(Please scan this QR Code to view the Prospectus)

PROSPECTUS
Dated: February 02, 2023
Please read Section 26 and 32 of the Companies Act, 2013
100% Book Built Issue

EARTHSTAHL & ALLOYS LIMITED

CIN: U27310CT2009PLC021487

Registered Office	Contact Person	Email and Telephone	Website
Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate Raipur, Chhattisgarh- 492001 India.	Rahul Kumar Sinha Company Secretary & Compliance Officer	**E-mail:** secretarial@earthstahl.com **Tel No:** +91-8120009626	www.earthstahl.com

PROMOTERS OF THE COMPANY
Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain

DETAILS OF THE ISSUE			
Type	Fresh Issue	Total Issue Size	Eligibility
Fresh Issue	32,40,000 Equity Shares aggregating to ₹ 1296.00 Lakhs	₹ 1296.00 Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229(2) AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES			

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under ***"Basis for Issue Price"*** on page 75 should not be considered to be indicative of the market price of the Equity Shares after the Equity Sharesare listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 24 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares Issued through the Prospectus are proposed to be listed on the SME Platform of BSE (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Ltd. ("BSE")

BOOK RUNNING LEAD MANAGER		
Name and Logo	Contact Person	Email & Telephone
HEM SECURITIES LIMITED	Mrs. Roshni Lahoti	**Email:** ib@hemsecurities.com **Tel. No.:** +91 022 49060000

REGISTRAR TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
Bigshare Services Pvt. Ltd. **BIGSHARE SERVICES PRIVATE LIMITED**	Mr. Babu Rapheal	**Email:** ipo@bigshareonline.com **Tel No:**+91 22 6263 8200

BID/ISSUE PERIOD	
BID/ISSUE OPENED ON: FRIDAY, JANUARY 27, 2023	**BID/ISSUE CLOSED ON: TUESDAY, JANUARY 31, 2023**

PROSPECTUS
100% Book Built Issue
Dated: February 02, 2023
Please read Section 26 and 32 of the Companies Act, 2013

EARTHSTAHL & ALLOYS LIMITED

CIN: U27310CT2009PLC021487

Our Company was originally incorporated as a Private Limited Company under the name "Earthstahl & Alloys Private Limited" on December 09, 2009 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Madhya Pradesh and Chhattisgarh. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Annual General Meeting, held on August 27, 2022, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Earthstahl & Alloys Private Limited" to "Earthstahl & Alloys Limited" vide a fresh certificate of incorporation dated September 21, 2022, issued by the Registrar of Companies, Chhattisgarh bearing CIN U27310CT2009PLC021487.

Registered Office: Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate Raipur, Chhattisgarh- 492001 India.

Contact Person: Rahul Kumar Sinha, Company Secretary & Compliance Officer

Tel No: +91-8120009626; **E-mail:** secretarial@earthstahl.com; **Website:** www.earthstahl.com;

Promoters of our Company: Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 32,40,000* EQUITY SHARES OF FACE VALUE OF RS.10/- EACH (THE "EQUITY SHARES") OF EARTHSTAHL & ALLOYS LIMITED ("OUR COMPANY" OR "ESAL" OR "THE ISSUER") AT AN ISSUE PRICE OF RS. 40 PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹1296.00 LAKHS ("PUBLIC ISSUE") OUT OF WHICH 1,68,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH, AT AN ISSUE PRICE OF ₹ 40 PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 67.20 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 30,72,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH, AT AN ISSUE PRICE OF ₹ 40 PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ 1228.80 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.47% AND 25.09% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

**** Subject to finalization of Basis of Allotment***

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH. THE ISSUE PRICE IS 4 TIMES WITH THE FACE VALUE OF THE EQUITY SHARES.THE PRICE BAND AND THE MINIMUM BID LOT WERE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WERE ADVERTISED IN ENGLISH EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND HINDI EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND RAIPUR EDITION OF SWADESH, A HINDI REGIONAL NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF RAIPUR WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE ("BSE SME") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 30 % of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"). Further, not less than 35% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders were 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 RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see ***"Issue Procedure"*** beginning on page 215 of this Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled ***"Issue Procedure"*** beginning on page 215 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under ***"Basis for Issue Price"*** on page 75 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 24 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Ltd. ("BSE")

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
HEM SECURITIES LIMITED 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, India **Tel. No.:** +91- 022- 49060000; **Fax No.:** +91- 022- 22625991 **Email:** ib@hemsecurities.com **Investor Grievance Email:** redressal@hemsecurities.com **Website:** www.hemsecurities.com **Contact Person :** Mrs. Roshni Lahoti **SEBI Regn. No.** INM000010981	**BIGSHARE SERVICES PRIVATE LIMITED** Address: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India. Tel No.: +91 22 6263 8200 Facsimile: +91 22 6263 8299 Email: ipo@bigshareonline.com Contact Person: Mr. Babu Rapheal Website: www.bigshareonline.com SEBI Registration Number: MB/INR000001385

ISSUE PROGRAMME

BID/ISSUE OPENED ON: FRIDAY, JANUARY 27, 2023	**BID/ISSUE CLOSED ON: TUESDAY, JANUARY 31, 2023**

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956("SCRA"), the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in the sections ***"Statement of Special Tax Benefits", "Financial Information of the Company"*** *and* ***"Main Provisions of the Articles of Association"*** *on page 79, 133* and *237 respectively, shall have the meaning ascribed to such terms in such sections.*

General Terms

Terms	Description
"ESAL", "the Company", "our Company", "Issuer" and "Earthstahl & Alloys Limited"	Earthstahl & Alloys Limited, a Company incorporated in India under the Companies Act, 1956 having its registered office at Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate, Raipur, Chhattisgarh- 492001 India.
"we", "us" and "our"	Unless the context otherwise indicates or implies refers to our Company.
"you", "your" or "yours"	Prospective investors in this Issue.

Company related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Board constituted in accordance with Section 177 of the Companies Act and as described in the chapter titled "***Our Management***" beginning on page 115 of this Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. APAS & Co. LLP. Chartered Accountants (Firm Registration No. 000340C/C400308)
Bankers to our Company	Yes Bank Limited
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled ***"Our Management"*** beginning on page 115 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Utsabanand Nath
CIN	Corporate Identification Number being U27310CT2009PLC021487.
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Rahul Kumar Sinha (M. No.: A66805)
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s)/ our Directors	The Director(s) of our Company, unless otherwise specified. For details of our Directors, see ***"Our Management"*** on page 115 of this Prospectus.
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
DP ID	Depository's Participant's Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.

Term	Description
Executive Directors	An Executive Director of our Company, as appointed from time to time.
Factory	Khasra No. 132, 330, 129, 144, 323, 133, 136, 327, 324, 331, 325, 322, 326, 130,Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
GIR Number	General Index Registry Number.
Group Company	Such Companies as are included in the Chapter titled ***"Our Group Companies"*** beginning on page 191 of this Prospectus
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details, see section titled ***"Our Management"*** on page 115 of this Prospectus.
ISIN	International Securities Identification Number. In this case being INE0O4V01010.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled ***"Our Management"*** on page 115 of this Prospectus.
LLP	Limited Liability Partnership incorporated under Limited Liability Partnership Act, 2008.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Earthstahl & Alloys Limited as amended from time to time.
Materiality Policy	The policy adopted by our Board on January 04, 2023 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled ***"Our Management"*** beginning on page 115 of this Prospectus.
Non-Executive Director	The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see section titled ***"Our Management"*** on page 115 of this Prospectus.
NRIs/ Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership, Limited Liability Company, Joint Venture, or Trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean promoters of our Company i.e. Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani, and Padam Kumar Jain. For further details, please refer to section titled ***"Our Promoters & Promoter Group"*** beginning on page 127 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section ***"Our Promoters and Promoter Group"*** beginning on page 127 of this Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate, Raipur, Chhattisgarh- 492001 India.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act, 1934.
Restated Financial Information	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities as at September 30, 2022, March 31 2022, March 31 2021 and March 31 2020 and the Restated Cash Flows for the period ended September 30, 2022, March 31 2022, March 31 2021 and March 31 2020 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR)

Term	Description
	Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Chhattisgarh
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled ***"Our Management"*** beginning on page 115 of this Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, BSE Ltd.
Shareholders	Shareholders of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Prawin Somani and Rajesh Somani.

Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidders as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue 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 (s)	A successful bidders to whom the Equity Shares are allotted.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and includes amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds were blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which were blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	All Bidders
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which were considered as the application for Allotment in terms of the Prospectus.
Banker to the Issue Agreement	Agreement dated January 17, 2023 entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account was opened, in this case being Axis Bank Limited.
Basis of Allotment	The basis on which the Equity Shares is Allotted to successful bidders under the issue and which is described in the chapter titled ***"Issue Procedure"*** beginning on page 215 of this Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder pursuant to submission of the ASBA Form to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid

	cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	3000 equity shares and in multiples of 3000 equity shares thereafter.
Bid/ Issue Closing Date	The date after which the Designated Intermediaries did not accept any Bids, being Tuesday, January 31, 2023
Bid/ Issue Opening Date	The date on which the Designated Intermediaries started accepting Bids, being Friday, January 27, 2023
Bid/ Issue Period	The period between Friday, January 27, 2023 and Tuesday, January 31, 2023 inclusive of both days.
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	₹ 40/- per equity share
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, i.e. ₹40/- per Equity Shares finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful

	Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depositary Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Hem Securities Limited
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. www. bseindia.com.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Ltd. ("SME Exchange") ("BSE SME")
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated January 11, 2023 filed with BSE SME
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depositary participants.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name have been 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	₹ 38/- per equity share
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars.
Issue Agreement	The Issue Agreement dated January 07, 2023 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	₹40/- per Equity Shares i.e. the final price at which the Equity Shares will be allotted in terms of the Red Herring Prospectus and Prospectus, as determined by our Company in consultation with BRLM
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled ***"Objects of the Issue"*** beginning on page 68 of this Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of 32,40,000 Equity shares of ₹ 10/- each at issue price of ₹ 40/- per Equity share, including a premium of ₹ 30/- per equity share aggregating to ₹ 1296.00 lakhs

Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	3000 Equity Shares
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of 1,68,000 Equity Shares of ₹10 each at an Issue price of ₹ 40/- each is aggregating to ₹ 67.20 Lakhs subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated January 13, 2023 between our Company, Book Running Lead Manager and Market Maker, Hem Securities Limited.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 30,72,000 equity Shares of ₹10/- each at a price of ₹ 40/- per Equity Share (the "Issue Price"), including a share premium of ₹ 30/- per equity share aggregating to ₹ 1228.80 Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled ***"Objects of the Issue"*** beginning on page 68 of this Prospectus.
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 35% of the Issue, consisting of 10,77,000 Equity Shares, which has been made available for allocation on a proportionate basis to Non Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 38/- and the maximum price (Cap Price) of ₹ 40/- and includes revisions thereof. The Price Band was decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, finalized the Issue Price.
Prospectus	This Prospectus dated February 02, 2023, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue being not more than 30% of the Net Issue, consisting of 9,18,000 Equity Shares aggregating to ₹ 367.20 lakhs which were made available for allocation to QIBs on a proportionate basis
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus dated January 20, 2023 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares were Issued and the

	size of the Issue, including any addenda or corrigenda thereto
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account has been opened, in this case being Axis Bank Limited.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated January 07, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of 10,77,000 Equity Shares, which was made available for allocation to Retail Individual Bidders (subject to valid Bids have been received at or above the Issue Price).
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on 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.
SME Exchange	SME Platform of the BSE i.e. BSE SME.
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is

	available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated January 19, 2023 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Hem Finlease Private Limited.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement January 13, 2023 entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business.

	However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
1 Metric Ton	1000 kilograms
BF Dust	Blast furnace Dust
BIS	Bureau of Indian Standard
CECB	Chhattisgarh Environment Conservation Board
CGWA	Central Ground Water Authority
CI	Cast Iron
CPR	Construction Product Regulation
CSPDCL	Chhattisgarh State Power Distribution Company Limited
DBT	Direct Benefit Transfer
DGAD	Directorate General of Anti-Dumping and Allied Duties
DGFT	Directorate General of Foreign Trade
DGS&D	Directorate General Supply and Disposal
DIPP	Department of Industrial Policy & Promotion
D.I. Pipe	Ductile Iron Pipe
EDI	Electronic data interchange
ERP	Enterprise Resource Planning
EHV	Extra Heavy Voltage
EU	European Union
HT Lines	High Tension Lines
IFAPA	Indian Ferro Alloy Producers Association
IPS/IDS	Intrusion prevention system / intrusion detection system
ISO	International Organization for Standardization
IT	Information Technology
KV	Kilo Volt
KWP	Kilowatt Peak
LC	Letter of credit
LoI	Letter of Intent
MoU	Memorandum of Understanding
MRP	Maximum Retail Price
MS Sludge	Mill Scale Sludge
MT	Metric Tons
MTPA	Metric Ton Per Annum
MVA	Mega Volt Ampere
MW	Mega Watt (1000 kilo watts)
MWP	Megawatt Peak
NBFCs	Non-Banking Financial Companies
NPV	Net present value
NPCI	National Payment Corporation of India
P & M	Plant and Machinery
PPP	Purchasing power parity
QA	Quality Assurance
QC	Quality Control
QMS	Quality Management Services
RBI	Reserve Bank of India
R&D	Research and Development
SAIL	Steel Authority of India

SCORES	SEBI Complaints Redress System
SiMn	Silicon Manganese
Sq. Mt	Square Meter
TPD	Tons Per Day
TPA	Tonnes Per Annum
TPH	Ton Per Hour
WRAS	Water Regulations Approval Scheme Ltd.

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
B.E	Bachelor of Engineering
Bn	Billion
BG/LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Ltd.
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CWA/ ICWA	Cost and Works Accountant
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number

EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act,1952
EMI	Equated Monthly Instalments
EPS	Earnings Per Share
EGM/ EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	"Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations.
FV	Face Value
GoI/ Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	InformationTechnologyAct,2000
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority

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

SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SSI	Small Scale Industry
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique Identification number
U.N.	United Nations
US/ United States	United States of America
U.S. Securities Act	The United States Securities Act, 1933
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be.
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose directors or promoters is categorised as such and as defined under Regulation 2(1)(lll) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole-Time Director

w.e.f.	With effect from
-, (₹)	Represent Outflow

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

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

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

Certain Conventions

In this Prospectus, the terms "we", "us", "our", the "Company", "our Company", unless the context otherwise indicates or implies, refers to Earthstahl & Alloys Limited. All references in the Prospectus to "India" are to the Republic of India. All references in the Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

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

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial information prepared for the half year ended September 30, 2022 and year ended March 31, 2022, March 31, 2021 and March 31, 2020 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled ***"Financial Information of the Company"*** beginning on page 133 of this Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards ("IFRS") and the Generally Accepted Accounting Principles in the United States of America ("U.S. GAAP"). Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in ***"Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations"*** and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled ***"Financial Information of the Company"*** beginning on page 133 of this Prospectus. As on date of the Prospectus we don't have any subsidiaries. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Prospectus, see the section ***"Definitions and Abbreviations"*** on page 1 of this Prospectus. In the section titled ***"Main Provisions of the Articles of Association"***, on page 237 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

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

Although, we believe industry and market data used in the Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***"Basis for Issue Price"*** on page 75 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

Currency of Financial Presentation

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

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”, “Management's Discussion and Analysis of Financial Conditions and Results of Operations”*** on page 24, 90 and 173 respectively of this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

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

FORWARD LOOKING STATEMENTS

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

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

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in consumer demand and preferences;
- Failure to successfully upgrade our product portfolio, from time to time;
- Any change in government policies resulting in increases in taxes payable by us;
- Our ability to retain our key managements persons and other employees;
- Changes in laws and regulations that apply to the industries in which we operate.
- Our failure to keep pace with rapid changes in technology;
- Our ability to grow our business;
- Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
- General economic, political and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company's ability to successfully implement its growth strategy and expansion plans;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Inability to successfully obtain registrations in a timely manner or at all;
- Concentration of ownership among our Promoters;
- The performance of the financial markets in India and globally;
- Shortage of, and price increases in, materials and skilled and unskilled labour, and inflation in key supply market;

For further discussion of factors that could cause our actual results to differ, see the Section titled ***"Risk Factors", "Our Business" and " Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page 24, 90 and 173 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

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

SECTION II – SUMMARY OF PROSPECTUS

A. OVERVIEW OF BUSINESS

We are engaged in the business of manufacturing Cast Iron Lumps and Ductile Iron Pipe Fittings. Cast Iron Lumps are used as raw material in the steel foundries to manufacture products like: cast iron pipe fittings, machine components such as latche machines, fan components, manhole covers, decorative cast iron pieces, cast iron pipe fitting and other units engaged in manufacturing of steel or cast iron products. Ductile Iron Pipe Fittings are used in public water supply systems as connectors of pipes.

B. OVERVIEW OF THE INDUSTRY

The Indian Foundry & Forging industry occupies a special place in shaping the country's economy. India is currently among the largest producers of ferrous and non-ferrous castings. Steels and cast irons are essentially alloys of iron and carbon, modified by the presence of other elements.

Cast iron may be defined as an alloy of iron and carbon (with or without other alloying elements) containing more than 2.0 percent of carbon, not usefully malleable or forgeable as initially cast.

The centrifugally cast ductile iron pipes recently developed, along with iron fittings are made from a material produced by treating molten iron of suitable composition with magnesium.

C. PROMOTERS

Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain.

D. DETAILS OF THE ISSUE

This is an Initial Public Issue of 32,40,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ 40/- per Equity Share (including a share premium of ₹ 30/- per Equity Share) aggregating to ₹ 1296.00 lakhs (**"The Issue"**), out of which 1,68,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 40/- per Equity Share aggregating up to ₹ 67.20 Lakhs has been reserved for subscription by the market maker to the issue (the **"Market Maker Reservation Portion"**). The Issue less Market Maker Reservation Portion i.e. Issue of 30,72,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ 40/- per Equity Share for cash, aggregating to ₹ 1228.80 lakhs is hereinafter referred to as the **"Net Issue"**. The Issue and Net Issue constitute 26.47 % and 25.09 % respectively of the post- issue paid-up Equity Share capital of our Company.

E. OBJECTS OF THE ISSUE

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

(₹ In Lakhs)

Sr. No.	Particulars	Amount
1.	Funding capital expenditure towards change in electricity supply voltage from 33 KV to 132 KV at our manufacturing facility at Village Duldula, Baloda Bazar (C.G.)	944.45
2.	To meet Working Capital requirements	100.00
3.	General Corporate Purpose	119.13
4.	To meet Issue Expenses	132.42
	Total	1296.00

F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively hold 90,00,000 Equity shares of our Company aggregating to 100.00% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus:-

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1.	Ravi Thakurdasji Laddha	11,04,000	12.27	11,04,000	9.02
2.	Rajesh Somani	11,91,000	13.23	11,91,000	9.73

3.	Prawin Somani	11,82,000	13.13	11,82,000	9.66
4.	Padam Kumar Jain*	4,29,000	4.77	4,29,000	3.50
	Promoter Group				
5.	Jaiguru Vintrade Private Limited	31,80,000	35.33	31,80,000	25.98
6.	Aayush Steelco Private Limited	5,55,000	6.17	5,55,000	4.53
7.	Somani Processors Private Limited	5,10,000	5.67	5,10,000	4.17
8.	Kusum Jain**	3,60,000	4.00	3,60,000	2.94
9.	Shreyance Jain	3,00,000	3.33	3,00,000	2.45
10.	Padam Kumar Jain HUF	75,000	0.83	75,000	0.61
11.	Ravi T Laddha HUF	60,000	0.67	60,000	0.49
12.	Anju Somani	54,000	0.60	54,000	0.44
	Total	**90,00,000**	**100.00**	**90,00,000**	**73.53**

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
*** Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the stub period ended on September 30, 2022 and financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020:-

(₹ in Lakhs)

Particulars	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Equity Share Capital	300.00	300.00	300.00	300.00
Net worth	1,637.50	1,057.03	311.55	44.24
Total Income	4,824.68	4,907.54	2,457.53	3,181.58
Profit after tax	580.47	745.48	267.31	(33.49)
Earnings per Share	6.45	8.28	2.97	(0.37)
Net Asset Value per Share (Based on Weighted Average Number of Shares)	18.19	11.74	3.46	0.49
Total Borrowings	1,092.93	1,399.97	1,396.82	1,733.71

G. AUDITOR QUALIFICATIONS

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

H. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company is involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

Litigations/ Matters involving our Company:

(Rs. in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Litigation/Matters involving Tax Liabilities	4	56.75

Litigations/ Matters involving our Promoters & Directors:-

(Rs. in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Litigation/Matters involving tax Liabilities	4	130.19
Criminal litigations against our Promoters and Directors	2	Unascertainable

I. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled ***"Risk Factors"*** beginning on page 24 of this Prospectus.

J. SUMMARY OF CONTINGENT LIABILITIES

Claims against the company not acknowledged as debts

(₹ In lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Contingent liabilities in respect of:				
Claims against the company not acknowledged as debts : Addition u/s 147 rws 144B of Income Tax Act for FY 2013-14. Company has preferred appeal against the said addition in front of CIT(Appeals) and further, there would be no tax outflow in case adverse decision also.	25.00	25.00	-	-
The company has filed an appeal before the Appellate Authority, Chhattisgarh dated 22.03.2021 having appeal no. AD220321002868G against the order dated 29.12.2020 for an amount of Rs. 20,79,065/-. The appeal is disposed off through a Rectification order passed on 26.10.2021 when the demand has been upheld and only interest is reduced to 10% of the penalty amount as per Sec 73(9) of the Act. Thus, the amount payable is 13,10,637/-. The company will contest the demand, however, the appeal is pending for filing due to non-constitution of the Appellate Tribunal as on date.	13.10	13.10	-	-
The company has filed an appeal before the Appellate Additional Commissioner, Commercial Tax, Raipur (C.G.) against the order passed by the Asst. Commissioner dated 27.11.2019 through which assessing officer has imposed tax at full rate by rejection of Form C. The Assessee has submitted that Form 'C' along with supporting documents are filed on 23.12.2019 and hence, the appeal to be allowed. The appeal is pending for hearing.	2.10	2.10	-	-
The company received the reminder Show Cause Notice dated 18.07.2022 against the scrutiny of Tran-1 under which company claimed credit of Vat carried forward in the return as SGST Credit. The company has submitted its reply along with all the necessary documents on 13.09.2022 for the satisfaction of the notice. The matter is pending adjudication.	16.55	-	-	-
Guarantees given on Behalf of the Company	13.20	13.20	13.20	13.20
Total	**69.95**	**53.40**	**13.20**	**13.20**

For further details, please refer to Note V – Contingent Liabilities of the chapter titled ***"Financial Information of the Company"*** on page 133 of this Prospectus.

K. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the stub period ended on September 30, 2022 and the financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020:-

RELATED PARTY DISCLOSURE

(a) **List of Related parties**

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

Sr. No.	Name of the Person / Entity	Description of Relationship
1	Rajesh Somani	Wholetime Director
2	Prawin Somani	Wholetime Director
3	Ravi Thakurdasji Laddha	Non Executive Director
4	Padma Somani	Wholetime Director (wef 02-01-23)
5	Anju Somani	Relative of KMP
6	Swati Laddha	Relative of Non Executive Director
7	Anuj Saboo	Relative of KMP
8	Ravi T Laddha HUF	Related to KMP
9	M/s. Shree Balaji Iron and Steel Traders	Common Director

10	Somani Processors Private Limited	Common Director
11	Chhattisgarh Metaliks & Alloys Private Limited	Common Director
12	Mosh Varya Infrastructure Limited	Common Director
13	Srikar Innovative Industries Private Limited	Common Director

Particulars	For the financial year			
	2022-23 (Up to September'22)	2021-22	2020-21	2019-20
Interest Paid	**8.71**	**10.43**	**15.38**	**0.45**
Swati Laddha	2.73	6.01	0.61	-
Chhattisgarh Metaliks And Alloys Private Limited	0.20	4.41	14.76	0.45
Mosh Varaya Infrastructure Limited	5.78	-	-	-
Expense made on behalf of company	**4.47**	**2.99**	**2.82**	**4.04**
Rajesh Somani	3.43	2.01	2.82	2.78
Prawin Somani	1.04	0.50	-	1.09
Ravi Thakurdasji Laddha	-	0.48	-	0.17
Expense Amount Reimbursed	**3.89**	**8.26**	**2.08**	**2.05**
Rajesh Somani	3.25	2.42	2.08	1.79
Prawin Somani	0.64	5.36	-	-
Ravi Thakurdasji Laddha	-	0.48	-	0.25
Salary Paid	**16.97**	**12.00**	**-**	**-**
Anju Somani	-	12.00	-	-
Prawin Somani	8.61			
Rajesh Somani	0.93			
Padma Somani	5.57			
Swati Laddha	1.86			
Sales	**10.23**	**24.66**	**-**	**-**
M/s Shree Balaji Iron and Steel Traders	10.23	24.36	-	-
Srikar Innovative Industries Private Limited	-	0.30	-	-
Purchase	**6.79**	**89.84**	**10.10**	**10.57**
Mosh Varaya Infrastructure Limited	6.79	80.49	5.51	10.57
Somani Processors Private Limited		9.35	4.59	-
Loans Received	**310.00**	**140.00**	**95.00**	**36.00**
Rajesh Somani		30.00	25.00	36.00
Ravi Thakurdasji Laddha	50.00	110.00		
Padma Somani			20.00	
Swati Laddha			50.00	
Mosh Varaya Infrastructure Limited	260.00			
Advance Received	**-**	**148.44**	**80.00**	**181.70**
Chhattisgarh Metaliks & Alloys Private Limited	-	148.44	80.00	181.70
Loans Repaid/ Given	**221.41**	**40.10**	**-**	**12.00**
Rajesh Somani	6.00	20.16		12.00
Prawin Somani	-	6.50		
Ravi Thakurdasji Laddha	160.00	13.44		
Swati Laddha	55.41			
Advance Repaid/ Given/ Settled	**57.36**	**195.79**	**165.16**	**12.07**
Chattisgarh Metaliks & Alloys Private Limited	57.36	186.79	165.16	3.00
Swati Laddha	-	9.00		
Somani Processors Private Limited	-	-	-	9.07
Balances at the end of year (LOAN)				
Payables/ (Receivables)	**319.33**	**355.18**	**282.39**	**254.06**
Rajesh Somani	62.84	68.84	59.00	34.00
Prawin Somani	-	-	6.50	6.50
Ravi Thakurdasji Laddha	24.56	134.56	38.00	38.00
Swati Laddha	-	50.00	50.00	(9.00)
Swati Laddha (Interest Payable)	2.73	5.41	0.57	-
Padma Somani	20.00	20.00	20.00	-
Chhattisgarh Metaliks & Alloys Private Limited	(57.36)	69.67	96.82	178.70
Chhattisgarh Metalik & Alloys Private Limited	0.20	3.97	10.78	0.41

(Interest Payable)				
Rajesh Somani - Imprest	0.18	-	0.42	1.16
Prawin Somani - Imprest	0.40		-	4.29
Somani Processors Private Limited	-		0.92	
Mosh Varaya Infrastructure Limited	260.00	3.03	3.52	
Mosh Varaya Infrastructure Limited (Interest Payable)	5.78			
Swati Laddha - Advance	-		(9.00)	
Ravi Thakurdasji Laddha - Imprest	-		4.86	
Srikar Innovative Industries Private Limited	-	(0.30)		

For further details, please refer to the Note W – Related Party Disclosures of chapter titled ***"Financial Information of the Company"*** on page 133 of this Prospectus.

L. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

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

Sr. No.	Name of Promoters	Total No. of Equity Shares	Weighted Average Price* (in ₹ per equity share)
1.	Ravi Thakurdasji Laddha	7,84,000	1.71
2.	Rajesh Somani	8,66,000	2.32
3.	Prawin Somani	9,35,000	5.49
4.	Padam Kumar Jain	3,34,000	4.02

N. AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Ravi Thakurdasji Laddha	11,04,000	7.79
2.	Rajesh Somani	11,91,000	10.92
3.	Prawin Somani	11,82,000	11.24
4.	Padam Kumar Jain	4,29,000	7.86

O. PRE IPO PLACEMENT

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

P. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
January 04, 2023	60,00,000	10	-	Bonus in the ratio of 2:1 i.e. Two Equity Shares for every One Equity Share held	Capitalization of Reserves & Surplus *	Prawin Somani	7,88,000
						Rajesh Somani	7,94,000
						Aayush Steelco Private Limited	3,70,000
						Somani Processors Private Limited	3,40,000
						Ravi Thakurdasji Laddha	7,36,000
						Padam Kumar Jain	2,86,000
						Kusum Jain	2,40,000
						Padam Kumar Jain HUF	50,000
						Anju Somani	36,000

						Ravi T Laddha HUF	40,000
						Jaiguru Vintrade Private Limited	21,20,000
						Shreyance Jain	2,00,000
						Total	**60,00,000**

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

Q. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Prospectus.

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

As on date of the Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION III: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Investors should carefully consider all the information in the Prospectus, particularly the ***"Financial Information of the Company"*** *and the related notes,* ***"Our Business"*** *and* ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** *on page* 133, 90 *and* 173 *respectively of this Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

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

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

Materiality

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

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

Note:

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

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in ***"Risk Factors"*** *on page* 24 *and* ***"Management Discussion and Analysis of Financial Condition and Results of Operations"*** *on page 173 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the* ***"Restated Financial Statements"****.*

INTERNAL RISK FACTORS

1. ***Our company defaulted in servicing its debt obligations during FY 15-16 and FY 16-17 and such debt was settled as at March 31, 2018. Due to delay in commissioning and stabilisation of foundry for manufacturing ductile iron pipe fittings and fall in the steel prices the company had shut down its operations from March 2015 till March 2018. If such circumstances re-occur disrupting the operational and financial margin, the company may close its operations again if not financially feasible.***

   During the FY 15-16 and FY 16-17, the company had defaulted in repayment of loans availed from Bank of India and consequently during FY 17-18, the company availed One Time Settlement Scheme (BOI OTS 2017) from Bank of India, wherein the bank had settled both the term loan liabilities and cash credit liabilities of Rs 1334.80 lakhs and Rs 336.67 lakhs respectively at Rs 1111.50 lakhs vide One time Settlement closure certificate received from Bank of India dated April 16, 2018. Accordingly

the company transferred the said waiver on term loan liabilities amounting to Rs 443.98 lakhs to capital reserves and waiver of cash credit loans amounting to Rs 115.99 lakhs to Profit and Loss account.

We operate our submerged electric arc furnace using electricity as energy for melting instead of coke used in the conventional route of iron making through blast furnace. Thus, electricity forms highest component in cost of production of cast iron. During FY2014-15 due delay in stabilisation of foundry and due to sharp correction in price of steel and increase in price of electricity, the unit started incurring losses. Consequently our plant faced shut down from March 2015 till March 2018. However, our plant restarted operation in March 2018. Our company may face similar operational and financial disruptions in future which may cause to close its operations again in future.

Further, while we continue to pay all our debts which become payable in a timely manner, we cannot assure you that there will not be any defaults or delay in payments of dues in future. For information about our borrowing, see ***"Statement of Financial Indebtedness"*** and ***"History and Corporate Structure-Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks"*** beginning on pages 169 and 111, respectively.

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

The cast iron lumps produced by us constitutes 85.62%, 80.43%, 77.20% and 98% of our revenue from manufactured goods for the stub period ended on September 30, 2022 and FY 2021-22, FY 20-21 and FY 19-20 respectively and is mainly used as a raw material for making steel or iron in foundries. Any downturn or cyclical fluctuation in both these sectors could reduce the demand for our products which can adversely impact our business, results of operations, cash flows and financial condition. We believe that in the steel industry, the steel prices fluctuate based on a number of factors, such as, the availability and cost of raw material inputs, fluctuations in domestic and international demand and supply of steel and steel products, international production and capacity, fluctuation in the volume of steel imports, transportation costs, protective trade measures and various social and political factors, in the economies in which the steel producers sell their products. Any adverse change in these factors causing downturn in steel sector, may result in decreased demand for our products, which can have a material adverse affect on our business, results of operations, financial condition and prospects.

3. ***Under-utilization of our manufacturing capacities of foundry catering to ductile iron pipe fittings could have an adverse effect on our business, future prospects and future financial performance***

As of date of the Prospectus, we own and operate one manufacturing facility at Duldula, Raipur, Chhattisgarh with an aggregate installed capacity of 1800 MT for manufacturing of ductile iron pipe fittings. Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility, the market for our products, 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 are unable to expand our customer base for ductile iron pipe fittings or are unable to deliver requisite standards of products, our product line catering to ductile iron pipe fittings may face disruptions. Further if we face prolonged disruptions at our facilities including due to interruptions in the supply of electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition.

In Fiscals 2020, 2021 and 2022, our overall capacity utilization for for manufacturing ductile iron pipe fittings were approximately 16%, 32% and 56% respectively. For further information, see ***"Our Business - Capacity and Capacity Utilization"*** on page 90 of this Prospectus. These rates are not indicative of future capacity utilization which is dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

4. ***Our inability to accurately forecast demand for our products, and accordingly manage our inventory, may have an adverse effect on our business, cash flows, financial condition and results of operations because of high volatility in metal prices.***

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition and results of operations. We do not have firm commitment long term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products. Accordingly, we plan our production volumes based on our forecast of the demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability. We maintain a high level of inventory of raw materials and finished goods. As of September 30, 2022, FY 21-22, FY 20-21 and FY 19-20 our inventory of raw materials, stores & consumables, finished goods and other items amounted to Rs. 1,052.43 lakhs, Rs 959.74 lakhs, Rs 363.60 lakhs and Rs 496.05

lakhs. Our high level of inventory increases the risk of loss and storage costs to us as well as increasing the need for working capital to operate our business. Further, as our customers are not obliged to purchase our products or provide us with a binding long-term commitment, there can be no assurance that customer demand will match our production levels. Further, we sell our finished products in the market at the prevailing rate which includes any fluctuations/volatility in prices of raw materials and stores consumed. We do not have any policy to hedge the fluctuations / volatility in prices of raw materials and stores consumed. 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. Any material shortage or interruption in the supply or decrease in the quality of raw materials due to natural causes or other factors could result in increased production costs which we may not be able to pass on to customers, which in turn would have a material adverse effect on our Company's business.

5. ***Electricity cost constitutes substantial part of our manufacturing cost of CI Lumps. The company is drawing electricity from state grid. As such the electricity cost is less elastic as compared to price of CI Lumps or prices of raw materials used in manufacturing of C I Lumps. Any decline in prices of C I Lumps can adversely impact the profitability of our company.***

   We are engaged in the business of manufacturing Cast Iron Lumps and operate two submerged arc furnaces for our manufacturing process. The operation of submerged arc furnace is largely dependent on electricity for melting which constitutes substantial part of our manufacturing cost. The power and fuel expenses for the stub period ended on September 30, 2022 and for the FY 21-22, FY 20-21 and FY 19-20 amounted for Rs 1287.58 lakhs, Rs 1,477.51 lakhs, Rs 723.60 lakhs and Rs 1,431.79 lakhs respectively constituting 26.74%, 30.23%, 30.00% and 45.23% of our total revenue from operations. However, the electricity cost is independent of prices of iron and steel. Any inability to pass on the manufacturing cost to the customers will in turn affect our margins and financial performance.

6. ***We are subject to strict quality requirements. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations***

   We are primarily engaged in the business of manufacturing and selling of cast iron lumps and ductile iron pipe fittings based on technical specifications provided by our customers. Given the nature of our products and the sector in which we operate, our customers have high and specific standards for product quality as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers regarding the composition may lead to cancellation of the orders placed by our customers.

   Further the demand for our ductile iron pipe fittings products may be diluted if low quality products are sold by us in the markets. Low quality pipe fittings can lead to leakage of water and affect the water supply systems. Our quality control team ensures that our raw materials as well as end products are tested on all quality parameters to ensure that we are compliant with the required market standards. We believe the quality of our product serves in attracting customers to our products over those of our competitors. Although in the past we have not received any major complaints with respect to our product quality, any decline in product quality or allegations of product defects, could tarnish the demand for our products.
   Further, any failure to make timely deliveries of products in the desired quantity as per our customers' requirements could also result in the cancellation of orders placed by our customers and may adversely affect our reputation and goodwill. In addition, our customers may demand, among others, price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, cash flows, results of operations and financial condition.

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

   The substantial portion of our revenues has been dependent upon few customers. For instance, our top ten customers for the stub period ended on September 30, 2022 and F.Y. 21-22, 20-21 and 19-20 accounted for 67.57%, 69.33%, 63.35% and 72.64% of our revenue from operations respectively. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

   In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a

reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows

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

Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition

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

8. ***Our profit for F.Y. 2019-20 was negative. Any operating losses in future could adversely impact our business, financial condition and results of operations.***

The profit of the company for the stub period ended on September 30, 2022 and for last 3 financial years is summarized below. Any failure to sustain or increase our net revenue sufficiently to keep pace with our expenses could prevent us from achieving profitability on a consistent basis in future periods.

Particulars	For the period ending on September 30, 2022	F.Y. 2021-22	F.Y. 2020-21	F.Y. 2019-20
Profit after tax	580.47	745.48	267.31	(33.49)

Any operating losses in future could adversely impact our business, financial condition and results of operations.

9. ***Our Statutory Auditor has included certain Qualifications on our Audited financial statements for FY 19-20***

Our statutory auditor has included the below audit qualifications in the financial statements of the Company for FY 19-20 which have been adjusted in the restated financial statement of the Company.

- Qualification which required adjustment in restated financial statements:

  As required by AS 15 "Accounting for Retirement Benefits", Gratuity has to be provided on the actuarial basis, but during the year company has adopted a policy to provide for Gratuity on actual liability for eligible employee's basis, the impact of non-compliance of Accounting standard could not be ascertained as actuarial valuation is not available

However the same has been considered in restatement, and effect of the gratuity on actuarial valuation has been given in the Restated financials statements. For details of our provision for gratuity, see ***"Restated Financial statements"*** on page 133 of this Prospectus.

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

Our Company, Promoters and Directors are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Promoters and Directors as on the date of this Prospectus along with the amount involved, to the extent quantifiable.

Company:-

(Rs. in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Litigation/Matters involving Tax Liabilities	4	56.75

Promoters & Directors:-

(Rs. in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Litigation/Matters involving tax Liabilities	4	130.19
Criminal litigations against our Promoters and Directors	2	Unascertainable

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

There can be no assurance that these litigations will be decided in favour of our Company, Promoters and Directors, respectively, and consequently it may divert the attention of our management and Promoters and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled ***"Outstanding Litigations and Material Developments"*** on page 183 of this Prospectus.

11. Employee misconduct or failure of our internal processes or procedures could harm us by impairing our ability to attract and retain customers and subject us to significant legal liability and reputational harm.

Our business is exposed to the risk of employee misconduct or the failure of our internal processes and procedures. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in costly litigation and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures and internal policies, the precautions we take to prevent and detect such activity may not be effective in all cases and we may be unable to adequately prevent or deter such activities in all cases. While we have not experienced such issues in the past, there could be instances of fraud and misconduct by our employees which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, including claims for alleged negligence, in connection with any such unauthorized transaction, fraud or misappropriation by our employees, which could adversely affect our reputation, business prospects and future financial performance.

12. Any penalty or action taken by any regulatory authorizes in future, for non-compliance with provisions of corporate and other law could impact our financial position to that extent.

Our company has not complied with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. Further, our Company has not filed e-form CHG-1 for creation of charge on certain vehicle loans, which is a non-compliance of Section 77 of the Companies Act, 2013. Further due to technical reason on MCA portal, our company is unable to file form CHG-4 with respect to satisfaction of charge created against its loan taken from SREI Infrastructure Finance Limited, however the same loan has been repaid as on date of this Prospectus.
In case of any action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business and reputation. Although, no show cause notice in respect of the above has been received by the Company till date. Any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

13. Excessive dependence on the Yes Bank Limited in respect of Working capital Loan obtained by the Company for its working capital requirement. Moreover our lenders have charge over our immovable and movable properties in respect of finance availed by us.

Our working capital loan has been sanctioned by Yes Bank Limited. The Company is dependent on such facility for its Working Capital requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

Further we have secured our lenders by creating a charge over our movable and immovable properties in respect of Working capital loan availed by us from Yes Bank Limited, Equipment loan from HDFC bank, Vehicle loan from Mahindra Finance and Union Bank of India. We have been extended such loan against hypothecation of our Company's property and current assets. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter ***"Statement of Financial Indebtedness"*** beginning on page 169 of this Prospectus.

14. ***Our Company operates under several statutory and regulatory approvals in respect of our operations. Failure to obtain or maintain licenses, registrations, permits and approvals may affect our business and results of operations.***

We are governed by various laws and regulations for our business and operations. We are engaged in the business of manufacturing cast iron lumps and ductile iron pipe fittings and use raw materials like: ferrous waste, steel scrap, pig iron, carburizer, ferro alloys and other raw materials like: coal, coke and dolomite etc. In this relation, our Company has obtained necessary approvals but there is no assurance that there are no other statutory/regulatory requirements which we are required to comply with. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. Further we intend to utilize the issue proceeds for capital expenditure for laying of 132 kV Bay in substation of CSPDCL, laying of the 132 kV transmission line and installation of 132 kV substation within the factory premises, as detailed in the section titled "Objects of the Issue" and therefore the statutory and regulatory approvals like: Approval of Drawings from the Chief Electrical Inspectorate or approval for Obtaining Provisional permission for charging are pending. Any delay in obtaining such approval may delay the implementation schedule of net proceeds. Further our factory was closed from March 2015 to March 2018. Any action taken by the factory inspector for non-compliance of provisions of Factories Act during this period, may bear additional financial costs.

We cannot assure you that the approvals, licenses, registrations and permits required will be issued to us and those already issued will not be suspended or revoked in the event of non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any denial, suspension or revocation of the approvals, licenses, registrations and permits that has been or may be issued to us may affect our business and results of operations. Additionally the new land purchased by our company in Baloda Bazaar district which is yet to be put to use is agricultural land and we are yet to convert the same into industrial land. We will not be able to utilize the said land as our factory until it is converted from agricultural land into industrial land and any delay in conversion process may impact our future business plans. Also some of the registration certificate of our company are in the old name of the company, prior to its conversion into public company. The same needs to be updated in the records of concerned authorities. While we endeavour to comply with applicable regulatory requirements, it is possible that such compliance measures may restrict our business and operations, result in increased cost and onerous compliance measures, and an inability to comply with such regulatory requirements may attract penalty. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see ***"Government and Other Approvals"*** on page 186 of this Prospectus.

15. ***Expansion of our manufacturing facility will require substantial capital outlay before we realize any benefits or returns on investments.***

In order to capitalize on the future growth plans, we intend to undertake expansion of our existing manufacturing facility by setting up Briquetting Plant for production of briquettes of ferrous waste fines in backward integration. The briquettes shall be used as raw material feed for production of Cast Iron Lumps. We intend to finance the said project from internal accruals/ surplus funds available for general corporate purpose and/or from loan facilities for which we have moved an application with Yes Bank Limited which is under appraisal. We cannot assure that we shall efficiently be able to obtain sufficient capital resources for these expansion plans. 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, credit availability from banks, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Additionally, on account of such expansion, our finance cost, depreciation and other related expenses shall increase in the near future which can adversely impact our results of operations, cash flows and financial condition. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, we may drop the expansion.

