based on investments in the equity shares of a company, the

entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, 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 and the Selling Shareholders in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof.

NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, 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 reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders in consultation with the BRLMs, in their absolute discretion, reserve 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 Selling Shareholders in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders in consultation with BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

- (a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.
- (b) The Bids are required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. 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 ₹100 million.
- (c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.

- (d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date, and will be completed on the same day.
- (e) Our Company and the Selling Shareholders in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:
- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
 - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
 - in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- (f) Allocation to Anchor Investors is required to 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 will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (h) 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.
- (i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) can apply in the Offer under the Anchor Investor Portion.
- (j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Draft Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall

be allocated / Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he / she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding 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 BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the 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 the Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper and [●] editions of the Gujarati regional newspaper (Gujarati being the regional language of Gujarat where our Registered Office is located). Our Company shall, in the pre- Offer advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
5. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;
8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;
9. In case of joint Bids, ensure that 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;
10. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
11. Ensure that they have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
12. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
13. 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 Collecting 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;
14. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
15. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

16. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
17. 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, (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, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which 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;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. 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;
20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
24. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;
25. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
27. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that

location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);

28. 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 or the Sponsor Bank(s), as applicable 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;
29. UPI Bidders Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;
30. UPI Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
31. UPI Bidders Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;
32. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.
34. Ensure that ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;
35. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 12:00 p.m. of the Working Day immediately after the Bid / Offer Closing Date.
36. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs)
4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
7. Bids by HUFs not mentioned correctly as provided in “- *Bids by HUFs*”
8. Anchor Investors should not Bid through the ASBA process;
9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;
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 physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer / Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Red Herring Prospectus;
14. Do not submit your Bid after 3.00 pm on the Bid / Offer Closing Date;
15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date;
16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
17. If you are a UPI Bidders using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
18. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;
19. Do not submit the General Index Register (GIR) number instead of the PAN;
20. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
21. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
22. 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. Retail Individual Bidders can revise or withdraw their Bids until the Bid / Offer Closing Date;
23. 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 Bidder;

24. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by Retail Individual Bidders using the UPI Mechanism;
25. 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;
26. 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);
27. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;
28. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
29. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
30. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;
31. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and
32. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Book Running Lead Managers*” on page 80.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Offer Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see “*General Information*” on page 80.

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 in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard mentioned in SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice 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. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow

Accounts should be drawn in favour of:

- (i) In case of resident Anchor Investors: “[●]”
- (ii) In case of non-resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] edition of Gujarat, a Gujarati newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located),

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 21, 2019 amongst our Company, NSDL and the Registrar to the Offer.
- Tripartite agreement dated January 23, 2019 amongst our Company, CDSL and the Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

- (i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that if the 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, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

- (iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid / Offer Closing Date or such other time as may be prescribed;
- (iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- (vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- (vii) that if our Company and the Selling Shareholders in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;
- (viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and
- (ix) that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Draft Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

Undertakings by the Selling Shareholders

The Selling Shareholders, severally and not jointly, undertake the following in respect of themselves as the Selling Shareholders, and the Offered Shares:

- i. that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- ii. that they are the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;
- iii. that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- iv. that the Equity Shares being sold by them pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

- v. that they shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;
- vi. that 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;
- vii. that they shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and
- viii. that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies that:

- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer 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
- 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.

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.*” The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy of the Government of India and FEMA and the circulars and notifications issued thereunder. While the FDI Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“DPIIT”), formerly known as Department of Industrial Policy and Promotion issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Up to 100% foreign investment under the automatic route is currently permitted in the “Manufacturing” sector. For details, see “*Key Industry Regulations and Policies*” on page 196.

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 FDI 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. 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 in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government, OCBs could not participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are may be offered and sold outside the United States in offshore transactions in reliance on with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For further details, see “*Offer Procedure*” beginning on page 360 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for did not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION

OF

RATNAVEER PRECISION ENGINEERING LIMITED

A COMPANY LIMITED BY SHARES

1. The Regulations contained in Table ‘F’ in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

“public company” means a company which—

- (a) is not a private company;
- (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