In addition during the year FY 2022-23 our company also commissioned another 5.5 MVA submerged electric arc furnace to manufacture 15,750 tonnes p.a. of cast iron lumps. The efficient utilization of the installed furnce is dependent on our ability to carry out uninterrupted operations at manufacturing facility, the market for our products, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by our customers. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

Our expansion plans and business growth could also strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to attract, expand, train, motivate, retain and manage our workforce. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Any of these factors may cause us to delay, modify or forego some or all aspects of our expansion plans.

16. ***We do not own the Registered Office from which we carry out our business activities. Further lands acquired by our company in FY 21-22 and FY 22-23 for the purpose of expansion of our factory is yet to be converted into industrial land***

Our registered office premises situated at Raipur, Chhattisgarh is owned by our Promoter & Whole Time Director, Prawin Somani. The said property has been obtained free of rent on no objection certificate from him. In the event of that such no objection is withdrawn, we may be required to vacate the said premises which may cause temporary disruption in our corporate affairs and business. Further our Group Company, Chhattisgarh Metaliks And Alloys Private Limited share the common registered office. There is no formal agreement between our Company and our group company for occupying the office space. Any dispute in future may affect our business relation and results of operation.

Additionally the new land purchased by our company in Baloda Bazaar district during FY 21-22 and FY 22-23, which is yet to be put to use is agricultural land and we are yet to convert the same into industrial land. We will not be able to utilize the said land for the expansion of our factory until it is converted from agricultural use to industrial use and any denial or delay in conversion process may impact our future business plans

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

The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of products, sales network, pricing, payment terms and timely delivery. Some of our competitors have longer industry experience, access to a cheaper cost of capital and greater financial, technical and other resources, which may enable them to adopt faster in changing market scenario and remain competitive. Moreover, the unorganized sector can offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

To remain competitive, we must continue to invest significant resources in capital expenditure, sales and marketing. There can be no assurance that we shall have sufficient resources to make these investments. In case we fail to effectively compete, including any delays in responding to changes in the industry and the market, we may also have to incur additional costs and expenses to conduct marketing campaigns, market research and investing in newer technologies and infrastructure to effectively compete. The success of our Products as well as our ability to maintain or increase our market share may also depend upon the effectiveness of our marketing initiatives which may adversely affect our ability to compete effectively.

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

18. We have significant power requirements for continuous running of our factory. Our electricity cost constitutes a significant percentage of our total expenses. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in their tariffs may have an effect on our business, results of operations and financial condition.

We have two submerged electric arc furnace with power input transformer capacity of 3.6 MVA and 5.5 MVA installed in our factory for manufacturing cast iron lumps. Our factory has significant electricity requirements and any interruption in power supply to our factory may disrupt our operations. Our electricity cost constitutes a significant percentage of our total expenses which is 38.74%, 34.21% and 44.50% of total expenses for FY 21-22, FY 20-21 and FY 19-20 respectively. Also availability of water is an essential utility in our manufacturing process. It is used for the purpose of equipment cooling, in Sub-merged Arc furnaces and Induction furnace. Our business and financial results may be affected by any disruption of operations due to lack of essential utilities. We depend on third parties for all of our power and water requirements. Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost and affect the results of operations and financial condition of the company.

19. Our Contingent Liability and Commitments could affect our financial position

As on September 30, 2022, we had Contingent Liability of Rs. 69.95 lakhs against income tax and counter bank guarantee, which have not been provided in our financial statements and which could affect our financial position. For further details, please refer to Note V – Contingent Liabilities in the chapter titled "Financial Information of the Company" on page 133 of this Prospectus. We cannot assure you that these contingent liabilities shall not become established as liabilities. In the event any of these contingent liabilities become established as liabilities, it may have an adverse effect on our financial condition and results of operations. Further, there can be no assurance that we shall not incur similar or increased levels of contingent liabilities in the future.

20. Changes in technology may render our current technologies obsolete or require us to make substantial investments.

Modernization and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the business, we may be required to implement new technology or upgrade the machineries and other equipment‘s employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

21. The success of our business depends substantially on a number of key management personnel, including our Promoters and management team, and on our operational workforce. Our inability to retain them or to recruit highly skilled technical personnel that are necessary for our business could adversely affect our businesses.

Our success substantially depends on the continued service and performance of the members of our senior management team and other key personnel in our business for the management and running of our daily operations and the planning and execution of our business strategy. Our key management personnel are experienced in managing our businesses and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our businesses and our future prospects. For details of our key management personnel, see "*Our Management*" on page 115. We cannot assure that we shall continue to retain any or all of the key members of our management. The loss of one or more members of our senior management team could severely impact our ability to execute our growth strategy and grow our revenues.

While we believe that our future success depends largely on our continued ability to hire, assimilate, retain and leverage the skills of qualified and skilled personnel, we may not be as successful as our competitors at recruiting, assimilating, retaining and utilizing the skills of such personnel which may adversely affect our ability to realise our growth strategy. Further, our ability to sustain our growth depends significantly upon training these employees effectively. If we are unable to recruit and retain personnel with the requisite experience, our growth and competitive position maybe adversely affected.

22. In absence of long term supply agreement, loss of any of our suppliers or a failure by our suppliers to deliver some of our primary raw materials may have an adverse impact on our ability to continue our manufacturing process without interruption and our ability to manufacture and deliver the products to our customers without any delay.

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable supply of raw materials at acceptable prices. We procure some of our primary raw materials, such as ferrous waste, steel scrap, pig iron (steel grade), carburizer, ferro alloys and other raw materials required in manufacturing process like: coal, coke and dolomite on a purchase order basis and have not entered into long term contracts for the supply of such raw materials. Accordingly, we may encounter situations where we might be unable to manufacture and deliver our products due to, amongst other reasons, our inability to predict the increased demand for our products. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic as well as international government policies, and regulatory and trade sanctions. There can be no assurance that we will procure the quantities and quality of raw materials commensurate with our requirements in the future. Further, any delay/failure to deliver or delivery of wrong or sub-standard raw materials by our suppliers may have a material and adverse effect on our business, results of operations and financial condition.

Further, we currently operate from our Manufacturing Facility located in Duldula near Raipur, Chhattisgarh which is the steel hub of India. Due to the geographical concentration of our manufacturing location in Chhattisgarh our company has access to source raw materials from nearest steel foundries. Any disruptions in our existing manufacturing location could result in significant delays in procuring of our raw materials.

If any of our major suppliers ceases to have business dealings with us or materially reduces the quantity of raw materials supplied to us and we are unable to secure new suppliers for such raw materials to meet the requirements at our manufacturing plants, our production schedule may be delayed and our business, financial condition, results of operations and prospects will be adversely affected. In addition, in case of loss of preferred suppliers for key raw materials, we may have to purchase such raw materials from others sources, which may affect the quality or quantity of production.

23. Our manufacturing operations involve use of electric arc furnace which can be extremely dangerous and any accident, could cause serious injury to people or property which may adversely affect our production schedules, costs, sales and ability to meet customer demand.

Our operations require individuals to work under potentially dangerous circumstances, with flammable materials as a significant portion of our operations involve process of smelting (reduction of oxide and melting of iron and slag) of ferrous material (secondary material-like Mill Scale, Kiln Accretion, Magnetic Slag, etc generated as waste in production of Sponge Iron, Pig Iron and Rolled products). Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including:

- explosions
- fires
- mechanical failures and other operational problems
- inclement weather and natural disasters
- discharges or releases of hazardous substances, chemicals or gases; and
- other environmental risks.

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

In particular, if operations at our manufacturing facilities were to be disrupted as a result of any significant workplace accident, fire, explosion or other connected reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. Liabilities incurred as a result of these events have the potential to adversely impact our financial position and reputation. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, reputation, financial condition, results of operations, cash flows and prospects

24. We have entered into, and may continue to enter into, related party transactions. We cannot assure you that such transactions, individuals or in the aggregate, shall not have an adverse effect on our business, financial condition and results of operations.

Our Company has entered into various transactions with our Directors, Promoters and Promoter Group members/entities. These transactions, inter-alia includes, sales, purchase, issue of shares, interest payments, remuneration, loans and advances, reimbursements etc. For details, please refer to ***"Note W - Related Party Transactions"*** under Section titled ***"Financial Information of the Company"*** and Chapter titled ***"Capital Structure"*** beginning on page 161 and 53 respectively of this Prospectus.

For further information on our related party transactions, see "*Related Party Transactions*" on page 161. While we believe that all our related party transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is possible that we may enter into related party transactions in the future. Although all related party transactions that we may enter post-listing, shall be subject to board or shareholder approval, as necessary under the Companies Act and the SEBI LODR Regulations. We cannot assure you that such transactions, individually or in the aggregate, shall not have an adverse effect on our business, financial condition and results of operations

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

Presently, our Company is using logo and we have not applied for registration of the same under the Trade Marks Act, 1999. Therefore as on date we do not enjoy the statutory protections that are accorded to a registered trademark. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. Thus, we cannot guarantee that the application made for registration of our trademark in future will be allowed. In case we are unable to obtain the registration for the said trademark in our name, our business revenues and profitability may be impacted.

26. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have an adverse effect on our business.

We face the risk of loss resulting from intellectual property, contractual, warranty, and other lawsuits, whether or not such claims are valid. In addition, our insurance may not be adequate to cover such claims or may not be available to the extent we expect. For details of the insurance policies that we maintain, see **"*Our Business – Insurance*"** on page 90. A successful claim that exceeds or is not covered by our policies could require us to pay substantial sums. Our Company has maintained various insurance policies, in amounts that we believe are commercially appropriate, including Industrial All Risks Policy and commercial vehicles package. Although, we attempt to obtain coverage for and mitigate our liability for damages arising from negligent acts, errors or omissions through insurance policies, our liability may sometimes not be covered as a result of the limitations of liability set forth in our insurance policies. In such event, our insurance policies may not protect us from liability for damages, which may lead to financial liability and other adverse consequences.

We have not insured our risks pertaining to Cash in transit, Keyman Insurance Policy, Marine Insurance, Group Personal Accident, Employees Compensation Insurance and insurance for our registered office. The absence of such policies may affect our production facilities to halt, and may hinder our operations. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

27. Our manufacturing activities require deployment of labour and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.

Our manufacturing operations require deployment of labour and depend on our ability to retain labour. In case such labour is unavailable or we are unable to identify and retain such labour our business could be adversely affected. But, we cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability. Additionally, there have been amendments in the Labour and Employment related laws, which may have a direct impact on our employee costs and consequently, on our margins. Further, latest amendments in labour laws in India may lead to increasing cost of compliance, wages, social security, Occupational Safety, Health and Working Conditions.

28. Our Directors have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations, which may affect the ability of our Promoters and Directors to effectively render their duties and thereby, adversely impact our business and operations.

Our Company has availed loans and facilities in the ordinary course of its business. Our Promoters and Directors, Ravi Thakurdasji Laddha, Rajesh Somani and Prawin Somani have provided personal guarantee to secure a significant portion of our existing borrowings taken from the banks and may continue to provide such guarantees and other security post listing. As of September 2022, principal outstanding amounts from credit facilities personally guaranteed by them were ₹ 353.86 lakhs, which constituted of 32.38% our outstanding indebtedness as on such date.

Our Promoters and Directors may continue to provide such guarantees and other such securities post listing. In case of a default under our loan agreements, any of the guarantees provided by our Promoters and Directors may be invoked, which in turn, could have an impact on their ability to effectively service their obligations as Promoters and Directors of our Company in addition to negatively impacting their reputation and net worth and adversely affecting our business, results of operations and financial condition. Further, our Promoters and Directors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. In the event our Promoters and Directors withdraw or terminate their guarantees, our lenders may require alternate guarantees, repayments of amounts outstanding or even terminate the loan facilities. We may not be successful in providing alternate guarantees satisfactory to the lenders, and as a result may be required to repay outstanding amounts or seek additional sources of capital, which could affect our financial condition and cash flows.

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

The proposed fund requirement for funding working capital requirements and capital expenditure for laying of 132 kV Bay in substation of CSPDCL, laying of the 132 kV transmission line and installation of 132 kV substation within the factory premises, as detailed in the section titled ***"Objects of the Issue"*** is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule or may require us to draw down such amounts, as may be required, from an overdraft arrangement / cash credit / term loan facility with our lenders or through unsecured loans to finance setting up of facilities as described in the section ***'Objects of the Issue'*** until completion of the Issue. Any amount that is drawn down from

such facility availed from any Bank/NBFC or Financial Institution or through unsecured loans during this period to finance ***'Objects of the Issue'*** will be repaid from the Net Proceeds of the Issue. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled ***"Objects of the Issue"*** beginning on page 68 of this Prospectus. Further, or proposed capital expenditure towards change in electricity supply voltage from 33 KV to 132 KV at our manufacturing facility is subject to the risk of unanticipated delays in implementation and cost overruns.

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

The average cost of acquisition of Equity Shares of our Promoters is as under:

Sr No	Name of Promoter	Average cost of acquisition per equity share
1	Ravi Thakurdasji Laddha	Rs. 7.79
2	Rajesh Somani	Rs. 10.92
3	Prawin Somani	Rs. 11.24
4	Padam Kumar Jain	Rs. 7.86

For further details regarding the average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares of our Promoters in our Company, please see Chapter titled ***"Capital Structure"*** beginning on page 53 of this Prospectus.

31. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations

Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be covered by the insurance policies availed by our Company and may affect our business, cash flows, financial condition and results of operations. For further details of our Plant and Machineries, please refer to chapter titled ***"Our Business"*** beginning on page 90 of the Prospectus.

32. Our Promoters, certain of our Directors have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.

Our Promoters, Directors may be deemed to be interested to the extent of Equity Shares held by them and by members of our Promoter Group, as well as to the extent of any dividends, bonus or other distributions on such Equity Shares. As on date of this Prospectus our Promoters and members of our Promoters Group holds 90,00,000 Equity Shares representing 100% of the pre-issued, subscribed and paid-up Equity Share capital of our Company. Upon completion of the Issue, our Promoters and members of the Promoter Group together shall continue to exercise significant control over us, which shall enable them to vote together in capacity as shareholders of our Company on certain matters in general meetings of our Company. Accordingly, the interests of our Promoters and certain members of the Promoter Group in their capacity as shareholders of our Company may conflict with the interests of other shareholders of the Company. For further details, see "*Capital Structure*", "*Our Promoters and Promoter Group*" and "*Our Management*" beginning on pages 53, 127 and 115 respectively**.**

33. Information relating to our production capacities and the historical capacity of our production facilities included in this Prospectus based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.

Information relating to our production capacities and the historical capacity of our production facilities included in this Prospectus based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the historical capacity utilization information. Undue reliance should therefore not be placed on our production capacity utilization information included in this Prospectus. For further information, see the section titled ***"Our Business"*** on page 90 of this Prospectus.

34. ***Transportation cost forms a substantial part of our input cost. Increase in transportation costs, may adversely affect our operation/ profitability. Disruption of logistics and transportation services could impair our ability to deliver products to our customers.***

We utilize third party transportation services by road for transportation of raw materials and our products from/ to our suppliers and customers. We are exposed to fluctuations in transportation costs. We may also be affected by transport strikes, which may affect our delivery schedules. If we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, results of operations and financial condition may be adversely affected. Further, we cannot assure you that we will be successful in continuing to receive uninterrupted, quality service from such third party transporters on whom we rely for all of our current and future logistics requirements. Any disruption or inefficiencies in the operations of these third parties may adversely affect our business and results of operations. Any delay or disruption caused to the transportation of raw materials or our products could adversely impact our ability to procure the raw materials as well as to meet the delivery schedule of our products in an economical manner. To ensure timely delivery of our products, we may also be required to maintain relatively high level of inventory of raw materials and this may also resultantly increase our cost.

35. ***Our Group Company is engaged in the similar line of business as of our Company. There are no non - compete agreements between Our Company and our group company. We cannot assure that our Promoters will not favour the interests of such entities over our interest or that the said entities will not expand which may increase our competition and may adversely affect business operations and financial condition of our Company.***

Our Group Company, namely, Srikar Innovative Industries Private Limited is engaged in the similar business of manufacturing cast iron lumps as of our Company. Further, we have not entered into any non-compete agreement with any of the said entity. We cannot assure that our Promoters who have common interest will not favour the interest of the said entity. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our group company in circumstances where our respective interests diverge. In cases of conflict, our Promoters may favour our group company in which our Promoters have interests. There can be no assurance that our Promoters or our Promoter Group entities will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

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

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

37. ***Our Promoters and Promoter Group shall continue to retain significant control in our Company after the Issue, 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 Prospectus, our Promoters and members of our Promoters Group hold 90,00,000 Equity Shares representing 73.53% of the post issue equity share capital of our company. After the completion of this Issue, our Promoters and Promoter Group shall continue to hold significant shareholding in our Company. As a result, our Promoters 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 Promoters 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 Issue 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 Issue, which could cause the price of the Equity Shares to decline.

38. ***Our ability to pay dividends in the future may depend upon our future revenues, profits, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

We have not declared any dividends and all the profits historically have been applied towards the growth and expansion of the business of the Company. Whether we will pay dividends in the future and the amount of any such dividends, if declared, may depend upon a number of factors, including our results of operations and financial condition, financing agreements that we have entered into, contractual restrictions (including the terms of some of our financing arrangements that currently restrict our ability to pay dividends) and other factors considered relevant by our Board of Directors and shareholders. We may be unable to pay dividends in the near or medium term, and our future dividend policy may depend on our capital requirements and financing arrangements. We cannot assure you that our Company shall declare and pay, or have the ability to declare and pay, any dividends on Equity Shares at any point in the future. For further details, see **"*Dividend Policy*"** on page 132.

39. Relevant copy of educational qualifications of one of our Director is not traceable.

Relevant copy of the educational qualification of one of our Director, Prawin Somani is not traceable. Therefore for the purpose of disclosure requirements of brief profile as disclosed in the section titled ***"Our Management"*** on page 115 of this Prospectus, we have relied on the affidavit provided by him.

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

Our Company have availed unsecured loans which may be called by their lenders at any time. As on September, 2022 the unsecured loan amounting Rs. 667.40 lakhs were outstanding. In the event that lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also there is no formal agreement with any of our lenders. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, please refer chapter titled ***"Statement of Financial Indebtedness"*** beginning on page 169 of Prospectus.

41. We may not accomplish our growth strategy, and our business may suffer if we fail to manage our growth efficiently or effectively.

Our growth strategies include focus on cost efficiency and upgrading our existing manufacturing facility, strengthening our relationships with the customers, focus on consistently meeting quality standards, expansion of our geographical network. The success of our business will largely depend on our ability to effectively implement our business and growth strategy. In the past we have generally been successful in execution of our business but there can be no assurance that we will be able to execute our strategy on time and within the estimated budget in the future. There can be no assurance, however, that we shall be successful in our expansion endeavours. In particular, continued expansion increases the challenges we face in:

1. strengthening our internal control system for purchases of inventory to be commensurate with the size of our Company;
2. improving the scope and coverage of our internal audit systems to keep pace with our growth;
3. recruiting, training and retaining sufficiently skilled personnel;
4. identifying, establishing, maintaining and expanding relationships with customers in each of the markets in which we operate;
5. managing economies of scale;
6. identifying, understanding and responding to challenges and risks that are unique to the different markets in which we operate;
7. developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems; and
8. maintaining high levels of product quality and customer satisfaction.

There can be no assurance that our personnel, systems, procedures and controls shall be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Any of the challenges highlighted above may cause us to delay, modify or forego some or all aspects of our expansion plans. If we are unable to implement our business and growth strategy, this may have an adverse affect on our business, financial condition and results of operations

42. We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, management, changes in fixed assets, creation of any other charge, undertake any guarantee obligation etc. There can be no assurance that such consents will be granted or that we will be able to

comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see ***"Statement of Financial Indebtedness"*** on page 169 of the Prospectus.

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

We specialize in the manufacture and supply of Cast Iron Lumps and Ductile iron pipe fittings which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund. Any demand or penalty raised by the concerned authority in future for any previous years or current year will affect the financial position of the Company.

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

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled ***"Objects of the Issue".*** The fund requirement and deployment, as mentioned in the ***"Objects of the Issue"*** on page 68 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter ***"Objects of the Issue"*** is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter ***"Objects of the Issue"*** will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

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

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

The issue price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled ***"Basis for Issue Price"*** beginning on page 75 of the Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

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

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

to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

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

48. Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application.

Pursuant to the SEBI ICDR Regulations, Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application. While our Company is required to complete Allotment pursuant to the issue within six Working Days from the issue Closing Date, events affecting the Applicants decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the applicant's ability to sell the Equity Shares Allotted pursuant to the issue or cause the trading price of the Equity Shares to decline on listing.

49. We may be exposed to the risks of significant breaches of data security, and malfunctions or disruptions of information technology systems.

We have deployed information technology systems and accounting system to support our business processes including sales, order processing, production, procurement, inventory management, quality control, product costing, human resources, distribution and finance. These systems may be potentially vulnerable to data security breaches, whether by employees or others, which may result in unauthorized persons getting access to sensitive data. Such data security breaches could lead to the loss of and the data related to our Products and other proprietary information could be compromised. These systems are also susceptible to outages due to fire, floods, earthquakes, power loss, telecommunications failures, natural disasters, computer viruses or malware, break-ins and similar events.

External Risks Factors

50. We are exposed to risks associated with the steel industry in India and predominant steel plant located in the adjacent geographical region.

We derive and expect to continue to derive in the foreseeable future, our revenues and operating profits in India. Changes in macroeconomic conditions generally impact the steel industry and could negatively impact our business. Accordingly, our business is highly dependent on the state of development of the Indian economy and the macroeconomic environment prevailing in India. Changes in government policies that may have adverse effect on the development of steel industry and infrastructure projects, may have an adverse impact on our business. Since the industry depends on macroeconomic factors that may negatively impact demand for steel products in India or the timely commencement of infrastructure projects could in turn have a material adverse effect on our growth prospects, business and cash flows. In addition, access to financing may be more expensive or not available on commercially acceptable terms during economic downturns. Any of these factors and other factors beyond our control could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows. Furthermore we are an ancillary unit to predominant steel plant based in our geographical region. Any operational and financial vulnerability to such plant may impact our business. Furthermore we are an dependent on predominant steel plant based in our geographical region for supply of raw materials. Any operational and financial vulnerability to such plant may impact our business.