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

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:
 - a. ‘The Act’ or ‘The Companies Act’ shall mean ‘The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.’
 - b. ‘The Board’ or ‘The Board of Directors’ means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
 - c. ‘The Company’ or ‘This Company’ means **RATNAVEER PRECISION ENGINEERING LIMITED.**
 - d. ‘Directors’ means the Directors for the time being of the Company.
 - e. ‘Writing’ includes printing, lithograph, typewriting and any other usual substitutes for writing.
 - f. ‘Members’ means members of the Company holding a share or shares of any class.
 - g. ‘Month’ shall mean a calendar month.
 - h. ‘Paid-up’ shall include ‘credited as fully paid-up’.
 - i. ‘Person’ shall include any corporation as well as individual.
 - j. ‘These presents’ or ‘Regulations’ shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
 - k. ‘Section’ or ‘Sec.’ means Section of the Act.
 - l. Words importing the masculine gender shall include the feminine gender.
 - m. Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
 - n. ‘Special Resolution’ means special resolution as defined by Section 114 in the Act.
 - o. ‘The Office’ means the Registered Office for the time being of the Company.
 - p. ‘The Register’ means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.

q. 'Proxy' includes Attorney duly constituted under a Power of Attorney.

3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
4. The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.
5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot 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 or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.
7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:
 - i. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
 - (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
 - (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
- d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.
 - ii. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
 - iii. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:

- (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
 - (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.
8. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.
- (2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

Issue of further shares with disproportionate rights

9. Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.

Not to issue shares with disproportionate rights

10. The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

Power to pay commission

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Liability of joint holders of shares

12. The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

Trust not recognised

13. Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

Issue other than for cash

14. a. The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
- b. As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

Acceptance of shares

15. An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

Member' right to share Certificates

16. 1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:
 - a. One certificate for all his shares; or
 - b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.
3. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorised official(s) of the Company.

One Certificate for joint holders

17. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

Renewal of Certificate

18. If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.
19. For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

Splitting and consolidation of Share Certificate

20. The shares of the Company will be split up/consolidated in the following circumstances:
 - (i) At the request of the member/s for split up of shares in marketable lot.
 - (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

Directors may issue new Certificate(s)

21. Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

Person by whom installments are payable

22. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN

Company's lien on shares

23. The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article.

Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

As to enforcing lien by sale

24. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

Authority to transfer

25. a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.
- b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

Application of proceeds of sale

26. The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

Calls

27. Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

When call deemed to have been made

28. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

Length of Notice of call

29. Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

Sum payable in fixed instalments to be deemed calls

30. If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.

When interest on call or instalment payable

31. If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

Sums payable at fixed times to be treated as calls

32. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

Payment of call in advance

33. The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

Partial payment not to preclude forfeiture

34. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

FORFEITURE OF SHARES

If call or instalment not paid, notice may be given

35. If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

Evidence action by Company against shareholders

36. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Form of Notice

37. The notice shall name a further day (not earlier than the expiration 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 shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

If notice not complied with, shares may be forfeited

38. If the requirements of any such notice as, aforementioned 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice after forfeiture

39. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Boards' right to dispose of forfeited shares or cancellation of forfeiture

40. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

Liability after forfeiture

41. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect

of the shares.

Effect of forfeiture

42. The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

Evidence of forfeiture

43. A duly verified declaration in writing that the declarant is a Director 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, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and 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.

Non-payment of sums payable at fixed times

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

Validity of such sales

45. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES

Transfer

46. a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
- b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

- c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.
- e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

Form of transfer

47. Shares in the Company shall be transferred by an instrument in writing in such common form as

specified in Section 56 of the Companies Act.

Board's right to refuse to register

48. a. The Board, may, at its absolute discretion and without assigning any reason, decline to register
1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or
 2. Any transfer or transmission of shares on which the Company has a lien
 - a. Provided that registration of any 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 Company on any account whatsoever except a lien on the shares.
 - b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.
 - c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.
 - d. The provisions of this clause shall apply to transfers of stock also.

Further right of Board of Directors to refuse to register

49. a. The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.
- b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.
- c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.
- d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:
- i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.
 - ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.
 - iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.
 - iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.
 - v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor notwithstanding that the residual holding shall be below hundred (100).

Rights to shares on death of a member for transmission

50. a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.

b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Kartathereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

Rights and liabilities of person

51. 1. 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 be required by the Board and subject as herein, after provided elect either
- a. to be registered himself as a holder of the share or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
2. 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.

Notice by such a person of his election

52. a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- c. 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 of transfer had been signed by that member.

No transfer to infant, etc.

53. No transfer shall be made to an infant or a person of unsound mind.

Endorsement of transfer and issue of certificate

54. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

Custody of transfer

55. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

Register of members

56. a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure of Register of members

- b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained

- c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Company's right to register transfer by apparent legal owner

- 57. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

Alteration and consolidation, sub-division and cancellation of shares

- 58. a. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:
 - 1. increase its share capital by such amount as it thinks expedient by issuing new shares;
 - 2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - 3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;
 - 4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.
 - 5. a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
- b. The resolution whereby any share is sub-divided may determine that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.
 - 6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

Reduction of capital, etc. by Company

- 59. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:
 - a. its share capital;

- b. any capital redemption reserve account; or
- c. any share premium account.

SURRENDER OF SHARES

Surrender of shares

60. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

MODIFICATION OF RIGHTS

Power of modify shares

61. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

SET OFF OF MONEY DUE TO SHAREHOLDERS

Set-off of moneys due to shareholders

62. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

Conversion of shares

63. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

Transfer of stock

64. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Right of stockholders

65. The holders of the stock shall, according to the amount of the 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 its 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.

Applicability of regulations to stock and stockholders

66. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

67. DEMATERIALISATION OF SECURITIES

a) Definitions

For the purpose of this Article:

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;

‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

‘Security’ means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

e) Rights of depositories and beneficial owners:

- (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

GENERAL MEETINGS

Annual General Meeting

68. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

Extraordinary General Meeting

69. 1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

Right to summon Extraordinary General Meeting

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

Extraordinary Meeting by requisition

70. a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.
- b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.
- c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.
- e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause

(d) above, whichever is less.

Length of notice for calling meeting

71. A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Accidental omission to give notice not to invalidate meeting

72. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

Special business and statement to be annexed

73. All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the

election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

Quorum

74. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:
Number of members upto 1000: 5 members personally present
Number of members 1000-5000: 15 members personally present
Number of members more than 5000: 30 members personally present

If quorum not present, when meeting to be dissolved and when to be adjourned

75. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Chairman of General Meeting

76. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

When Chairman is absent

77. If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

Adjournment of meeting

78. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

Questions at General Meeting how decided

79. At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Casting vote

80. In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

Taking of poll

81. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

In what cases poll taken without adjournment

82. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

Votes

83. a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.
- b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.
- c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

Business may proceed notwithstanding demand for poll

84. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Joint holders

85. In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Member of unsound mind

86. 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.

No member entitled to vote while call due to Company

87. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Proxies permitted on polls

88. On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

Instrument of proxy

89. a. The instrument appointing a proxy shall be in writing under the hand of the appointed or

of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

- b. A body corporate (whether a company within the meaning of this Act or not) may:
1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;
 2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

Instrument of proxy to be deposited at the office

90. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

Validity of vote by proxy

91. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of proxy

92. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

93. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

The Present directors of the Company are

1. **VIJAY RAMANLAL SANGHVI**
2. **BABULAL SOHANLAL CHAPLOT**
3. **PRAKASH CHELAJI DAGA**

94. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

Qualification of Directors

95. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

Director's remuneration

96. a. Until otherwise determined by the Company in General Meeting, each Director shall

be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

- b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.
- c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.
- d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

Directors may act notwithstanding vacancy

- 97. The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 119 below:

Chairman or Vice-chairman of the Board

- 98. a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.
- b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

Casual vacancy

- 99. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

Vacation of office by Directors

- 100. The office of a Director shall be vacated if:
 - 1. he is found to be unsound mind by a Court of competent jurisdiction;
 - 2. he applies to be adjudicated as an insolvent;

3. he is an undischarged insolvent;
4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;
5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;
6. an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.
7. he has not complied with Subsection (3) of Section 152
8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.
9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;
10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.
11. he becomes disqualified by an order of a court or the Tribunal
12. he is removed in pursuance of the provisions of the Act,
13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:

1. for thirty days from the date of the adjudication, sentence or order;
2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or
3. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

Alternate Directors

101. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause “the Original Director” during his absence for a period of not less than 3 months from India.
- (b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

Independent Directors

- (c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.
- (ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Women Director

- (d) The Directors shall appoint one women director as per the requirements of section 149 of the Act.