51. The extent to which the Coronavirus disease (COVID-19) may affect our business and operations in the future is uncertain and cannot be predicted.

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may have, significant repercussions across local, national and global economies and financial

markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19. The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices. Despite the lifting of the lockdown, there is significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business and operations in the future. We are closely monitoring the impact of COVID-19 on our financial condition, liquidity, operations, suppliers and workforce. Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition.

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

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

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter **"*Government and Other Approvals*"** on page 186 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse affect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

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

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

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

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

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

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

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

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

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

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

SECTION IV – INTRODUCTION
THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered through Public Issue(1)(2)	32,40,000 Equity Shares aggregating to ₹ 1296.00 Lakhs
Out of which:	
Issue Reserved for the Market Makers	1,68,000 Equity Shares aggregating to ₹ 67.20 Lakhs.
Net Issue to the Public	30,72,000 Equity Shares aggregating to ₹ 1228.80 Lakhs.
Out of which*	
A. QIB Portion (3)(4)	Not more than 9,18,000* Equity Shares aggregating up to ₹ 367.20lakhs.
Of which	
B. Non-Institutional Portion	Not less than 10,77,000* Equity Shares aggregating up to ₹ 430.80 lakhs
C. Retail Portion	Not less than 10,77,000* Equity Shares aggregating up to ₹ 430.80 lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	90,00,000 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	1,22,40,000 Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled ***"Objects of the Issue"*** on page *68* of this Prospectus.

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

Notes:

1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.

2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 02, 2023 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on January 03, 2023.

3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 30% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 35% of the Net Issue shall be available for allocation to Non-institutional bidders.

4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, 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 in proportion to their Bids. For further details, please refer section titled ***"Issue Procedure"*** beginning on page 215 of this Prospectus.

SUMMARY OF OUR FINANCIALS

ANNEXURE – I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

PARTICULARS		NOTES	As at			
			30-09-2022	31-03-2022	31-03-2021	31-03-2020
A)	EQUITY AND LIABILITIES					
1.	Shareholders' Funds					
(a)	Share Capital	**A**	300.00	300.00	300.00	300.00
(b)	Reserves & Surplus	**A**	1793.48	1,213.01	467.53	200.22
(c)	Share Application Money		-	-	-	-
			2093.48	**1,513.01**	**767.53**	**500.22**
2.	Non Current Liabilities					
(a)	Long Term Borrowings	**B**	720.83	1,135.03	1,194.32	1,310.95
(b)	Deferred Tax Liabilities (Net)	**C**	139.20	94.86	-	-
(c)	Long Term Provisions	**C-1**	11.89	9.61	5.22	3.48
			871.92	**1,239.50**	**1,199.54**	**1,314.43**
3.	Current Liabilities					
(a)	Short Term Borrowings	**D**	372.09	264.94	202.50	422.76
(b)	Trade Payables	**E**				
	(A)outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	(B)total outstanding dues of creditors other than micro enterprises and small enterprises.		624.12	361.51	233.22	329.10
(c)	Other Current Liabilities	**F**	184.31	213.49	414.34	424.23
(d)	Short Term Provisions	**G**	157.41	0.15	0.10	-
			1,337.93	**840.10**	**850.16**	**1,176.09**
	Total		**4,303.34**	**3,592.61**	**2,817.23**	**2,990.73**
B)	ASSETS					
1.	Non Current Assets					
(a)	Property, Plant and Equipment and Intangible Assets	**H**				
	I) Property, Plant and Equipment					
	(i) Gross Block		3,446.02	2,709.60	2,564.92	2,471.86
	(ii) Depreciation		1,200.95	1,114.45	980.45	847.36
	(iii) Net Block		2,245.07	1,595.15	1,584.47	1,624.51
	II)Intangible Assets		-	-	-	-
	III)Capital Work-in-Progress		20.10	521.26	24.04	19.68
	IV)Intangible assets under development			-	-	-
			2,265.18	**2,116.41**	**1,608.51**	**1,644.19**
(b)	Non-Current Investment	**H1**	14.54	14.54	14.94	14.94
(c)	Deferred Tax Assets (Net)	**C**	-	-	249.46	324.38
(d)	Long Term Loans and Advances	**H2**	58.87	4.52	48.51	41.39
(e)	Other Non Current Assets	**H3**	458.41	266.46	274.34	247.96
			531.83	**285.53**	**587.24**	**628.67**
2.	Current Assets					
(a)	Trade Receivables	**I**	79.02	56.38	83.90	67.73
(b)	Cash and Cash equivalents	**J**	5.14	14.19	66.93	0.89
(c)	Inventories	**K**	1,052.43	959.74	363.60	496.05
(d)	Short-Term Loans and Advances	**L**	353.40	153.80	104.03	141.72
(e)	Other Current Assets	**M**	16.33	6.55	3.03	11.49
			1,506.33	**1,190.67**	**621.48**	**717.88**
	Total		**4,303.34**	**3,592.61**	**2,817.23**	**2,990.73**

ANNEXURE – II

RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

PARTICULARS		Note	For the period ended on			
			30-09-2022	31-03-2022	31-03-2021	31-03-2020
1	Revenue From Operations	**N**	4,815.86	4,887.50	2,411.70	3,165.47
2	Other Income	**O**	8.82	20.03	45.82	16.11
	Total Income (1+2)		4,824.68	4,907.54	2,457.53	3,181.58
3	Expenditure					
(a)	Raw Material Consumption	**P**	1,830.02	1,333.84	447.98	689.13
(b)	Purchase of Stock in Trade		217.85	179.66	19.87	494.37
(c)	Change in inventories of finished goods, work in progress and stock in trade	**Q**	(30.97)	(284.73)	173.18	(269.92)
(d)	Employee Benefit Expenses	**R**	168.53	237.64	124.46	99.10
(e)	Finance Cost	**S**	54.04	119.87	174.28	174.47
(f)	Depreciation and Amortisation Expenses	**T**	86.50	151.45	145.45	138.42
(g)	Other Expenses	**U**	1,716.72	2,080.01	1,030.08	1,891.99
4	Total Expenditure 3(a) to 3(f)		4,041.69	3,817.74	2,115.29	3,217.55
5	Profit/(Loss) Before Exceptional & extraordinary items & Tax (2-4)		782.00	1,089.80	342.24	(35.97)
6	Exceptional and Extra-ordinary items			-	-	-
7	Profit/(Loss) Before Tax (5-6)		782.00	1,089.80	342.24	(35.97)
8	Tax Expense:					
(a)	Tax Expense for Current Year		157.19	-	-	-
(b)	Short/(Excess) Provision of Earlier Year		-	-	-	
(c)	Deferred Tax	**C**	44.34	344.32	74.92	(2.47)
	Net Current Tax Expenses		201.52	344.32	74.92	(2.47)
7	**Profit/(Loss) for the Year (5-6)**		**580.47**	**745.48**	**267.31**	**(33.49)**

ANNEXURE III

RESTATED CASH FLOW STATEMENT

(Rs. in Lakhs)

PARTICULARS	Note	FOR THE YEAR ENDED			
		30-09-2022	31-03-2022	31-03-2021	31-03-2020
		Rupees	Rupees	Rupees	Rupees
A) Cash Flow From Operating Activities :					
Net Profit before tax		782.00	1,089.80	342.24	(35.97)
Adjustment for :					
Depreciation and amortization		86.50	151.45	145.45	138.42
Interest Paid		54.04	119.87	174.28	174.47
Interest Income		(8.64)	(12.10)	(11.72)	(11.26)
Profit on sale of Property Plant and Equipment		-	(7.73)	(1.30)	-
Operating profit before working capital changes		**913.90**	**1,341.30**	**648.94**	**265.67**
Changes in Working Capital					
(Increase)/Decrease in Trade Receivables		(22.64)	27.53	(16.18)	26.13
(Increase)/Decrease in Inventory		(92.70)	(596.14)	132.45	(289.08)
(Increase)/Decrease in Short Term Loans & Advances		(199.60)	(49.78)	37.69	(80.81)
(Increase)/Decrease in Other Current Assets		(9.78)	(3.53)	8.47	(11.27)
(Increase)/Decrease in Other Non Current Assets		(191.95)	7.87	(26.38)	-
Increase/(Decrease) in Trade Payables		262.60	128.30	(95.88)	62.40
Increase/(Decrease) in Other Current Liabilities		(29.18)	(200.85)	(9.89)	169.44
Increase/(Decrease) in Short Term Provisions, etc		157.26	0.06	0.10	-
Increase/(Decrease) in Long Term Provisions		2.28	4.39	1.75	0.93
Cash generated from operations		**790.19**	**659.15**	**681.07**	**143.41**
Taxes on Income		157.19	-	-	-
Net cash flow from operating activities	A	**633.01**	**659.15**	**681.07**	**143.41**
B) Cash Flow From Investing Activities :					
Net Purchase of Fixed Assets including of CWIP		(235.27)	(651.63)	(108.46)	(62.25)
Movement in Loans & Advances		(54.35)	43.98	(7.12)	(98.85)
Purchase of Investments		0.00	0.40	-	-
Interest Income		8.64	12.10	11.72	11.26
Net Cash Flow from Investing Activities	B	**(280.98)**	**(595.15)**	**(103.87)**	**(149.84)**
C) Cash Flow From Financing Activities :					
Proceeds from Issue of Share Capital		-	-	-	-
Increase/(Decrease) in Short Term Borrowings		107.15	62.44	(220.26)	109.44
Increase/(Decrease) in Long Term Borrowings		(414.20)	(59.29)	(116.63)	70.70
Interest Paid		(54.04)	(119.87)	(174.28)	(174.47)
Share Money Pending Allotment				-	-
Increase/(Decrease) in Long Term Loans and Advances		-	-	-	
Net cash flow from financing activities	C	**(361.08)**	**(116.73)**	**(511.16)**	**5.66**
Net Increase/(Decrease) In Cash & Cash Equivalents	(A+B+C)	(9.05)	(52.72)	66.04	(0.77)
Cash equivalents at the begining of the year		14.19	66.93	0.89	1.65
Cash equivalents at the end of the year		**5.14**	**14.20**	**66.92**	**0.89**

Notes:-
1.

	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Component of Cash and Cash equivalents				
Cash on hand	2.47	1.80	0.78	0.55
Balance With banks	2.67	12.39	66.15	0.33
Other Bank Balance	-	-	-	-
Total	**5.14**	**14.19**	**66.93**	**0.89**

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

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

As per our report of even date attached herewith

GENERAL INFORMATION

Brief Summary:

Our Company was originally incorporated as "Earthstahl & Alloys Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 09, 2009 bearing registration No. 021487 issued by Registrar of Companies, Madhya Pradesh and Chhattisgarh. Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Annual General Meeting held on August 27, 2022 and consequently the name of our Company was changed from "Earthstahl & Alloys Private Limited" to "Earthstahl & Alloys Limited" vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated September 21, 2022 by the Registrar of Companies, Chhattisgarh bearing Corporate Identification Number U27310CT2009PLC021487.

For further details please refer to chapter titled **"History and Corporate Structure"** beginning on page 111 of this Prospectus.

CIN	U27310CT2009PLC021487
Registration No.	021487
Date of Incorporation	December 09, 2009
Registered Office	Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate Raipur Chhattisgarh- 492001 India. **Tel. No.:** +91 8120009625 **Email**: info@earthstahl.com **Website**: www.earthstahl.com
Factory Address	Khasra No. 132, 330, 129, 144, 323, 133, 136, 327, 324, 331, 325, 322, 326, 130,Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101.
Designated Stock Exchange	SME Platform of BSE Ltd. "BSE SME"
Address of the Registrar of Companies	**Registrar of Companies, Chhattisgarh** ROC-cum-Official Liquidator, Ist Floor, Ashok Pingley Bhawan, Municipal Corporation, Nehru Chowk, Bilaspur- 495001, Chattisgarh **Tel No:** 07752-250092, 250094 **Email id:** roc.bilaspur@mca.gov.in **Website:** www.mca.gov.in

Board of Directors:

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

Name	Designation	Address	DIN
Prawin Somani	Whole-Time Director	B/5 Mohini Marlin Jaishri Vihar, Near Mandi Gate, Pandari, Raipur, Chhattisgarh- 492004	01143972
Rajesh Somani	Whole-Time Director	Flat No. 203, Swagruha Sapphire Apartment, Opposite Palm Beach- Hotel, Beach Road, Visakhapatnam Urban- 530017, Andhra Pradesh, India.	01719930
Padma Somani	Whole-Time Director	Flat No. 203, Swagruha Sapphire Apartment, Beach Road, Visakhapatnam Urban- 530017, Andhra Pradesh, India.	01719952
Ravi Thakurdasji Laddha	Non- Executive Director	HNO-42, Banyan Tree Enclave, 5th Floor, Kachna Road, Khamardih, Shankar Nagar, Raipur-492007, Chhattisgarh, India.	00008358
Surendra Kumar Jain	Chairman and Independent Director	H N- 32, GE Road, Near CG Hotel, Aishwarya Residency, Telibandha, Raipur, Chhattisgarh-492001	00179336
Vinod Kumar Arora	Independent Director	62/5 Nehru Nagar East, Bhilai, Chattisgarh, India- 490020	03213317

For further details in relation to our Directors, please refer to chapter titled ***"Our Management"*** on page 115 of this Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Utsabanand Nath **Earthstahl & Alloys Limited** **Address**: Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi, Gate Raipur Chhattisgarh- 492001 India	Rahul Kumar Sinha **Earthstahl & Alloys Limited** **Address**: Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi, Gate Raipur Chhattisgarh- 492001 India

Tel. No.: 8120009625 **E-mail:** office@earthstahl.com Website: www.earthstahl.com	**Tel. No.:** 8120009625 **E-mail:** secretarial@earthstahl.com Website: www.earthstahl.com

Investor Grievances:

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

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

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

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

Book Running Lead Manager to the Issue	Legal Advisor to the Issue
Hem Securities Limited **Address**: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel,Mumbai-400013, Maharashtra, India **Tel No.:**+91-22-4906 0000 **Email**: ib@hemsecurities.com **Investor Grievance Email:** redressal@hemsecurities.com **Website**:www.hemsecurities.com **Contact Person**: Mrs. Roshni Lahoti **SEBI Reg. No.:** INM000010981	**Vedanta Law Chambers** **Address:** Ist Floor, SSK House, B-62, Sahakar Marg, LalKothi, Jaipur-302015 Rajasthan, India **Tel:** +91- 141 -2740911, 4014091 **Fax:** +91- 141 -2740911 **Website:** www.vedantalawchambers.com **Email:** vedantalawchambers@gmail.com **Contact Person:** Advocate Nivedita Ravindra Sarda
Registrar to the Issue	**Statutory Auditor**
BIGSHARE SERVICES PRIVATE LIMITED **Address:** - S6-2, 6th Floor, Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road Andheri (East), Mumbai 400093 Maharashtra, India. **Telephone**: +91-022-6263 8200 **Fax No.:** +91-022-6263 8299 **Email:** ipo@bigshareonline.com **Investor Grievance Email:** investor@bigshareonline.com **Contact Person:** Mr. Babu Rapheal **Website:** www.bigshareonline.com **SEBI Registration Number:** INR000001385 **CIN:** U99999MH1994PTC076534	**APAS & Co. LLP** **Chartered Accountants** **Address**: B35/5, Krishna Ranjan, 2nd Floor, Shailendra Nagar, Raipur-492001 Chhattisgarh **Tel No.:** 4032292/ 2226673 **Email**: apas@apas.co.in **Firm Registration No.:**000340C/ C400308 **Contact Person:** CA Abhishek Mahawar **Peer Review Number:** 014393
Bankers to the Company	**Bankers to the Issue/ Refund Banker/ Sponsor Bank**
Yes Bank Limited **Address**: Civil lines, Raipur **Tel**: +918889303949 **Website**: www.yesbank.in **Email**: somu.agrawal@yesbank.in **Contact Person:** Somu Agrawal **CIN:** L65190MH2003PLC143249	**Axis Bank Limited** **Address**: Opp. New Bus Stand, Jeevan Bima Marg, Pandri, Raipur (C.G.) – 492004 **Tel. No.:** 091 88788 01391 **Email**: raipur.branchhead@axisbank.com **Website**: www.axisbank.com **Contact Person**: Ravindra Taunk **SEBI reg.no**.: INBI0000017

Syndicate Member
Hem Finlease Private Limited **Address:** 203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India **Telephone:** 0141-4051000 **Email:** ib@hemsecurities.com **Website:** www.hemsecurities.com **Contact Person**: Mr. Ashok Soni **SEBI Registration Number:** INZ000167734

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

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

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs/ mobile applications whose name appears on the SEBI website www.sebi.gov. in at the following path: Home ≫ Intermediaries/Market Infrastructure Institutions ≫ Recognized intermediaries ≫ Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

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

Syndicate SCSB Branches

In relation to ASBA Bids 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?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above mentioned SEBI link.

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants (CDP's)

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), as updated from time to time.

Brokers to the Issue

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

Expert Opinion

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

Except for the reports in the section ***"Financial Information of the Company"*** and ***"Statement of Tax Benefits"*** on page 133 and 79 respectively of this Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditors for inclusion of their name. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act, 1933.

Inter-se Allocation of Responsibilities

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

Appraisal and Monitoring Agency

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

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus with the SEBI/ ROC

The Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

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

A copy of the Prospectus, will be filed to the RoC Office situated at Registrar of Companies, Chhattisgarh, ROC-cum-Official Liquidator, Ist Floor, Ashok Pingley Bhawan, Municipal Corporation, Nehru Chowk, Bilaspur- 495001, Chattisgarh.

Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Prospectus within the Price Band. The Price Band was determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper Business Standard all editions of Hindi national newspaper Business Standard and Raipur Edition of Regional newspaper Swadesh where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

All Bidders are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid

Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

In terms of SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of number of Equity Shares or the Bid Amount) at any stage. RIIs Bidding could revise their Bid(s) during Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing date. Allocation in the issue will be made on a proportionate basis.
In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled ***"Issue Procedure"*** beginning on page 215 of the Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled ***"Issue Procedure"*** on page 215 of this Prospectus.

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten by the Underwriter Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated January 13, 2023 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
Hem Securities Limited Address: - 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Mrs. Roshni Lahoti SEBI Registration Number.: INM000010981	32,40,000	1296.00	100%

**Includes 1,68,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Securities Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

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

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

There have been no changes in our Company's auditors in the last three (3) years.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue at anytime after the Bid/ Issue Opening Date but before the allotment of Equity Shares, and in such case a public notice within 2 (two) working days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be

informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

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

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

Details of the Market Making arrangement for this Issue

Our Company and the BRLM has entered into Market Making Agreement dated January 13, 2023 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

Name	Hem Securities Limited
Correspondence Address	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India
Tel No.	0141-4051000
E-mail	ib@hemsecurities.com
Website	www.hemsecurities.com
Contact Person	Mr. Rohit Sharma
SEBI Registration No.	INZ000168034
Market Maker Registration No.	SMEMM0024801022013

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

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE SME (SME platform of BSE) and SEBI from time to time.
- The minimum depth of the quote shall be ₹1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is 3000 equity shares; however the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- The Market Maker(s) shall have the right to terminate said arrangement by giving a 3 (three) months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 A.M. to 5.00 P.M. on working days.
- **Risk containment measures and monitoring for Market Makers:** SME portal of BSE will have all margins, which are applicable on BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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

i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

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

S. No.	Market Price Slab (in ₹)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

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

CAPITAL STRUCTURE

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

(₹ in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	**Authorized Share Capital** 1,50,00,000 Equity Shares having Face Value of ₹ 10/- each	1500.00	-
B	**Issued, Subscribed & Paid-up Share Capital prior to the Issue** 90,00,000 Equity Shares having Face Value of ₹10/- each	900.00	-
C	**Present Issue in terms of this Prospectus**** 32,40,000*Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ 30 per share	324.00	1296.00
	Which comprises of:		
D	**Reservation for Market Maker Portion** 1,68,000 Equity Shares of ₹10/- each at a price of ₹ 40 per Equity Share reserved as Market Maker Portion	16.80	67.20
E	**Net Issue to Public** Net Issue to Public of 30,72,000* Equity Shares of ₹ 10/- each at a price of ₹ 40 per Equity Share to the Public	307.20	1228.80
F	**Issued, Subscribed and Paid up Equity Share Capital after the Issue**		
	1,22,40,000 Equity Shares of face value of ₹10/- each	1224.00	
G	**Securities Premium Account**		
	Before the Issue (as on date of this Prospectus)	134.40	
	After the Issue	1106.40	

**Subject to finalisation of the Basis of Allotment*

***The Present Issue of upto 32,40,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated January 02, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of the members held on January 03, 2023*

Classes of Shares-

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

NOTES TO THE CAPITAL STRUCTURE

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

Sr. No.	Particulars of increase	Cumulative No. of Equity Shares	Face Value (₹)	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	10,000	10	1.00	On incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹ 1.00 Lakh to ₹ 50.00 Lakh	5,00,000	10	50.00	February 1, 2010	EGM
3.	Increase in Authorised Share Capital from ₹ 50.00 Lakh to ₹ 100.00 Lakh	10,00,000	10	100.00	March 02, 2010	EGM
4.	Increase in authorised share capital from ₹100.00 Lakh to ₹ 200.00 Lakh	20,00,000	10	200.00	June 4, 2014	EGM
5.	Increase in authorised share capital from ₹200.00 Lakh to ₹ 300.00 Lakh	30,00,000	10	300.00	February 07, 2015	EGM

6.	Increase in authorised share capital from ₹300.00 Lakh to ₹ 1500.00 Lakh	1,50,00,000	10	1500.00	August 27, 2022	AGM

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

a) Equity Share Capital

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable (₹)	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid Up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA(i)	10,000	Nil	1,00,000
March 31, 2010	5,000	10	10	Cash	Further Issue(ii)	15,000	Nil	1,50,000
November 15, 2010	5,85,000	10	10	Cash	Further Issue (iii)	6,00,000	Nil	60,00,000
March 30, 2012	2,40,000	10	100	Cash	Further Issue (iv)	8,40,000	2,16,00,000	84,00,000
June 29, 2014	11,60,000	10	34	Cash	Right Issue (v)	20,00,000	4,94,40,000	2,00,00,000
February 20, 2015	3,30,000	10	34	Cash	Right Issue (vi)	23,30,000	5,73,60,000	2,33,00,000
March 28, 2015	6,70,000	10	34	Cash	Right Issue (vii)	30,00,000	7,34,40,000	3,00,00,000
January 04, 2023	60,00,000	10	Nil	Other than cash	Bonus Issue in the ratio of 2:1 (viii)	90,00,000	1,34,40,000	9,00,00,000

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

(i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Prawin Somani	5,000
2.	Rajesh Somani	5,000
	Total	**10,000**

(ii) Further Issue of 5,000 Equity Shares of Face Value of Rs.10/- each as per details given below:

S. No.	Name of Allottees	Number of Shares
1.	Mosh Varaya Infrastructure Limited (Formerly known as Chhattisgarh Construction Company Private Limited)	5,000
	Total	**5,000**

(iii) *Further Issue of 5,85,000 Equity Shares of Face Value of Rs. 10/- each as per the details mentioned below:*

S. No.	Name of Allottees	Number of Shares
1.	Prawin Somani	5,000
2.	Rajesh Somani	5,000
3.	Mosh Varaya Infrastructure Limited (Formerly known as Chhattisgarh Construction Company Private Limited)	1,95,000
4.	Aayush Steelco Private Limited	1,90,000

5.	Somani Processors Private Limited	1,90,000
	Total	**5,85,000**

(iv) *Further Issue of 2,40,000 Equity Shares of Face Value of Rs. 10/- each as per the details mentioned below:*

S. No.	Name of Allottees	Number of Shares
1.	Chhattisgarh Metaliks And Alloys Private Limited	2,40,000
	Total	**2,40,000**

(v) *Further Issue of 11,60,000 Equity Shares of Face Value of Rs. 10/- each as per the details mentioned below:*

S. No.	Name of Allottees	Number of Shares
1.	Prawin Somani	42,000
2.	Rajesh Somani	45,000
3.	Aayush Steelco Private Limited	15,000
4.	Ravi Thakurdasji Laddha	20,000
5.	Padam Kumar Jain*	15,000
6.	Kusum Jain **	20,000
7.	Anju Somani	18,000
8.	Padam Kumar Jain (HUF)	5,000
9.	Ravi T Laddha (HUF)	20,000
10.	Jaiguru Vintrade Private Limited	9,60,000
	Total	**11,60,000**

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
*** Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

(vi) *Further Issue of 3,30,000 Equity Shares of Face Value of Rs. 10/- each as per the details mentioned below:*

S. No.	Name of Allottees	Number of Shares
1.	Rajesh Somani	3,00,000
2.	Padam Kumar Jain *	30,000
	Total	**3,30,000**

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*

(vii) *Further Issue of 6,70,000 Equity Shares of Face Value of Rs. 10/- each as per the details mentioned below:*

S. No.	Name of Allottees	Number of Shares
1.	Prawin Somani	1,95,000
2.	Ravi Thakurdasji Laddha	2,25,000
3.	Kusum Jain*	50,000
4.	Jaiguru Vintrade Private Limited	1,00,000
5.	Shreyance Jain	1,00,000
	Total	**6,70,000**

***** *Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

(viii) *Bonus Issue of 60,00,000 Equity Shares of Face Value of Rs. 10/- each in the ratio of 2:1 i.e. 2 (Two) Bonus Equity shares for every 1 (One) Equity share held by shareholders. (refer point no. 3 below for allottees list)*

b) Preference Share Capital

As on the date of this Prospectus, our Company does not have any Preference Share Capital.

3. **Issue of Equity Shares for consideration other than cash**

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
January 04, 2023	60,00,000	10	-	Bonus in the ratio of 2:1 i.e. Two Equity Shares for every One Equity Share held	Capitalization of Reserves & Surplus *	Prawin Somani	7,88,000
						Rajesh Somani	7,94,000
						Aayush Steelco Private Limited	3,70,000
						Somani Processors Private Limited	3,40,000
						Ravi Thakurdasji Laddha	7,36,000
						Padam Kumar Jain	2,86,000
						Kusum Jain	2,40,000
						Padam Kumar Jain HUF	50,000
						Anju Somani	36,000
						Ravi T Laddha HUF	40,000
						Jaiguru Vintrade Private Limited	21,20,000
						Shreyance Jain	2,00,000
						Total	**60,00,000**

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

4. **Details of Allotment made in the last two years preceding the date of Prospectus:**

   Except as mentioned in 3 above, we have not issued any Equity Share in the last two years preceding the date of Prospectus.

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

7. Except for the Bonus Issue made on January 04, 2023 for 60,00,000 Equity Shares as mentioned in point no. 3 above, no Equity shares have been issued at price below the Issue price within last one year from the date of the Prospectus

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

9. **Shareholding Pattern of the Company**

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

I - Our Shareholding Pattern:-

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+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 (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹ 10/- each^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters & Promoter Group	12	90,00,000	-	-	90,00,000	100.00	90,00,000	-	90,00,000	100.00	-	-	-		-		90,00,000
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-

(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**12**	**90,00,000**	**-**	**-**	**90,00,000**	**100.00**	**90,00,000**	**-**	**90,00,000**	**100.00**	**-**	**-**	**-**	**-**	**90,00,000**

Notes-

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

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

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

Sr.No	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% Pre Issue paid up Share Capital
1.	Jaiguru Vintrade Private Limited	31,80,000	35.33
2.	Rajesh Somani	11,91,000	13.23
3.	Prawin Somani	11,82,000	13.13
4.	Ravi Thakurdasji Laddha	11,04,000	12.26
5.	Aayush Steelco Private Limited	5,55,000	6.17
6.	Somani Processors Private Limited	5,10,000	5.67
7.	Padam Kumar Jain*	4,29,000	4.77
8.	Kusum Jain **	3,60,000	4.00
9.	Shreyance Jain	3,00,000	3.33
	Total	**88,11,000**	**97.90**

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
*** Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

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

Sr.No	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% Pre Issue paid up Share Capital
1.	Jaiguru Vintrade Private Limited	31,80,000	35.33
2.	Rajesh Somani	11,91,000	13.23
3.	Prawin Somani	11,82,000	13.13
4.	Ravi Thakurdasji Laddha	11,04,000	12.26
5.	Aayush Steelco Private Limited	5,55,000	6.17
6.	Somani Processors Private Limited	5,10,000	5.67
7.	Padam Kumar Jain*	4,29,000	4.77
8.	Kusum Jain **	3,60,000	4.00
9.	Shreyance Jain	3,00,000	3.33
	Total	**88,11,000**	**97.90**

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
*** Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

c) One Year prior to the date of filling of this Prospectus:-

Sr.No	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% Pre Issue paid up Share Capital*
1.	Jaiguru Vintrade Pvt. Ltd.	10,60,000	35.33
2.	Ravi Thakurdasji Laddha	3,65,000	12.17
3.	Rajesh Somani	3,55,000	11.83
4.	Prawin Somani	2,47,000	8.23
5.	Chhattisgarh Metaliks & Alloys Pvt. Ltd.	2,40,000	8.00
6.	Aayush Steelco Private Limited	1,85,000	6.17
7.	Somani Processors Private Limited	1,70,000	5.67
8.	Kusum Jain *	1,20,000	4.00
9.	Shreyance Jain	1,00,000	3.33
10.	Padam Kumar Jain**	95,000	3.17
	Total	**29,37,000**	**97.90**

**Details of shares held on December 31, 2021 and percentage held has been calculated based on the paid up capital of our Company as on December 31, 2021.*
***Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*

****Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

d) Two Year prior to the date of filling of this Prospectus: -

Sr.No	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% Pre Issue paid up Share Capital*
1.	Jaiguru Vintrade Pvt. Ltd.	10,60,000	35.33
2.	Ravi Thakurdasji Laddha	3,65,000	12.17
3.	Rajesh Somani	3,55,000	11.83
4.	Prawin Somani	2,47,000	8.23
5.	Chhattisgarh Metaliks & Alloys Pvt. Ltd.	2,40,000	8.00
6.	Aayush Steelco Private Limited	1,85,000	6.17
7.	Somani Processors Private Limited	1,70,000	5.67
8.	Kusum Jain*	1,20,000	4.00
9.	Shreyance Jain	1,00,000	3.33
10.	Padam Kumar Jain**	95,000	3.17
	Total	**29,37,000**	**97.90**

**Details of shares held on December 31, 2020 and percentage held has been calculated based on the paid up capital of our Company as on December 31, 2020.*
***Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
****Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

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

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

13. **Capital Buildup in respect of Shareholding of our Promoters**

As on the date of this Prospectus, Our Promoters, Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani, and Padam Kumar Jain together hold 39,06,000 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding%	Post-Issue Shareholding %
A. Ravi Thakurdasji Laddha							
February 21, 2012	1,20,000	10	10	Cash	Acquisition by way of Transfer of Shares(i)	1.33	0.98
June 29, 2014	20,000	10	10	Cash	Right issue	0.22	0.16
March 28,	2,25,000	10	10	Cash	Right issue	2.50	1.84

2015							
March 15, 2022	48,000	10	28	Cash	Acquisition by way of Transfer of Shares(ii)	0.53	0.39
August 31, 2022	(45000)	10	50.55	Cash	Disposal of shares by way of transfer to Prawin Somani (iii)	(0.50)	(0.37)
January 04, 2023	7,36,000	10	Nil	Other than Cash	Bonus in the ratio of 2:1	8.18	6.01
Total	**11,04,000**					**12.27**	9.02
B. Rajesh Somani							
December 09, 2009	5,000	10	10	Cash	Initial subscription to the Memorandum of Association	0.06	0.04
November 15, 2010	5,000	10	10	Cash	Further issue	0.05	0.04
June 29, 2014	45,000	10	34	Cash	Right issue	0.50	0.37
February 20, 2015	3,00,000	10	34	Cash	Right issue	3.33	2.45
March 15, 2022	72,000	10	28	Cash	Acquisition by way of Transfer of Shares(iv)	0.80	0.59
August 31, 2022	(30,000)	10	28	Cash	Disposal of shares by way of transfer to Prawin Somani(v)	(0.33)	(0.25)
January 04, 2023	7,94,000	10	Nil	Other than Cash	Bonus in the ratio of 2:1	8.82	6.49
Total	**11,91,000**					**13.23**	9.73
C. Prawin Somani							
December 09, 2009	5,000	10	10	Cash	Initial subscription to the Memorandum of Association	0.06	0.04
November 15, 2010	5,000	10	10	Cash	Further issue	0.05	0.04
June 29, 2014	42,000	10	34	Cash	Right issue	0.47	0.34
March 28, 2015	1,95,000	10	34	Cash	Right Issue	2.17	1.59
March 15, 2022	72,000	10	28	Cash	Acquisition by way of Transfer of Shares(vi)	0.80	0.59
August 31, 2022	30,000	10	28	Cash	Acquisition by way of Transfer of Shares (vii)	0.33	0.25
August 31, 2022	45,000	10	50.55	Cash	Acquisition by way of Transfer of	0.50	0.37

					Shares [viii]		
January 04, 2023	7,88,000	10	Nil	Other than Cash	Bonus in the ratio of 2:1	8.76	6.44
Total	**11,82,000**					**13.13**	9.66
D. Padam Kumar Jain *							
February 21, 2012	50,000	10	10	Cash	Acquisition by way of Transfer of Shares[ix]	0.56	0.41
June 29, 2014	15,000	10	34	Cash	Right issue	0.17	0.12
February 20, 2015	30,000	10	34	Cash	Right issue	0.33	0.25
March 15, 2022	48,000	10	28	Cash	Acquisition by way of Transfer of Shares[x]	0.53	0.39
January 04, 2023	2,86,000	10	Nil	Other than Cash	Bonus in the ratio of 2:1	3.18	2.34
Total	**4,29,000**	**10**				**4.77**	3.50

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

(i) Details of acquisition of shares by Ravi Thakurdasji Laddha by way of transfer of 1,20,000 Equity Shares dated February 21, 2012

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	February 21, 2012	Mosh Varaya Infrastructure Limited (Formerly known as Chhattisgarh Construction Private Limited)	1,00,000	Ravi Thakurdasji Laddha
		Somani Processors Private Limited	20,000	

(ii) Details of acquisition of shares by Ravi Thakurdasji Laddha by way of transfer of 48,000 Equity Shares dated March 15, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	March 15, 2022	Chhattisgarh Metaliks And Alloys Private Limited	48,000	Ravi Thakurdasji Laddha

(iii) Details of disposal of shares by Ravi Thakurdasji Laddha by way of transfer of 45,000 Equity Shares dated August 31, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	August 31, 2022	Ravi Thakurdasji Laddha	45,000	Prawin Somani

(iv) Details of acquisition of shares by Rajesh Somani by way of transfer of 72,000 Equity Shares dated March 15, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	March 15, 2022	Chhattisgarh Metaliks And Alloys Private Limited	72,000	Rajesh Somani

(v) Details of disposal of shares from Rajesh Somani by way of transfer of 30,000 Equity Shares dated August 31, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
2.	August 31, 2022	Rajesh Somani	30,000	Prawin Somani

(vi) Details of acquisition of shares by Prawin Somani by way of transfer of 72,000 Equity Shares dated March 15, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	March 15, 2022	Chhattisgarh Metaliks And Alloys Private Limited	72,000	Prawin Somani

(vii) Details of acquisition by Prawin Somani by way of transfer of 30,000 Equity Shares dated August 31, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	August 31, 2022	Rajesh Somani	30,000	Prawin Somani

(viii) Details of acquisition by Prawin Somani by way of transfer of 45,000 Equity Shares dated August 31, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	August 31, 2022	Ravi Thakurdasji Laddha	45,000	Prawin Somani

(ix) Details of acquisition by Padam Kumar Jain* by way of transfer of 50,000 Equity Shares dated February 21, 2012

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	February 21, 2012	Mosh Varaya Infrastructure Limited (Formerly known as Chhattisgarh Construction Private Limited)	50,000	Padam Kumar Jain

** Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Padam Kumar Jain.*

(x) Details of acquisition by Padam Kumar Jain* by way of transfer of 48,000 Equity Shares dated March 15, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares	Name of Transferee
1.	March 15, 2022	Chhattisgarh Metaliks And Alloys Private Limited	48,000	Padam Kumar Jain

**Originally share was purchased jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Padam Kumar Jain.*

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

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Ravi Thakurdasji Laddha	11,04,000	7.79
2.	Rajesh Somani	11,91,000	10.92
3.	Prawin Somani	11,82,000	11.24
4.	Padam Kumar Jain	4,29,000	7.86

15. **Shareholding of Promoters & Promoter Group**

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

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoter				
1.	Ravi Thakurdasji Laddha	11,04,000	12.27	11,04,000	9.02
2.	Rajesh Somani	11,91,000	13.23	11,91,000	9.73
3.	Prawin Somani	11,82,000	13.13	11,82,000	9.66
4.	Padam Kumar Jain*	4,29,000	4.77	4,29,000	3.50
	Sub Total (A)	**39,06,000**	**43.40**	**39,06,000**	**31.91**
	Promoter Group				
5.	Aayush Steelco Private Limited	5,55,000	6.17	5,55,000	4.53
6.	Somani Processors Private Limited	5,10,000	5.67	5,10,000	4.17
7.	Kusum Jain**	3,60,000	4.00	3,60,000	2.94
8.	Padam Kumar Jain HUF	75,000	0.83	75,000	0.61
9.	Anju Somani	54,000	0.60	54,000	0.44

10.	Ravi T Laddha (HUF)	60,000	0.67	60,000	0.49
11.	Jaiguru Vintrade Pvt. Ltd.	31,80,000	35.33	31,80,000	25.98
12.	Shreyance Jain	3,00,000	3.33	3,00,000	2.45
	Sub Total (B)	**50,94,000**	**56.60**	**50,94,000**	**41.62**
	Grand Total (A+B)	**90,00,000**	**100.00**	**90,00,000**	**73.53**

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
*** Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

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

Date of Allotment	Particulars	No. of Equity Shares	% of Pre-Issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
August 31, 2022	Rajesh Somani	(30,000)	(0.33%)	Transfer by way of Gift to Prawin Somani	Promoter
	Prawin Somani	30,000	0.33%	Acquire by way of Gift from Rajesh Somani	Promoter
August 31, 2022	Ravi Thakurdasji Laddha	(45000)	(0.50%)	Sale of shares by way of transfer to Prawin Somani	Promoter
	Prawin Somani	45,000	0.50%	Acquisition of shares by way of transfer from Ravi Thakurdasji Laddha	Promoter
January 04 2023	Ravi Thakurdasji Laddha	7,36,000	8.18%	Acquisition of shares under the Bonus issue	Promoter
	Rajesh Somani	7,94,000	8.82%		Promoter
	Prawin Somani	7,88,000	8.75%		Promoter
	Padam Kumar Jain*	2,86,000	3.18%		Promoter
	Aayush Steelco Private Limited	3,70,000	4.11%		Promoter Group
	Somani Processors Private Limited	3,40,000	3.78%		Promoter Group
	Kusum Jain **	2,40,000	2.67%		Promoter Group
	Padam Kumar Jain HUF	50,000	0.56%		Promoter Group
	Anju Somani	36,000	0.40%		Promoter Group
	Ravi T Laddha HUF	40,000	0.44%		Promoter Group
	Jaiguru Vintrade Pvt. Ltd.	21,20,000	23.56%		Promoter Group
	Shreyance Jain	2,00,000	2.22%		Promoter Group

**Originally share was allotted jointly in the name of Padam Kumar Jain and Kusum Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder to Padam Kumar Jain.*
*** Originally share was allotted jointly in the name of Kusum Jain and Padam Kumar Jain and w.e.f August 31, 2022 the shares got transferred in the name of first holder Kusum Jain.*

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

18. **Details of Promoter's Contribution Locked-in for Three Years**

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution **("Promoter's Contribution")** and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters hold 39,06,000 Equity Shares constituting 31.91% of the Post-Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoters have given written consent to include 25,00,000 Equity Shares held by them and subscribed and held by them as part of Promoter's Contribution constituting 20.42% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ transfer and made fully paid up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
Ravi Thakurdasji Laddha						
February 21, 2012	1,20,000	10	10	Transfer	0.98	3 years
January 04, 2023	7,30,000	10	-	Bonus Issue	5.96	3 years
Rajesh Somani						
February 20, 2015	3,00,000	10	34	Right Issue	2.45	3 years
January 04, 2023	6,61,000	10	-	Bonus Issue	5.40	3 years
Prawin Somani						
March 28, 2015	1,95,000	10	34	Right Issue	1.59	3 years
January 04, 2023	4,94,000	10	-	Bonus Issue	4.04	3 years

*Assuming full subscription to the Issue.

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

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

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

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

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

Reg. No.	Promoter's Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	in such firms for a period of more than one year on a continuous basis, shall be eligible	
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. **Hence Eligible.**

Details of Promoter's Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 65,00,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

Other requirements in respect of lock-in:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the promoter group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

19. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.

20. As on the date of this Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity shares.

21. The BRLM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.

22. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

23. We have 12(Twelve) shareholders as on the date of filing of this Prospectus.

24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer

25. Our Company has not raised any bridge loan against the proceeds of the Issue.

26. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.

27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.

28. None of our Equity Shares has been issued out of revaluation reserve created out of revaluation of assets.

29. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

30. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

31. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.

32. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

33. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

34. There are no Equity Shares against which depository receipts have been issued.

35. Other than the Equity Shares, there is no other class of securities issued by our Company.

36. There are no safety net arrangements for this public issue.

37. As per RBI regulations, OCBs were not allowed to participate in this issue.

38. Our Promoters and Promoter Group has not participated in this Issue.

39. This Issue is being made through Book Building Method.

40. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

41. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

42. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 32,40,000 Equity Shares of our Company at an Issue Price of Rs. 40/- per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:-

1. Funding capital expenditure towards change in electricity supply voltage from 33 KV to 132 KV at our manufacturing facility at Village Duldula, Baloda Bazar (C.G.)
2. To meet Working Capital requirements
3. General Corporate Purpose
4. To meet issue expenses

*(Collectively referred as the **"Objects")***

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

We are engaged in the business of manufacturing Cast Iron Lumps and Ductile Iron Pipe Fittings. Cast Iron Lumps are used as raw material in the steel foundries to manufacture products like: cast iron pipe fittings, machine components such as latche machines, fan components, manhole covers, decorative cast iron pieces, cast iron pipe fitting and other units engaged in manufacturing of steel or cast iron products. Ductile Iron Pipe Fittings are used in public water supply systems as connectors of pipes. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the object's clause of our Memorandum of Association.

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt (Rs. in Lacs)
Gross Proceeds of the Issue	1296.00
Less: Issue related expenses in relation to Issue	132.42
Net Proceeds	1163.58

Requirement of Funds and Utilization of Net Proceeds

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

Sr. No	Particulars	Amt (Rs. in Lacs)
1.	Funding capital expenditure towards change in electricity supply voltage from 33 KV to 132 KV at our manufacturing facility at Village Duldula, Baloda Bazar (C.G.)	944.45
2.	To meet Working Capital requirements	100.00
3.	General Corporate Purpose	119.13
	Total	**1163.58**

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

Means of Finance

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

Particulars	Amt (Rs. in Lacs)
Net Issue Proceeds	1163.58
Total	**1163.58**

Since, the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. Any variation in the utilisation of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in ***"Objects of the Issue – Variation in Objects"*** on page 68.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled ***"Risk Factors"*** beginning on page 24 of this Prospectus.