Key Managerial Personnel

(e) Subject to the provisions of the Act,—

- (i) 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;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

Additional Directors

102. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

Debenture

103. Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

Corporation/Nominee Director

104. a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company to the any finance corporation or credit corporation or body, (herein after in this Article referred to as “The Corporation”) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or persons as a Director or Directors (which Director or Directors is/are hereinafter referred to as “Nominee Director(s)”) on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).

b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

- c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

Disclosure of interest of Directors

105. a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contractor arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

- b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

Rights of Directors

106. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

Directors to comply with Section 184

107. Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

Directors power of contract with Company

108. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

Rotation and retirement of Directors

109. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

Retiring Directors eligible for re-election

110. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

Which Directors to retire

111. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

Retiring Directors to remain in office till successors are appointed

112. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

Power of General Meeting to increase or reduce number of Directors

113. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

Power to remove Directors by ordinary resolution

114. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

Rights of persons other than retiring Directors to stand for Directorships

115. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".

Register of Directors and KMP and their shareholding

116. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

Business to be carried on

117. The business of the Company shall be carried on by the Board of Directors.

Meeting of the Board

118. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

Director may summon meeting

119. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

Question how decided

120. a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

Right of continuing Directors when there is no quorum

121. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

Quorum

122. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

Election of Chairman to the Board

123. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

Power to appoint Committees and to delegate

124. a. The Board may, from time to time, and at any time and in compliance with provisions of the act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

Delegation of powers

- b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Proceedings of Committee

125. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last preceding Article.

Election of Chairman of the Committee

126. a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time

appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

- b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

Question how determined

127. a. A Committee may meet and adjourn as it thinks proper.
b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

Acts done by Board or Committee valid, notwithstanding defective appointment, etc.

128. All acts done by any meeting of the Board or 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 any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

Resolution by circulation

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may be) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

POWERS AND DUTIES OF DIRECTORS

General powers of Company vested in Directors

130. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Attorney of the Company

131. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

Power to authorise subdelegation

132. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

Directors' duty to comply with the provisions of the Act

133. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of

any change therein.

Special power of Directors

134. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

To acquire and dispose of property and rights

135. a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

To pay for property in debentures, etc.

- b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To secure contracts by mortgages

- c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

To appoint officers, etc.

- d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.
- e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

To refer to arbitration

- f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

- g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

To act in matters of bankrupts and insolvents

- h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To give security by way of indemnity

- i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

To give commission

- j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

To make contracts etc.

- k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To make bye-laws

- l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

To set aside profits for provided fund

- m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

To make and alter rules

- n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.
- o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

Managing Director

- 136. a. Subject to the provisions of Section 196, 197, 2(94), 203 of the Act, the following provisions shall apply:
 - b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.
 - c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.
 - d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.
 - e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.
 - f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

Whole-time Director

137. 1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.
2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

Secretary

138. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

Powers as to commencement of business

139. Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

Delegation of power

140. Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

BORROWING

Borrowing Powers

141. a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present

and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

Assignment of debentures

142. Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

Terms of debenture issue

143. a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- b. Any trust deed for securing of any debenture or debenture stock and or any mortgaged deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.
- c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.
- d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.
- e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

Charge on uncalled capital

144. Any uncalled capital of the Company may be included in or charged by mortgage or other security.

Subsequent assignees of uncalled capital

145. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

Charge in favour of Director of indemnity

146. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

Powers to be exercised by Board only at meeting

147. a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.
- (a) to make calls on shareholders in respect of money unpaid on their shares;
 - (b) to authorise buy-back of securities under section 68;
 - (c) to issue securities, including debentures, whether in or outside India;
 - (d) to borrow monies;
 - (e) to invest the funds of the company;
 - (f) to grant loans or give guarantee or provide security in respect of loans;
 - (g) to approve financial statement and the Board's report;
 - (h) to diversify the business of the company;
 - (i) to approve amalgamation, merger or reconstruction;
 - (j) to take over a company or acquire a controlling or substantial stake in another company;
 - (k) to make political contributions;
 - (l) to appoint or remove key managerial personnel (KMP);
 - (m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
 - (n) to appoint internal auditors and secretarial auditor;
 - (o) to take note of the disclosure of director's interest and shareholding;
 - (p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
 - (q) to invite or accept or renew public deposits and related matters;
 - (r) to review or change the terms and conditions of public deposit;
 - (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.
 - (t) such other business as may be prescribed by the Act.
- b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.
- c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.
- d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.
- e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in

individual cases.