Details of Utilization of Net Proceeds

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

1. Funding capital expenditure towards change in electricity supply voltage from 33 KV to 132 KV at our manufacturing facility at Village Duldula.

Our company made an application to Chattisgarh State Power Distribution Company Limited (CSPDCL) dated October 10, 2022 for change in supply voltage from 33KV to 132KV at our manufacturity facility situated at Village Duldula with the reason that the 33KV supply is costlier and has more interruptions which affects the operations. Furthermore change in supply voltage will involve replacing the complete transmission system that will enable us to reduce per unit cost of electricity consumption which is primary manufacturing cost for operating our factory.

Thus our company intends to change supply voltage from HT to EHT which would involve (i) installation of 132 KV Bay in substation of Chhattisgarh State Power Distribution Company Ltd. (CSPDCL), (ii) installation of 132 KV substation within our factory premises and (iii) laying of the 132 KV transmission line.

A detailed breakup of estimated cost towards the proposed capital expenditure to be funded from the net issue proceeds is set forth below:

Sr. No.	Particulars	Amount in Lakhs
(i)	**Installation of 132 KV Bay in substation of Chhattisgarh State Power Distribution Company Ltd. (CSPDCL)**	
	Construction of 132 KV Bay at 220/132 KV CSPTCL (payable to CSPTCL)	260.00
	Payment to CSPTCL towards augumentation of 132 KV main bus from Single ACSR Zebra Conductor to Twin Zebra ACSR, Extension of Main Bus & Auxillary Bus, Extension of Control Room & shifting of main Bus PT-II at 132 Kv S/s at Simga (payable to CSPTCL)	32.72
(ii)	**Installation of 132 KV substation within our factory premises**	
	Supply, Erection,Testing & Commissioning of 132 KV Sub-station including supply and erection of equipments, Yard levelling, Metalling, All civil work, construction of control room & fencing of Switchyard	202.51
	Supply and Installation of Power Transformer	183.00
(iii)	**Laying of the 132 KV transmission line.**	
	Supply of towers,conductor, ground wire, Insulators, hardwares & accessories	122.78
	Line Erection charges	50.98

	RoW Expenses/Crop Compensation/Tree Compensaton/Tree Cutting Charges etc.	4.00
	Land compensation Expenses	12.00
(iv)	**Supervision Charges payable to CSPTCL**	28.46
(v)	**Services for Various Clearance ,Approvals & other miscellanous work**	28.00
(vi)	**Drawing & Design Charges for Towers & its Foundation payable to CSPDCL**	20.00
	Total	**944.45**

Notes:

a) We have considered the above budgetary estimates for the said purpose from quotations received from Powersol Engineers & Consultants Pvt. Ltd dated January 07, 2023 however we have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

b) All quotations received above are valid as on the date of this Prospectus. However, we have not entered into any definitive agreements and there can be no assurance that the same vendor would be engaged to eventually supply the equipments, hardwares and accessories and services at the same costs.

c) The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of equipments or scope of work) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet such capital expenditure. Furthermore, if any surplus from the proceeds remains after meeting the estimated costs, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

d) We are not acquiring any second hand equipment.

e) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the proposed capital expenditure at the actual time of purchase, resulting in increase in the total cost. Further, cost will be escalated on account of freight expenses, installation charges, labour charges etc. Such cost escalation would be met out of our internal accruals.

Our Company undertakes to file necessary applications with the relevant authorities for obtaining all statutory and regulatory approvals as applicable, required at the relevant stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation may be extended.

2. To Meet Working Capital Requirements

Our business is working capital intensive as the major capital is invested in trade receivables and inventories and funding day to day operations. The Company will meet the requirement to the extent of Rs. 100.00 from the Net Proceeds of the Issue and balance from internal accruals and borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(Rs. In Lacs)

Sr. No.	Particulars	Audited				Estimated
		31-Mar-20	31-Mar-21	31-Mar-22	30-Sep-22	31-Mar-23
I	Current Assets					
	Trade receivables	67.73	83.9	56.38	79.02	149.33
	Cash and bank balances	0.89	66.93	14.19	5.14	15.00
	Inventories	496.05	363.6	959.74	1,052.43	1048.93
	Short Term Loans & Advances	141.72	104.03	153.8	353.4	265.37
	Other current assets	11.49	3.03	6.55	16.33	10.00
	Total(A)	**717.88**	**621.48**	**1,190.67**	**1,506.33**	**1488.63**
II	Current Liabilities					
	Trade payables	329.1	233.22	361.51	624.12	412.34
	Other current liabilities*	153.54	236.33	213.49	174.61	301.18
	Short-term provisions	-	0.1	0.15	157.41	-
	Total (B)	**482.64**	**469.65**	**575.16**	**956.14**	**713.52**
III	**Total Working Capital Gap (A-B)**	**235.24**	**151.83**	**615.51**	**550.19**	**775.11**
IV	Funding Pattern					
	Borrowings and Internal accruals	**235.24**	**151.83**	**615.51**	**550.19**	675.11
	IPO Proceeds					100.00

*Other Current Liabilities excluding Creditor for Capital Goods

Assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, as well as projections for financial year ended March 31, 2023 and March 31, 2024.

Particulars	Unit	FY 20	FY 21	FY 22	For the period ended on Sept 30, 2022	FY 23
		Audited	Audited	Audited	Audited	Projected
Debtors	Days	9	11	5	3	4
Creditors	Days	90	207	60	43	55
Inventories	Days	41	65	49	38	38

Justification:

1	Debtors	We have assumed Debtors holding period to be at around 4 days for F.Y. 2022-23
2	Creditors	We have assumed Creditors payment period to be at around 55 days for F.Y. 2022-23
3	Inventories	We have assumed Inventories holding period to be at around 38 days for F.Y. 2022-23

3. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. 119.13 towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of Rs. 132.42 lacs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

4. Public Issue Expenses

The total estimated Issue Expenses are Rs.132.42 lakh which is 10.22% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activities	Estimated Expenses (Rs. in lakhs)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manager Fees	24.00	18.12	1.85
Underwriting Commission	12.96	9.79	1.00
Brokerage and selling commission	64.80	48.94	5.00
Fees Payable to Registrar to the Issue	0.60	0.45	0.05
Fees Payable to Statutory Auditor, Fees to Legal Advisors and other consultants	3.00	2.27	0.23
Fees Payable to Advertising and Marketing Expenses	4.00	3.02	0.31
Listing fees, SEBI filing fees, upload fees, Exchange processing fees, book building software fees and other regulatory expenses	5.02	3.79	0.39
Payment for Printing & Stationery, Distribution, Postage, etc.	0.50	0.38	0.04
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	17.54	13.25	1.35

Activities	Estimated Expenses (Rs. in lakhs)	As a % of Estimates Issue Expenses	As a % of Issue Size
Total	132.42	100.00	10.22

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(1) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

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

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

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

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

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

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

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	*₹ 10 per valid application (plus applicable taxes)*
Sponsor Bank – Axis Bank Limited	*₹7 per valid Bid cum Application Form** *(plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

**For each valid application by respective Sponsor Bank*

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

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

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

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

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

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

** Based on valid applications*

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

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

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE
All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Proposed Schedule of Implementation:

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

(Rs. In Lacs)

S. No.	Particulars	Amount to be deployed and utilized in	
		F.Y. 2022-23	F.Y. 2023-24
1.	Funding capital expenditure towards change in electricity supply voltage from 33 KV to 132 KV at our manufacturing facility at Village Duldula.	500.00	444.45
2.	To meet Working Capital Requirements	100.00	-
3.	General Corporate Purpose	119.13	-
4.	Issue Expenses	132.42	-
	Total	851.55	444.45

Funds Deployed and Source of Funds Deployed:

M/s. APAS & Co LLP, Chartered Accountants vide their certificate dated February 01, 2023 have confirmed that as on date of certificate the following funds have been deployed for the proposed objects of the Issue:

S. No.	Particulars	Amt (Rs. in Lacs)
1.	Issue Expenses	10.03
	Total	**10.03**

Sources of Financing for the Funds Deployed:

M/s. APAS & Co LLP, Chartered Accountants vide their certificate dated February 01, 2023 have confirmed that as on date of certificate the following funds have been deployed for the proposed objects of the Issue:

S. No.	Particulars	Amt (Rs. in Lacs)
1.	Internal Accruals	10.03
	Total	**10.03**

Appraisal

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

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this Prospectus, we have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, in case of delay in the IPO and consequent delay in accessing the net proceeds of the Issue, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit / term loan facility with our lenders or through unsecured loans to finance setting up of facilities as described in the section ***'Objects of the Issue'*** until completion of the Issue. Any amount that is drawn down from such facility availed from any Bank/NBFC or Financial Institution or through unsecured loans during this period to finance ***'Objects of the Issue'*** will be repaid from the Net Proceeds of the Issue.

Monitoring Utilization of Funds

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

Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

Variation in Objects

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

Other confirmations

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

BASIS FOR ISSUE PRICE

*Investors should read the following summary with the section titled "**Risk Factors**", the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Financial Information of the Company"** beginning on page* 24, 90 *and* 133 *respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 4 times of the face value.

For the purpose of making an informed investment decision, the investors should also refer **"*Risk Factors*"**, **"*Our Business*"** and **"*Financial Statement as restated*"** beginning on page 24, 90 and 133 respectively of this Prospectus.

QUALITATIVE FACTORS

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

a) Strategically located manufacturing plant resulting in cost and time efficiencies
b) Environment friendly manufacturing process generating Wealth from Waste
c) Quality Assurance
d) Diversified Client Base and long standing relationship with our customers
e) Experienced Promoters, Board and senior management team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled ***"Our Business"*** beginning on page 90 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled ***"Financial Information of the Company"*** on page 133 of this Prospectus.

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

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

As per the Restated Financial Statements:-

Sr. No	Period	Basic & Diluted (₹)	Weights
1.	Period ending March 31, 2022	8.28	3
2.	Period ending March 31, 2021	2.97	2
3.	Period ending March 31, 2020	(0.37)	1
	Weighted Average	5.07	
	Period ending September 30, 2022	6.45	

Notes:

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

2. Price Earning (P/E) Ratio in relation to the Issue Priceof ₹ 40 per Equity Share of Face Value of ₹ 10/- each fully paid up

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for Financial Year 2021-2022	4.59	4.83
P/E ratio based on the Weighted Average EPS, as restated.	7.50	7.89

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

Sr. No	Period	RoNW (%)	Weights
1	Period ending March 31, 2022	70.53	3
2	Period ending March 31, 2021	85.80	2
3	Period ending March 31, 2020	(75.71)	1
4	**Weighted Average**	**51.25**	
	Period ending September 30, 2022	35.45	

Restated Profit after tax/Net Worth

Note:

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

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

Sr. No.	NAV per Equity Share*	Amount in Rs.
1.	As at March 31, 2022	11.74
2.	As at March 31, 2021	3.46
3.	As at March 31, 2020	0.49
4.	As at September 30, 2022	18.19
5.	NAV per Equity Share after the Issue	23.97
6.	Issue Price	40.00

The above NAV has been calculated giving the effect of Bonus Shares

Note: -

i. The NAV per Equity Share has been computed by dividing restated networth with weighted average number of equity shares outstanding at the end of the year/period.

5. Comparison of Accounting Ratios with Industry Peers:

There are no listed companies in India that are engaged in a business similar to that of our company accordingly it is not possible to provide an industry comparison in relation to our company.

6. Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated January 11, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the DRHP. Further, the KPIs herein have been certified by APAS & Co. LLP Chartered Accountants, by their certificate dated January 11, 2023

The KPIs of our Company have been disclosed in the sections titled ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"*** on pages 90 and 173, respectively. We have described and defined the KPIs, as applicable, in ***"Definitions and Abbreviations"*** on page 1.

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

Key Performance Indicators of our Company

Key Financial Performance	Six months period ended September 30, 2022*	FY 2021-22	FY 2020-21	Fiscal 2020
Revenue from operations[(1)]	4,815.86	4,887.50	2,411.70	3,165.47
EBITDA[(2)]	907.27	1,340.60	615.90	259.95
EBITDA Margin[(3)]	18.84%	27.43%	25.54%	8.21%
PAT	580.47	745.48	267.31	(33.49)
PAT Margin[(4)]	12.03%	15.19%	10.88%	(1.05%)

Notes:
[(1)]Revenue from operation means revenue from sales, service and other operating revenues
[(2)]EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
[(3)] 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
[(4)] 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

Explanation for KPI metrics

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

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

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide a comparison of key performance indicators of industry with our Company.

8. Weighted average cost of acquisition

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

There has been no issuance of Equity Shares, other than Equity Shares issued pursuant to a bonus issue on January 04, 2023 during the 18 months preceding the date of the DRHP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

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

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

Primary Transactions:

Except as disclosed below, there have been no primary transactions in the last three years preceding the date of the DRHP:

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 ₹ lakhs)
January 04, 2023	60,00,000	10	Nil	Bonus Issue	NA	Nil

Secondary Transactions:

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

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Face value of Equity Shares	Price Per Equity Share	Nature of transaction	Nature of consideration	Total Consideration (in ₹ lakhs)
March 15, 2022	Chhattisgarh Metaliks & Alloys Private.Limited.	Prawin Somani	72,000	10	28	Transfer of shares	Cash	20,16,000
		Rajesh Somani	72,000	10	28	Transfer of shares	Cash	20,16,000
		Ravi Thakurdasji laddha	48,000	10	28	Transfer of shares	Cash	13,44,000
		Padam Kumar Jain	48,000	10	28	Transfer of shares	Cash	13,44,000
August 31, 2022	Rajesh Somani	Prawin Somani	30,000	10	28	Transfer of shares	Cash	8,40,000
August 31, 2022	Ravi Thakurdasji Laddha	Prawin Somani	45,000	10	50.55	Transfer of shares	Cash	22,74,750

d) Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ 38)	Cap price* (i.e. ₹ 40)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NA^	NA^	NA^
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA^^	NA^^	NA^^
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	1.56	24.39 times	25.64 times

Note:

^There were no primary / new issue of shares (equity/ convertible securities) other than Equity Shares issued pursuant to a bonus issue on January 04, 2023, in last 18 months and three years prior to the date of this Prospectus.

^^ There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) transactions in last 18 months from the date of this Prospectus.

** To be updated at Prospectus stage.*

Earthstahl & Alloys Limited is a Book Built Issue and the price band for the same have been published 2 working days before opening of the Issue in all editions of the English national newspaper Businss Standard, all editions of Hindi national newspaper Business Standard and Raipur Edition of Regional newspaper Swadesh where the registered office of the company is situated each with wide circulation.

The Issue Price has been determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with ***"Our Business", "Risk Factors" and "Restated Financial Statements"*** on pages 90, 24 and 133 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **"Risk Factors"** or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Earthstahl & Alloys Limited
Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai,
Mandi Gate, Raipur, Chhattisgarh, India, 492001

Dear Sirs,

Sub: Statement of Tax Benefits ('The Statement') available to Earthstahl & Alloys Limited ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India

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

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

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

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

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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Offer Document/ Offer Document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For, APAS & CO LLP
FRN: 000340C/C400308

Sd/-

RAJDEEP SINGH
(M. NO: 415549)
UDIN-23415549BGWLHC8911

PLACE: Raipur
DATE: 04-01-2023

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY

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

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS

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

Notes:

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.

2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION V. ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this Prospectus, including the information in ***"Our Business"*** *and* ***"Financial Information"*** *beginning on pages* 90 *and* 133 *respectively of this Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, see* ***"Risk Factors"*** *beginning on page* 24 *of this Prospectus.*

Overview of Economy

Global Economic Environment

Omicron, rising food prices and sticky inflation, the US Fed's much anticipated lift-off, and escalation of geopolitical tensions towards the end of the year flaring up into conflict in early 2022. Over the first half of 2021, an uneven and divergent recovery had lifted the global economy out of the deep contraction imposed by the pandemic in the preceding year. According to the International Monetary Fund (IMF) in its World Economic Outlook of April 2022, world GDP expanded by 6.1 per cent in 2021 as against a contraction of 3.1 per cent in the previous year. After a sharp setback due to the virulent Delta variant of the coronavirus in the early part of 2021, the global recovery had regained some traction even as paths of growth were widely differentiated across jurisdictions by the size and durability of monetary and fiscal stimuli, and access to vaccines. Global growth lost pace in the second half of the year, beset by the highly transmissible but milder variant of COVID-19 – Omicron. Despite these waves superimposed on global supply chain and logistics disruptions, global trade recovered in the second half of the year and grew by 10.1 per cent in 2021. Underpinning this upturn, global manufacturing accelerated to 9.4 per cent in 2021 from 4.2 per cent in 2020.

Even as the release of pent-up spending supported aggregate demand, persisting supply disruptions fuelled inflation which increased markedly in the US, the Euro area and a number of emerging market economies (EMEs). Commodity prices increased sharply in 2021 from their lows a year ago as the nascent recovery in demand collided with supply bottlenecks. While fiscal and monetary policies remained largely accommodative, inflation ruling above targets forced several EMEs to tighten monetary policy, with advanced economy (AE) central banks following in their train. Tapers of pandemic induced liquidity overhangs but without tantrums tightened financial conditions. In the financial markets, risk-off sentiment drove equity markets into correction. Bearish government bond market experienced hardening of real yields across AEs. As shorter-term yields began to reflect the shift in the monetary policy stance, the consequent flattening of the yield curve pointed to global growth momentum losing steam towards the close of 2021 and in early 2022. As risk aversion set in with geopolitical conflict, there was considerable re-pricing of financial assets. Investors face a very different dynamic as fiscal and monetary policy support fades in the face of elevated levels of public debt with higher and persisting inflationary pressures across AEs and EMEs alike.
(Source:https://rbidocs.rbi.org.in/rdocs/AnnualReport/PDFs/0RBIAR2021226AD1119FF6674A13865C988DF70B4E1A.PDF)

Indian Economy

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

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-

September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.
(Source:https://www.ibef.org/economy/indian-economy-overview)

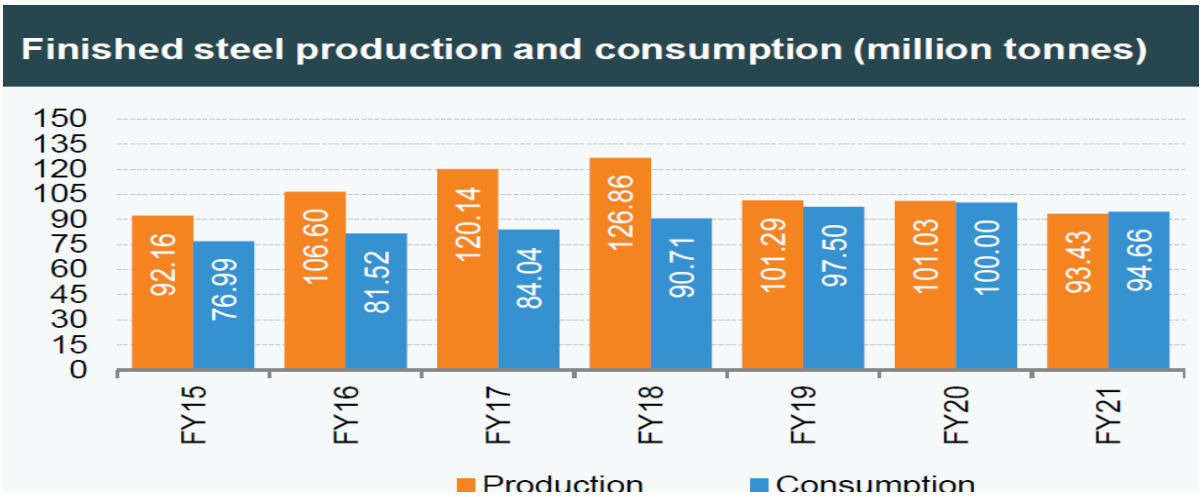
Industry

The Indian Foundry & Forging industry occupies a special place in shaping the country's economy. India is currently among the largest producers of ferrous and non-ferrous castings. The sector which was the world's fifth largest in 2008 has become the third largest with a growth of 47% in six years followed by China and USA.
(Source: https://wb.gov.in/business-foundry-industry.aspx)

Steel

- India is the 2nd largest crude steel producer in the world, with 120 MT of crude steel produced in FY'22.
- The steel industry has a significant growth potential and urged them to achieve the target of 300 mn tonnes by 2030.
- Production of Total Finished Steel stood at 111.858 MT showing a growth of 21.3% over the year.
- India Exported 13.5 MT of Finished Steel amounting to INR one lakh crores during FY'22
- Over 2030-31, crude steel actual production forecasted to reach 255 MT
- Per capita finished steel consumption is expected to rise to 160 kg by 2030-31 (from 72.3 kg in 2021)
- Domestic stainless steel demand expected to reach 20 MT by 2047
- Secondary steel sector and consumers as target of achieving 300 MT of steel capacity by the year 2030

(*Source: https://www.investindia.gov.in/sector/metals-mining*)



Source: https://www.ibef.org/indian-economy-news

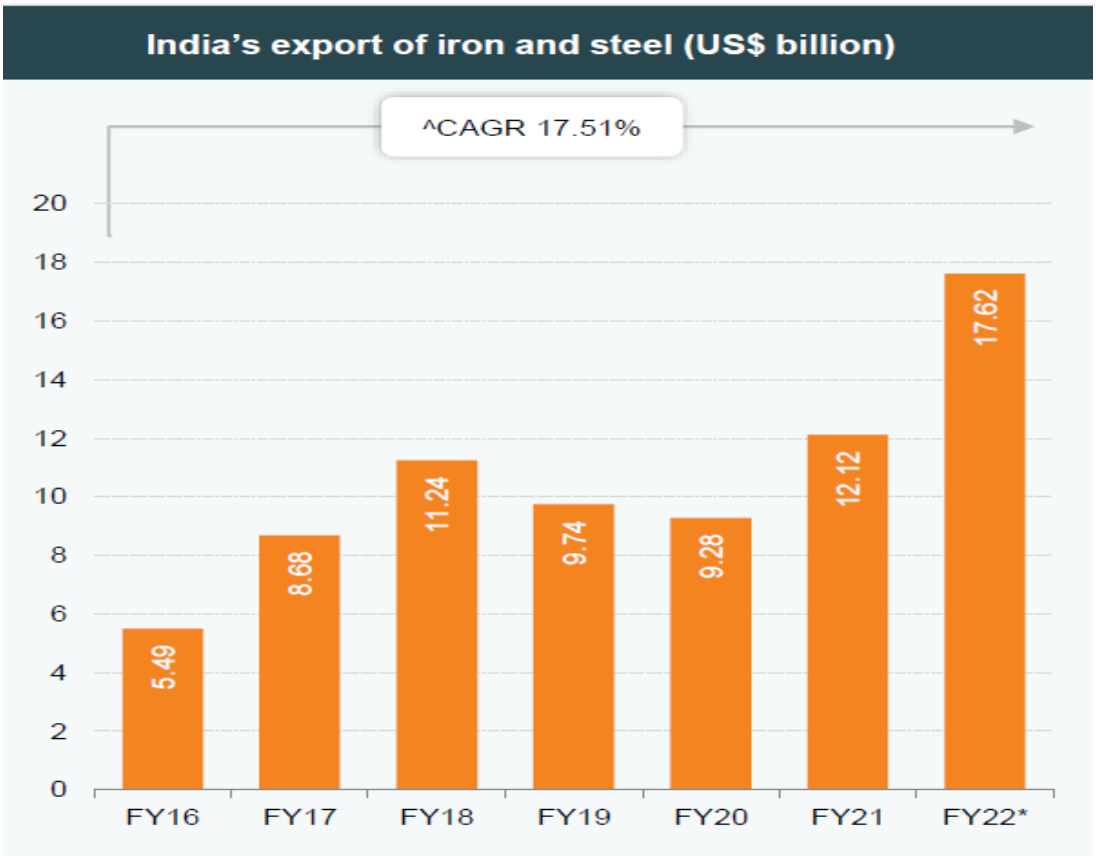
Government initiatives driving steel usage

Gati Shakti Master Plan and Infrastructure Development: The recently announced Gati Shakti Master Plan will complement the Rs. 100 lakh crore investment plan by the Government for infrastructure development over the next five years. The Gati Shakti Master Plan takes a holistic approach to sector-specific developments to implement and monitor Rs. 100 lakh crore of investment.

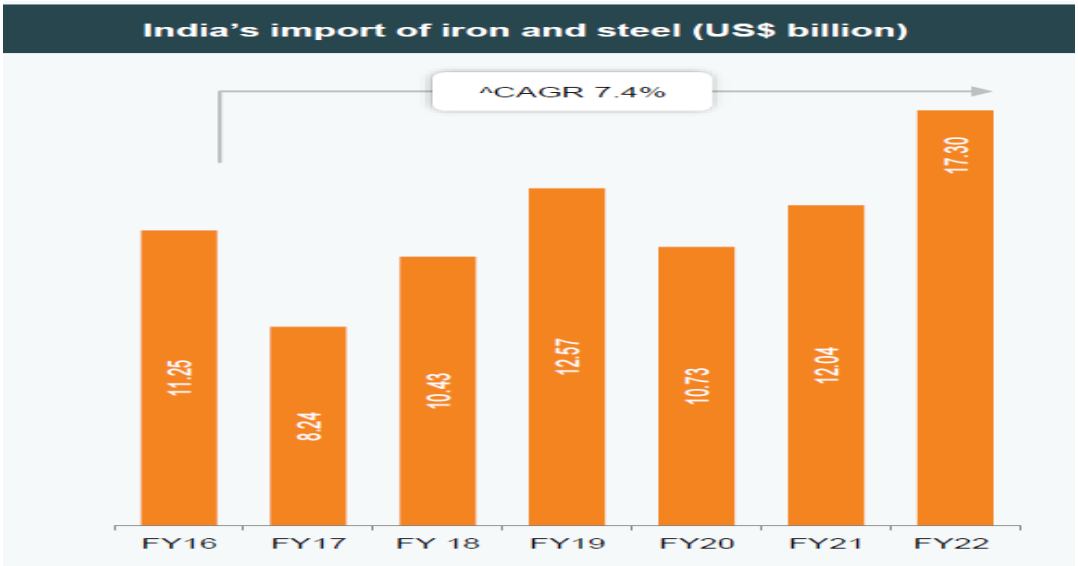
In the "Jal Jeevan Mission - Nal Se Jal" programme of the Ministry of Jal Shakti, usage of Steel pipes (coated mild steel or ductile iron pipes) for the primary water (trunk line) will provide sustainable distribution network due to its strong rust and corrosion resistance; long life to enable distribution of safe and sustainable distribution of piped drinking water to Indian households
(Source: https://steel.gov.in/sites/default/files/Download_0.pdf)

Rising domestic demand puts pressure on supply of iron and steel

- In FY 2021-22 (until December 2021), India's iron and steel export was valued at US$ 17.62 billion. During FY16-21, India's export of iron and steel grew at a CAGR of 17.51%.
- In FY 2021-22 (until December 2021), iron ore exports stood at US$ 2.47 billion, compared with US$ 4.9 billion in FY 2020-21.
- Government of India has imposed 30% export duty on all iron ore forms (except the low-grade iron ore) and 5% export duty is levied on iron ore pellets.
- In June 2020, iron and steel recorded more than 100% growth in exports shipments of US$ 1.32 billion against US$ 653.52 million in June 2019.



- India has turned into a net importer of iron and steel due to strong growth in the manufacturing sector and rising infrastructure projects.
- India's transition into a net importer of steel despite the strong growth in domestic steel production shows the demand potential of the sector.
- The impact of strong growth in domestic steel production has been most felt in the iron ore sector. With steel firms' ever rising demand for the raw material, India's import of iron ore has been growing steadily.
- Iron and steel imports stood at US$ 1,580.78 million in June 2022.
- In June 2021, Mr. T.V. Narendran, the CII President and Managing Director of Tata Steel, stated that steel firms have firmed up plans to invest Rs. 60,000 crore (US$ 8 billion) over the next three years in this sector.

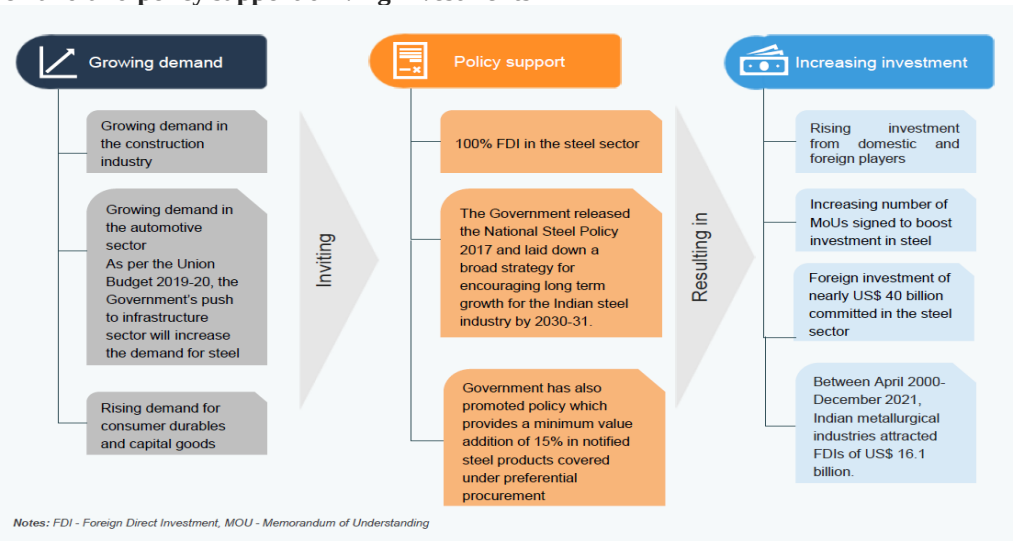


Strong Growth Opportunities

- Demand for steel from different sectors will drive this industry
- Consumption of steel by India's infrastructure segment is expected to increase to 11% by FY26.
- Steel demand from the automotive sector is expected to increase due to rise in the demand for automobiles.
- The new Vehicle Scrap page policy will help in reducing steel prices as the policy enables recycling of materials used in old vehicles.
- On the healthcare front, key steel producers are now exceeding their capacities to produce oxygen cylinders for COVID patients.
- The Smart Cities' Affordable Housing and industrial corridors are a few government intitivates to boost the steel industry
- About 158 lakh metric tonnes (MT) of steel are likely to be consumed in the construction of houses sanctioned under the Pradhan Mantri Awas Yojana (Urban).

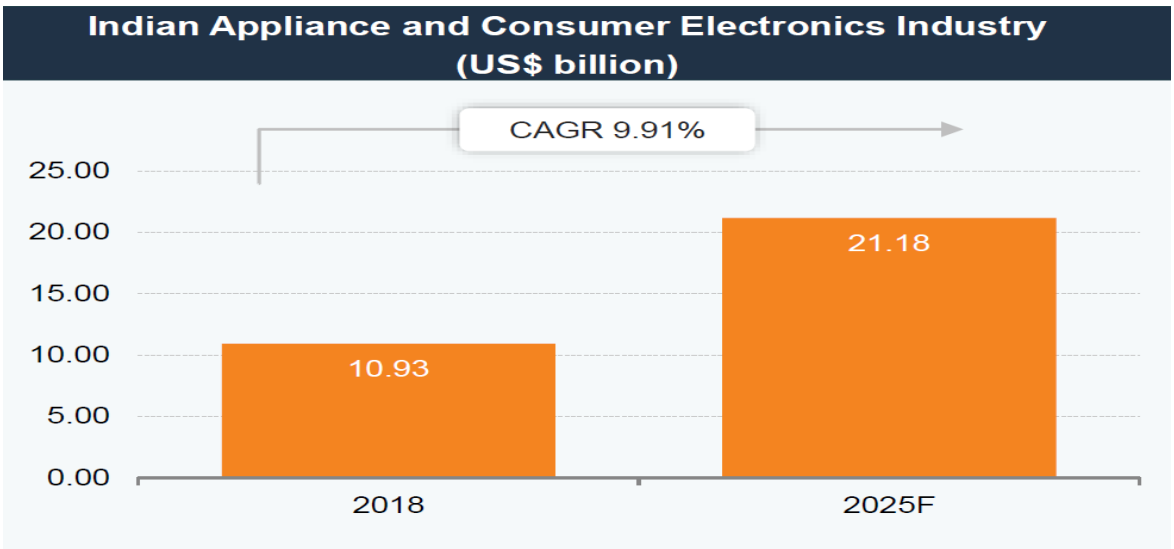
Growth Drivers

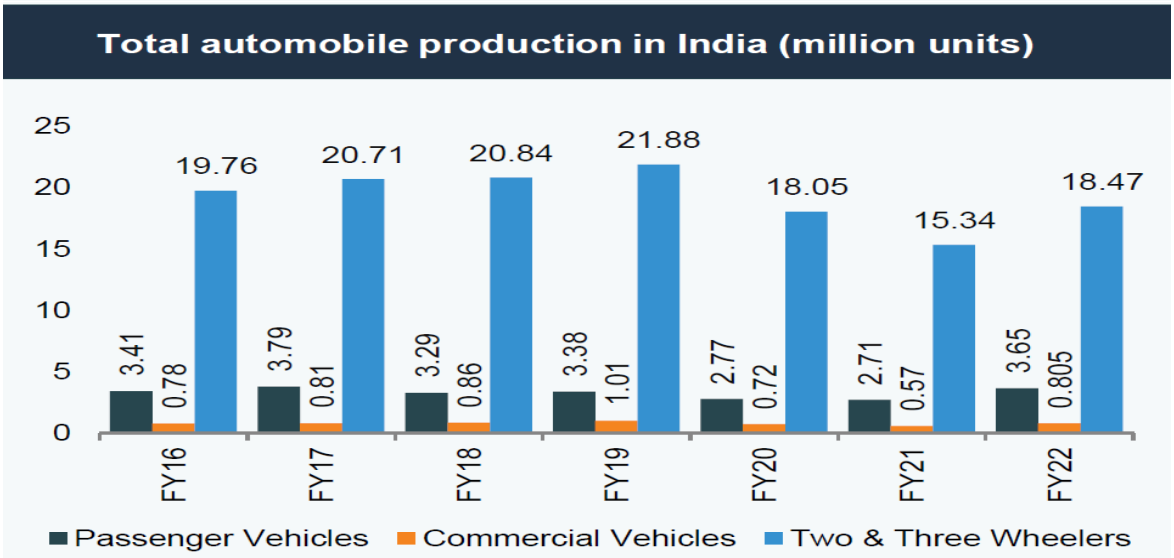
1. **Strong demand and policy support driving investments**



2. **Capital goods, consumer durables and automotive further driving steel growth**
   - Between 2018-25F, the appliance and consumer electronics (ACE) sector will expand at a CAGR of 9.91%, contributing to the growth of the steel industry.
   - Growth in automobile production is also expected to augment growth in steel production. Automobile production in India stood at 22.93 million units in FY22. According to ICRA, the Indian passenger vehicle (PV) industry is expected to post a growth of 22-25% in FY22.

- In March 2021, India Ratings and Research (Ind-Ra) revised the outlook for the auto sector to 'improving for FY22' from negative, backed by likely revival across segments, positive consumer sentiments amid macroeconomic tailwinds after recovering from the COVID-19 pandemic.The rating agency expects auto volumes to increase by 16-20% YoY in FY22 after recording a decline of ~14% YoY in FY21.
- Gross Value Added (GVA) of the construction industry at current prices increased at a CAGR of 8.4% between FY16 and FY20. Since construction industry is a major consumer of steel, expansion across construction industry will translate into growth of steel sector.





3. Policy support aiding growth in the steel sector

i. Steel Clusters

- In September 2020, the Ministry of Steel prepared a draft framework policy for development of steel clusters in the country.
- The draft framework policy is aimed at facilitating and establishing greenfield steel clusters, along with development and expansion of the existing steel clusters.

ii. National Steel Policy 2017

- New National Steel Policy was formulated by the Ministry of Steel in 2016 to retain the objectives included in National Steel Policy (NSP) 2005. It aimed at covering broader aspects of steel sector across the country including environment and facilitation of new steel projects, growth of steel demand in India and raw materials
- Under the policy, the central Government stated that all the Government tenders will give preference to domestically manufactured steel and iron products. Moreover, Indian steel makers importing intermediate products or raw materials can claim benefits of domestic procurement provision by adding minimum of 15% value to the product.

- The National steel policy, 2017 aspired to achieve 300MT of steel making capacity by 2030-31. This would translate into additional investments of Rs. 10 lakh crore (US$ 156.08 billion).
- Further, it aimed to increase per capita steel consumption to 160 kgs by 2030-31.

iii. R&D and innovation

- The scheme for the promotion of R&D in iron and steel sector has been continued under the 14th Finance Commission (FY20). Under the scheme, 26 projects have been approved with financial assistance of Rs. 161 crore (US$ 24.98 million) from the Ministry of Steel.
- Ministry of Steel is setting up industry driven institutional mechanism - Steel Research & Technology Mission of India (SRTMI) - with an initial corpus of US$ 30.89 million. The institute will facilitate joint collaborative research projects in the sector.
- In October 2021, India and Russia signed an MoU to carry out R&D in the steel sector and produce coking coal (used in steel making).

In September 2021, National Mineral Development Corporation Ltd. (NMDC) R&D Centre signed a MoU with CSIR-IMMT for joint research and development projects

(Source: https://www.ibef.org/indian-economy-news)

Cast Iron

Steels and cast irons are essentially alloys of iron and carbon, modified by the presence of other elements. Cast iron may be defined as an alloy of iron and carbon (with or without other alloying elements) containing more than 2.0 percent of carbon, not usefully malleable or forgeable as initially cast. For reasons that will be apparent later, the dividing line between steels and cast irons is taken at 2.0 percent of carbon, even though certain special steels contain carbon in excess of this amount. In addition to carbon, four other elements are normally present in steels and in cast irons. These are mangnaese, silicon, phosphorus, and supfur.

The properties of cast iron also may be modified by the presence of alloying elements—such irons are called alloy cast irons

Cast irons are of three general types, gray, white, and nodular. The terms gray and white are descriptive of the characteristic appearances of the fractures and nodular is descriptive of the shape of the graphite particles.

In gray iron a large proportion of the carbon is present as graphitic or uncombined carbon in the form of flakes. The small proportion of carbon that is present as combined carbon or cementite is in the form of pearlite just as in a steel. Depending on the amount of combined carbon, the matrix of cast iron may be similar to a hypoeutectoid steel with varying amounts of free ferrite and graphite flakes dispersed throughout. If the amount of combined carbon is about 0.8 percent, the matrix will be entirely pearlitic ; if the amount is greater, the matrix will be similar to a hypereutectoid steel.

In white iron most, if not all, of the carbon is present as cementite. The dividing line between white and gray cast iron is not clearly defined and irons possessing characteristics of both are called mottled cast iron.

Whether a cast iron will be gray or white depends on two factors composition and rate of cooling. Certain elements tend to promote the formation of graphitic carbon; the most important of these are silicon, nickel, and sulfur. Others tend to promote the formation of combined carbon ; the most important of these are chromium, molybdenum, vanadium, and manganese. Rapid solidification and cooling, such as result from thin sections cast in sand or larger sections cast against chills, promote the formation of white iron. Iron so produced frequently termed chilled iron. ; Because of variations in the rate of solidification and cooling, castings may be white at the surface layers, mottled immediately below, and gray in the interior.

In nodular cast iron, also known as "ductile iron," "nodular graphite iron," "spherulitic iron," and "spheroidal graphite iron," the graphite is present in the form of nodules or spheroids. These nodules form during solidification due to the treatment of the molten iron, just prior to casting, with a few hundred ths percent usually of either magnesium or cerium ; the sulfur content must be below about 0.015 percent for the treatment to be effective with these elements. Nodular iron and gray iron have the same total carbon content. The mechanical properties of nodular iron can be varied by alloying.

Cast irons may be given a variety of heat treatments, depending on the compositions and desired properties. The principles of the heat treatments applied to cast iron are similar to those already discussed for steels.

(Source:https://www.govinfo.gov/content/pkg/GOVPUB-C13-9d3193e93202905da6c546702b1a9d73/pdf/GOVPUB-C13-9d3193e93202905da6c546702b1a9d73.pdf /)

Ductile Iron pipe

The centrifugally cast ductile iron pipes recently developed, along with iron fittings are made from a material produced by treating molten iron of suitable composition with magnesium. By adding magnesium based alloy to the molten metal, a uniform distribution of modular carbon graphites in the casting is ensured which improve its properties of high mechanical strength without losing the resistance to corrosion and good casting qualities in the grey iron. The pipes are suitable for hydraulic working pressure up to 40 kg/cm2 dependent on diameter, being subjected at works to a hydrostatic proof test pressure of 1 1/2 times the recommended maximum working pressure They can resist impact with out damage, be used in locations where high stress concentration are anticipated and can be produced with reduced thickness of metal. In 1954 Japan started commercial marketing of ductile iron pipe. Today besides japan it is produced and used in many countries of Europe and America. Ductile iron has excellent properties of machinability, impact resistance, high wear and tear resistance, high tensile strength, ductility and corrosion resistance. It is strong, both the inner and outer surfaces are smooth, free from lumps, blister and scars. These pipes are free from cracks. Ductile pipes stand upto hydraulic pressure tests are required by service regualtions. These pipes are approximately 30% lighter than conventional cast iron pipes. The use of ductile iron pipes in water mains may lead to saving in cost of water supply project.

(Source: https://megphed.gov.in/standards/ductile_iron.pdf)

Demand Analysis for DI Pipes

The demand drivers for pipes in general and DI pipes in particular are:
1. Economic growth
2. Demand for water
3. Urbanization
4. Improvement in water supply and sanitation coverage
5. Awareness on safety and hygiene
6. Investment by the Central and State Governments in Water and Sanitation schemes
7. Assistance from external agencies
8. Inter-linking of rivers
9. Export potential

Investment in Water Projects and Role of Government Bodies

The central government had given thrust to improve the urban infrastructure during the last 10 years and have been implementing various programs & schemes in the WSS sector. Apart from the state governments also funds & undertake various schemes. The funds for certain WSS projects are pooled from international banks & financial institutions (World Bank, JICA, ADB etc. Key WSS Programs in India JNNURM (Jawaharlal Nehru National Urban Renewal Mission) UIDSSMT (Urban Infrastructure Development Scheme for Small and Medium Towns) AUWSP (Accelerated Urban Water Supply Programme) Program Description.

Flagship program for improving urban infrastructure
- Focuses on 63 mission cities
- Program covers the cities & towns which are not covered under JNNURM
- Focuses on improvement on urban infrastructure facilities & PPP projects
- Aimed at extending WSS services in smaller cities & towns
- Partly funded by central government & partly by state government/municipal bodies

Industry Analysis

While the purchase of pipes in general has increased, the share of DI pipes in the total purchase of pipes has increased significantly from 33% to 52%. The share of other pipes has been either declining or stagnant. The plastic pipes used are predominantly PVC pipes and recent increase in use of HDPE pipes in competition for PVC pipes. The other pipes include GRP, BWSCC pipes, Hume pipes, stoneware pipes, etc. GRP pipes, RCC pipes, and stoneware pipes are used predominantly in sewerage applications. The increasing share of DI pipes obviously indicates its rising acceptance by customers and its growing popularity. The increasing share of DI pipes indicates that DI pipes are gradually replacing all other pipes, especially steel pipes. The government bodies have virtually stopped purchase of CI pipes for potable water supply and the existing CI pipelines are increasingly being replaced by DI pipes. Plastic pipes and cement pipes (AC/RCC/PSC) are also being replaced in urban and semi-urban areas; however, in rural water supply schemes they still exist due to the low initial investment.