Register of mortgage to be kept

148. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

Register of holders of debentures

149. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

Inspection of copies of and Register of Mortgages

150. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

Supplying copies of register of holder of debentures

151. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

Right of holders of debentures as to Financial Statements

152. Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

Minutes

153. a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.
- b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

Managing Director's power to be exercised severally

154. All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER

Manager

155. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

COMMON SEAL

Common Seal

156. The Board shall provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.

Affixture of Common Seal

157. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

DIVIDENDS AND RESERVES

Rights to Dividend

158. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

Declaration of Dividends

159. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

What to be deemed net profits

160. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

Interim Dividend

161. 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.

Dividends to be paid out of profits only

162. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

Reserve Funds

163. a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

Method of payment of dividend

164. a. Subject to the rights of persons, if any, entitled to share 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.
- b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.
- c. 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 dividends as from a particular date, such shares shall rank for dividend accordingly.

Deduction of arrears

165. 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 in relation to the shares of the Company or

otherwise.

Adjustment of dividend against call

166. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

Payment by cheque or warrant

167. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly 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 in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.
- b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

Retention in certain cases

168. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

- (A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:
- a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and
- b) Keep in abeyance in relation to such shares any offer of rights shares under Clause (a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.

Deduction of arrears

169. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

Notice of Dividends

170. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

Dividend not to bear interest

171. No dividend shall bear interest against the Company.

Unclaimed Dividend

172. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

Transfer of share not to pass prior Dividend

173. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

Capitalisation of Profits

174. a. The Company in General Meeting, may on the recommendation of the Board, resolve:
1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided

profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and

2. that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:

1. paying up any amount for the time being unpaid on any share held by such members respectively;

2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or

3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).

c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

175. a. Powers of Directors for declaration of Bonus

Whenever such a resolution as aforesaid shall have been passed, the Board shall:

1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and

2. generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;

2. 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 the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.

c. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

Books of account to be kept

176. a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c. The books of accounts shall be open to inspection by any Director during business hours.

Where books of account to be kept

177. The books of account shall be kept at the Registered Office or at such other place as the Board thinks

fit.

Inspection by members

178. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

Statement of account to be furnished to General Meeting

179. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

Financial Statements

180. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

Authentication of Financial Statements

181. a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.
b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

Auditors Report to be annexed

182. The Auditor's Report shall be attached to the financial statements.

Board's Report to be attached to Financial Statements

183. a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.
b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.
c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.
d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.
e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

Right of member to copies of Financial Statements

184. The Company shall comply with the requirements of Section 136.

ANNUAL RETURNS

Annual Returns

185. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

Accounts to be audited

186. a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
- b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.
- c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.
- d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
- e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.
- f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.

- g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.
- i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

Audit of Branch Offices

187. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

Remuneration of Auditors

188. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill a casual vacancy may be fixed by the Board.

Rights and duties of Auditors

189. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of

his duties as Auditor.

- b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.
- c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:
 - 1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
 - 2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.
- d. The Auditor's Report shall also state:
 - (a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;
 - (b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;
 - (c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;
 - (d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;
 - (e) whether, in his opinion, the financial statements comply with the accounting standards;
 - (f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;
 - (g) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;
 - (h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
 - (i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
 - (j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;
 - (k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - (l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
- e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the

Auditor's Report shall state the reason for such answer.

- f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

Accounts whether audited and approved to be conclusive

190. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

Service of documents on the Company

191. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

How documents to be served to members

192. a. A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.
- c. Where a document is sent by post:
- i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;
- a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and
- b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

Members to notify address in India

193. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

Service on members having no registered address in India

194. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on persons acquiring shares on death or insolvency of members

195. A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

Notice valid though member deceased

196. Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

Persons entitled to Notice of General Meeting

197. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;
- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
 - (b) the auditor or auditors of the company; and
 - (c) every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

Advertisement

198. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.
- b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

Transference, etc. bound by prior notices

199. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

How notice to be signed

200. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of document and proceeding

201. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

WINDING UP

Winding up

202. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities *pari-passu* and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

Division of assets of the Company in specie among members

203. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in

trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

Directors' and others' right to indemnity

204. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.
- b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.
205. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECRECY CLAUSE

206. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.
- b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THEREOF

207. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.
- b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

GENERAL AUTHORITY

208. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of this Draft Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents and contracts for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of the Company at www.ratnaveer.com from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date). 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 of the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated January 23, 2023 entered into between our Company, the Promoter Selling Shareholder and the BRLM;
2. Registrar Agreement dated December 22, 2022, entered into amongst our Company and the Registrar to the Offer;
3. Cash escrow and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Offer, the BRLM, the Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Banks and the Refund Bank(s);
4. Share escrow agreement dated [●] entered into amongst the Promoter Selling Shareholder, our Company and a share escrow agent.
5. Syndicate agreement dated [●] amongst our Company, the BRLM, the Syndicate Members and the Registrar to the Offer;
6. Underwriting agreement dated [●] amongst our Company and the Underwriters; and
7. Monitoring agency agreement dated [●] amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time;
2. Certificates of incorporation dated February 20, 2002 and the fresh certificate of incorporation dated May 30, 2018 and November 01, 2022 consequent upon change of name and fresh certificate of incorporation dated October 11, 2018 consequent to conversion into a public limited company, respectively;
3. Resolution of the Board of Directors dated November 16, 2022 and special resolution dated November 23, 2022 passed by our Shareholders in relation to the Offer and other related matters;
4. Consent dated November 15, 2022 by the Promoter Selling Shareholder, Mr. Vijay Ramanlal Sanghavi in relation to the Offer for Sale;
5. Examination report dated November 04, 2022, of our Statutory Auditors on our Restated Financial Statements, included in this Draft Red Herring Prospectus;
6. Copies of the annual reports of the Company for the Fiscal Years 2022, 2021 and 2020;
7. The statement of possible special tax benefits dated January 25, 2023, from the Statutory Auditors;

8. Consent of our Promoter, our Directors, our Company Secretary and Compliance Officer, Legal Advisor to the Offer, the Book Running Lead Manager, the Registrar to the Offer, Banker to the our Company, to act in their respective capacities;
9. Consent of Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an “Expert” defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in respect of the examination report of the Auditors on the Restated Financial Statements dated November 04, 2022 included in this Draft Red Herring Prospectus;
10. Consent of Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants, to include their name in this Draft Red Herring Prospectus and as an “Expert” defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in respect of the statement of possible special tax benefits dated January 25, 2023 included in this Draft Red Herring Prospectus;
11. Certificate of the Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants dated January 25, 2023 verifying the key performance indicators (KPI).
12. Consent of Upendra Nath Mahto, Chartered Engineer, to include its name in this Draft Red Herring Prospectus and as an “Expert” defined under Section 2(38) of the Companies Act, 2013 in respect of the certificates dated January 18, 2022;
13. Consent from Dun & Bradstreet dated January 06, 2023, to include contents or any part thereof from their report titled “*Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes*” dated January 2023 in this Draft Red Herring Prospectus;
14. Report titled “*Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes*” dated January 2023, prepared and issued by Dun & Bradstreet and commissioned by our Company for an agreed fees;
15. Tripartite agreement dated February 21, 2019 between our Company, NSDL and the Registrar to the Offer;
16. Tripartite agreement dated January 23, 2019 between our Company, CDSL and the Registrar to the Offer;
17. In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively;
18. Due diligence certificate dated January 26, 2023, addressed to the SEBI from the BRLM.

DECLARATION

We hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Name & Designation	Signature
Vijay Ramanlal Sanghavi <i>Managing Director and Chairperson</i>	Sd/-
Babulal Sohanlal Chaplot <i>Whole time Director</i>	Sd/-
Binita Verdia <i>Non-Executive Non-Independent Director</i>	Sd/-
Sreeram Vishwanathan Rishinaradamangalam <i>Non-Executive Independent Director</i>	Sd/-
Ankita Dineshbhai Soni <i>Non-Executive Independent Director</i>	Sd/-
Bharatkumar Kanchanlal Shah <i>Non-Executive Independent Director</i>	Sd/-

SIGNED BY THE KEY MANAGERIAL PERSONNEL OF THE COMPANY

Name & Designation	Signature
Prerana Rajeshbhai Trivedi <i>Company Secretary & Compliance Officer</i>	Sd/-
Vijay Ramanlal Sanghavi <i>Chief Financial Officer</i>	Sd/-

Place: Vadodara, Gujarat

Date: January 26, 2023

DECLARATION BY PROMOTER SELLING SHAREHOLDER

I, Vijay Ramanlal Sanghavi, acting as Promoter Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself and the Equity Shares being offered by me in the Offer for Sale are true and correct. I assume no responsibility, as the Promoter Selling Shareholder, for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY PROMOTER SELLING SHAREHOLDER

Sd/-

Vijay Ramanlal Sanghavi

Place: Vadodara, Gujarat

Date: January 26, 2023