(Source:http://environmentclearance.nic.in/writereaddata/Online/TOR/0_0_17_Oct_2014_1613138601Annexure-Prefeasibilityreport.pdf)

Production Trends

The value of metallic minerals in 2020- 21 at Rs.69,536 crore increased by 4.02% over the previous year. Among the principal metallic minerals, iron ore contributed Rs.49,396 crore or 71.04%, zinc concentrate Rs.6,667 crore or 9.59%, silver Rs.4,266 crore or 6.14%, chromite Rs.2,291 crore or 3.29%, lead concentrates Rs.2,042 crore or 2.94%, manganese Rs.1,794 crore or 2.58%, while the remaining was contributed by bauxite, copper (concentrate), gold and tin concentrates.

The production of iron ore consisting of Lumps, Fines and Concentrates at 204 million tonnes in 2020-21 decreased by almost 16.9% as compared to 246 million tonnes in the previous year. There were 273 reporting mines in 2020-21 as against 271 mines in the previous year. Odisha was the leading producer of iron ore accounting for 51.1% of total production followed by Chhattisgarh (18.0%), Karnataka (16.9%), Jharkhand (10.4%) and remaining (3.32%) production was reported from Andhra Pradesh, Madhya Pradesh, Maharashtra and Rajasthan.

Source: https://mines.gov.in/writereaddata/UploadFile/Mines_AR_2021-22_English.pdf

Future Outlook

Depending on the process of steel making and the type of steel being manufactured, the requirement of different ferroalloys varies widely.

Indian Ferroalloys Industry has immense potential and capability to compete in the international market. On the positive side, India produces some of the finest ferroalloys in the world. Indian ferroalloys are extensively preferred in Europe. India exports potential is indeed bright with very high growth prospects.

As per the steel world report, ferroalloys Industry is estimated to grow at a CAGR of 5.9% between 2017 to 2025 and is expected to reach a valuation of US$ 188.7 Bn by 2025.

India is expected to show strong growth in usage of steel in the coming years because of its robust economy, massive infrastructure needs and expansion of industrial production. India is expected to become one of the leading steel consuming nations in the next decade. In this scenario, the Ferroalloys Industry estimates that the consumption of ferroalloys will increase domestically and internationally in the coming years. Some of the Ferroalloy Producers have already gone for expansion and some new units are coming up.

Source- https://ibm.gov.in/writereaddata/files/08012020124231Ferroalloys2019.pdf

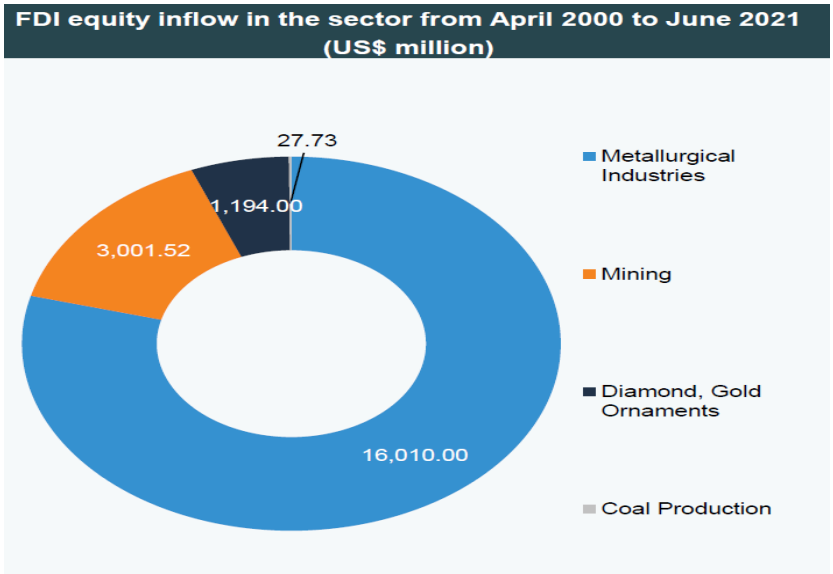
Import and Export of Iron & Steel

Although India started exporting steel way back in 1964, exports were not regulated and depended largely on domestic surpluses. However, in the years following economic liberalization, export of steel recorded a quantum jump. Subsequently, the rapid growth of domestic steel demand has led to a decline in the rate of growth of steel exports from India to ensure that domestic requirements are adequately met. However, trend has reversed during last three years and export of Total Finished Steel has jumped during the said period. India is currently a net exporter of total finished steel.

Source:https://steel.gov.in/sites/default/files/AN%20OVERVIEW%20OF%20STEEL%20SECTOR_0.pdf

Foreign investments flowing in India

FDI up to 100% is allowed in exploration, mining, minerals processing metallurgy and exploration of metal and non-metal ores under the automatic route for all non-fuel and non-atomic minerals including diamonds and precious stones.



Source: https://www.ibef.org/indian-economy-news

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the "Earthstahl", "Company" or "we", "us" or "our" means Earthstahl & Alloys Limited.

All financial information included herein is based on our "Financial information of the Company" included on page 133 *of this Prospectus.*

OVERVIEW

Located in steel hub of Raipur Chhattisgarh, we are engaged in the business of manufacturing Cast Iron Lumps and Ductile Iron Pipe Fittings. Cast Iron Lumps are used as raw material in the steel foundries to manufacture products like: cast iron pipe fittings, machine components such as latche machines, fan components, manhole covers, decorative cast iron pieces, cast iron pipe fitting and other units engaged in manufacturing of steel or cast iron products. Ductile Iron Pipe Fittings are used in public water supply systems as connectors of pipes.

We started our operations of manufacturing cast iron in the year 2012 with one submerged electric arc furnace with capacity of 3.6 MVA to manufacture 10,500 tonnes p.a. of Cast iron Lumps and thereafter in the year 2017 our company forayed into the Ductile Iron Pipes fittings segment to cater to the growing water infrastructure requirements in the country for which we commissioned Lost Foam based Steel Foundry consisting of one induction furnace with two crucibles, one of 500 KG and another 1000 KG to produce Ductile iron pipe fittings of different dimensions, shapes and sizes used in water supply system. The foundry is also capable of producing parts or components of plant and machinery/ automobiles using foam molds and therefore we can therefore produce various parts of Pellet plants, Cement plants, Sponge iron plants, Power plants, Automobile Sector, Railway & Ductile Iron Pipes Fittings. Over the years our company has been successful in manufacturing a full range of BIS Certified Ductile Iron Pipe Fittings of upto 600 mm width with accuracy, consistency & smooth surface finish. In the year 2022 our company also commissioned another 5.5 MVA submerged electric arc furnace to manufacture 15,750 tonnes p.a. of cast iron lumps.

Our manufacturing unit is located in the village Duldula about 50 KMs from Raipur, Chhattisgarh and is spread across an area of around 4.73 hectares of land. We are using waste generated by integrated steel plants, sponge iron plants and rolling mills in our manufacturing process as raw material and recover iron from the left out waste, thus conserving the environment. The plant is located near to the source of raw material i.e. Bhilai Steel Plant of SAIL and other pellet and sponge iron plants located in Raipur and surrounding area. Strategic location of our manufacturing facility ensures our access to ferrous waste, steel scrap, pig iron (steel grade), carburizer, ferro alloys and other raw materials like: coal, coke and dolomite required in manufacturing process forming a substantial part of cost of production at a low logistic cost.

Our manufacturing facility is equipped with requisite infrastructure including machineries, testing laboratory other handling equipment to facilitate smooth manufacturing process. Ductile iron casting is highly sensitive to raw material characteristics that would help obtain the desired product quality. To ascertain the suitability of our raw materials, we have in-house testing laboratory that is responsible for conducting tests on raw materials to check their chemical and physical properties, so as to ensure that the product conform with the pre-determined standards.

We recover iron content from such waste using electricity as energy for melting instead of coke used in the conventional route of iron making through blast furnace. Our process is an environment friendly for production of iron. Thus, electricity forms highest component in cost of production of cast iron. During FY2014-15 due to sharp correction in price of steel and increase in price of electricity, the unit started incurring losses. Further due to delay in commissioning and stabilisation of foundry for manufacturing ductile iron pipe fittings, the losses increased. Consequently our plant faced shut down from March 2015 till March 2018. However, our plant restarted operation in March 2018.

We have been granted ISO 9001:2015 for quality management systems, ISO 14001:2015 for environmental management systems and ISO 45001:2018 for occupational health and safety management systems. Further, our range of products for ductile iron pipe fittings are BIS Certiifed and eligible to be sold to the European market being compliant with the requirements of CPR (EU) No. 305/2011, thee Construction Product regulation which is a requirement for supply in the European Union countries. Further, we are approved vendor for supply of ductile iron pipe fittings to Rural Water Supply & Sanitation, Odisha, Maharashtra Jeevan Pradhikaran and we have also received approval from Water Regulations Approval Scheme Ltd, UK for supply of the same in United Kingdom. Currently we sell our products primarily in the state of West Bengal, Punjab, Orissa, Gujarat, Madhya Pradesh and Maharashtra.

Our company has been promoted by Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain who are the first generation qualified professionals with rich and diverse industry experience. The details of our financial performance as per the restated financial statements for the stub period ended on September 30, 2022 and Fiscals ended March 31, 2022, 2021 and 2020, are set forth below:

Key Performance Indicators of our Company

Key Financial Performance	Six months period ended September 30, 2022	FY 2021-22	FY 2020-21	Fiscal 2020
Revenue from operations[(1)]	4,815.86	4,887.50	2,411.70	3,165.47
EBITDA[(2)]	907.27	1,340.60	615.90	259.95
EBITDA Margin[(3)]	18.84%	27.43%	25.54%	8.21%
PAT	580.47	745.48	267.31	(33.49)
PAT Margin[(4)]	12.03%	15.19%	10.88%	(1.05%)

Notes:
[(1)]Revenue from operation means revenue from sales, service and other operating revenues
[(2)]EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
[(3)] 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
[(4)] 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

OUR COMPETITIVE STRENGTHS

Strategically located manufacturing plant resulting in cost and time efficiencies

Our manufacturing plant is strategically located in close proximity to our raw material sources, which we believe lowers our transportation costs and provides significant logistics management and cost benefits thereby contributing to maintain proper inventory and improving our operating margins. Our manufacturing plant is located near Raipur in the state of Chhattisgarh, which has major factories like: SAIL, Sarda energy and minerals Ltd, Godawari Power and Ispat Limited, Jayaswal Neco Industries Ltd, JSW Ispat Special Products Ltd which is the main source of our raw material. We believe the strategic location of our plant has helped us in creating synergies as well as achieving economies of scale and operational efficiencies.

Further, our manufacturing plant is well connected by roads and is approximately 2 kms away from Raipur – Bilaspur National highway, NH 200. The sourced raw material sources are supported by proper logistics infrastructure which we believe enables us to reduce the logistical costs and turnaround time of transportation of raw materials to our manufacturing plant and products to our customers.

Environment friendly manufacturing process generating Wealth from Waste

We use waste generated in the steel plants to produce cast iron. The steel plants are holding huge dump of such material which, if not use productively, causes pollution. Huge quantum of waste accumulated over a long period of time will ensure availability of raw material feed at low cost over a long period.

We believe that environment friendly manufacturing is not an option, but a necessity in the world today. Sticking to this belief, we consciously preferred and installed the submerged electric arc furnace for manufacturing of cast iron lumps as it significantly reduces the usage of pollution emitting resource like: coal. We have synchronized our manufacturing processes to ensure smooth transition from one process to the other including environmental considerations.

We have installed bag filters within our furnace so that the fugitive fumes released in the manufacturing process are absorbed in the bag filter and only filtered gases are released in the environment. The solid waste called slag generated in manufacturing process can be used in road construction, filling of low lying area and brick making therefore restricting hazardous environmental activities. The water used in cooling of furnaces is recycled and final waste water after treatment is used for plantation. As regards water conservation and treatment, we have made the provision for rainwater harvesting and have also planted trees in and around our manufacturing unit.

Furthermore the raw material used in manufacturing cast iron is taken out from polluting waste generated by integrated steel plants, sponge iron plants and rolling mills. Thus recycling of such waste also conserves natural resource and saves environment from pollution.

Quality Assurance

Our Company is dedicated towards quality of our products, processes and input raw material. Our Company has been accredited with "ISO 9001:2015" Certification for Quality Management System, "ISO 14001:2015" Certification for Environmental Management System and "ISO 45001:2018" Certification for Occupational Health & safety Management System. Further our range of products for ductile iron pipe fittings are BIS Certified and manufactured as per IS 9523 and IS 8329 & EN 545 for which we hold valid Product Conformity Certificate. For these range of products we are approved vendor of WRAS and. We adhere to quality standards as prescribed by our customers to meet the desired chemical composition; hence we get repetitive orders from our buyers. Delivering Quality products on time is one of our prime objective. We dedicate resources for quality assurance to ensure that quality norms are continually met. We also have quality control checks before any consignment of Raw material is accepted since it has a direct impact on the quality of Finished Product.

Diversified Client Base and long standing relationship with our customers

We serve a diversified client base ranging from manufacturers of machine components such as latche machines, fan components, manhole covers, decorative cast iron pieces, cast iron pipe fitting and other units engaged in manufacturing of steel or cast iron products and water supply infrastructure contractors. We generally do not enter into long term agreements with our customers, however, we have developed long-standing relationships with these customers. Maintaining strong relationships with our key customers is essential to our business strategy and to the growth of our business. Owing to our strong customer relationships and service, we have been able to retain a number of our customers for a long period of time ensuring uninterrupted supplies of our products to them.

Experienced Promoters, Board and senior management team

The Promoters, Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain are the first generation qualified professionals with several decades of diverse and rich experience. Ravi Thakurdasji Laddha is a Bachelor of Engineering and has executed large size projects under his direct supervision and control as plant head of steel and ferro alloys plant in secondary steel sector. Padam Kumar Jain is Chartered Accountant and Company Secretary and is Director and CFO with a listed entity among top 1000 companies and has more than 35 years of experience in corporate finance and strategic management. Rajesh Somani has rich experience of 27 years in marketing and project execution in the iron and steel industry. Prawin Somani has 19 years of experience Mineral Briquetting along with experience in Coke, Sheet and Cast Iron Trading. The promoters are looking after and responsible for activities related to their relevant experience and expertise. Our Board is assisted by full time senior management team with rich experience of relevant field. For further details of our Key Management Personnel, see ***"Our Management"*** on page 115

Thus we are well placed to capitalize the knowledge and experience of our management team which has been instrumental in growth of our Company. These business heads are instrumental in establishing and maintaining relationships with our customers

OUR BUSINESS STRATEGIES

Continues to focus on cost efficiency and increase profitability by upgrading and integrating our existing manufacturing facility

We focus on keeping our operating costs low, which we believe is critical for remaining competitive and profitable, by implementing measures to reduce our operating costs and improving our operational efficiencies. We have expanded our cast iron production capacity to take benefit of economies of scale. We intend to continuously invest in infrastructure at our manufacturing plant. For example we are currently drawing power from the Chhattisgarh State Power Distribution Company Ltd. (CSPDCL) through 33 KV supply system. We are taking steps to avail supply from CSPDCL at 132 KV supply voltage by replacing the complete transmission system which will include laying of 132 KV Bay in substation of CSPDCL, laying of the 132 KV transmission line and installation of 132 KV substation within the factory premises. This investment will reduce our per unit cost of electricity consumption which is primary manufacturing cost for operating our factory. The electricity tariff for supply over 132 KV is cheaper over 33 KV system.

Our production process is completely automated with our Manufacturing Facility and our Company constantly endeavours to improve its productivity levels by optimum resource utilization, improvement in manufacturing process, skill up-gradation of our workers, modernization of machineries to achieve better asset turnover. We will continue to further improve our manufacturing processes to identify the areas of bottlenecks and correct them. This would help us in improving efficiency and putting resources to optimal use. Additionally the company has acquired land adjacent to the existing manufacturing facility during FY 21-22 for future expansion and growth.

Continue to strengthen our relationships with the customers

We have over the years established long-term relationships with our customers leading to recurring business engagements with them. Our customers comprise of steel and cast iron foundries manufacturing machine components such as latche machines, fan components, manhole covers, cast iron pipe fitting, decorative cast iron pieces and other units engaged in manufacturing of steel or cast iron products and Government contractors for water supply systems for our ductile iron pipe fittings. We believe that our customer retention levels reflect our ability to provide high quality products. We strive to clearly understand our customers' business needs and provide products that maximize their returns. We anticipate that our product offerings and the quality thereof will help us in increasing our share of business amongst our existing customers as well as increase our customer base.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer point of view and regulatory point of view. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with customers

Expand our geographical network.

Our Company is primarily supplying its products in the state of Punjab West Bengal, Orissa, Chhattisgarh, Maharashtra and Madhya Pradesh. We intend to continue developing and nurturing existing markets and expand our read in under and non-penetrated geographies. We aim to further develop our domestic sales networks in those territories where there are lower transportation costs having a significant demand of our products, where we can sell at price-points that can effectively offset higher transportation costs. Further for our ductile iron pipe fittings we intend to sale in countries like: UK and Sri Lanka. We are approved vendor for supply of ductile iron pipe fittings to Water Regulations Approval Scheme Ltd, UK and intend to procure more such vendor approvals in international markets.

Focus on backward integration

Our company intends to install a Briquetting plant which turns waste in the form of fine dust generated in steel plants into solid feed. Briquette machines turn the element into cylindrical logs with the help of high mechanical pressure. We intend to use fine dust generated in steel plants as a raw material in our operations of manufacturing cast iron lumps. Our production process requires sized raw material. We therefore plan to install briquetting plant / extrusion facility to convert fine dust into sized feed raw material. Steel plants are having huge dump of such material and our manufacturing unit is in close proximity to various steel plants from where such waste in the form of fine dust can be easily collected and processed for further use in our manufacturing process. This approach towards backward integration will reduce cost, improve availability and consistency of the raw material.

OUR PRODUCTS PORTFOLIO

1. CAST IRON LUMPS

Our product can be variably differentiated with different chemical composition. Since chemicals play an important role in the usage of product, it is necessary to manufacture the product with the defined chemical composition. The below table elaborates the range of chemical composition (in %):

Particulars	Fe	Carbon (C)	Silion (Si)	Manganese (Mn)	Phospohorous (P)	Suplur (S)
Chemical specifications of Cast Iron Lumps	90-93	2 min - 2.75max	3min - 6.5max	0.40min - 1.00max	0.100min - 0.200max	0.100 approx

2. DUCTILE IRON PIPE FITTINGS

Ductile iron pipe fittings are made of ductile cast iron commonly used for potable water transmission and distribution. The ductile iron used to manufacture the fittings are characterized by the spheroidal or nodular nature of the graphite within the iron. The fittings in Earth Stahl are manufactured by using The "Lost Foam Casting" Technology, Protective internal linings and external coatings are applied to ductile iron pipes to inhibit corrosion: the standard internal lining is cement mortar and standard external coatings is water-based paint. The internal lining also increases the Williams "C" value to 140, which ensures lesser friction loss, and thus enables considerable savings in terms of Energy cost as well as reduced Pumping Cost.

Ductile Iron Pipe Fittings manufactured by are as per IS 9523 and EN545 standards. Few types of castings of Ductile Iron Pipe Fittings are described below:

ALL FLANGED TEE	DOUBLE FLANGED BEND
ALL SOCKET TEE	FLANGED ON DOUBLE SOCKET TEE
DOUBLE SOCKET BEND OF DIFFERENT ANGLES	DOUBLE SOCKET CONCENTRIC TAPER

Advantages of ductile iron pipe fittings

- **Environmental benefits**
  Ductile iron pipe fittings are made from recycled steel and ferric scrap metal. Ductile iron does not leach harmful chemicals into the potable drinking water.
- **Factor of safety**
  A ductile iron fitting does not fail by bursting and it offers higher factor of safety.
- **Close dimensional tolerance**
  Lost foam casting is a very precise casting technology, hence the fittings are very precise.
- **Longer life**
  The uniform spreading of spheroidal graphite of ductile iron makes it less susceptible to deep localized pitting than cast iron fittings. Corrosion resistance of ductile iron is better than cast iron.
- **Easy installation**
  Flexible Push-On fittings makes it easier and quicker for installation. Cast Iron fittings are burdensome, costly and vulnerable to impact.

Specifications of Ductile Iron Pipe Fittings

- Size Range 100 - 600 mm in diameter
- These fittings are internally cement mortar lined and on the outside with bitumen coat
- Ductile Iron does not leach harmful chemicals into the potable drinking water
- Complex internal features and part consolidation - Extensive and complex internal features as thin as 3mm, based on detail duplication and pattern assembly in foam.
- Tensile Strength (MPa) – 420 Min
- Elongation (%) – 5 Min
- Hardness (HBS) – 250 Max
- Dimensional Tolerances - =/ -0.030 is typical depending on part size, complexity and geometry
- Surface Finish Capabilities - Depends on bead size and ceramic coasting grain fineness. Bead size is the tiny spherical polystyrene (Chemical) granules which are expanded using steam and then used for thermocol mould preparation

- Feature Accuracy - No cores or mould halves to shift and degrade feature accuracy.
- Parting Line and Draft Angles - No parting lines in the mould and minimal draft on tools.
- Environmental Costs - Sand is binder free, so it can be easily and rapidly recovered at low cost.
- Tool Life - Low wear and long life with aluminium tool.
- Casting parting line - Parting line does not exist.

OUR MANUFACTURING FACILITY

FOUNDRY AREA

SAND FILLING

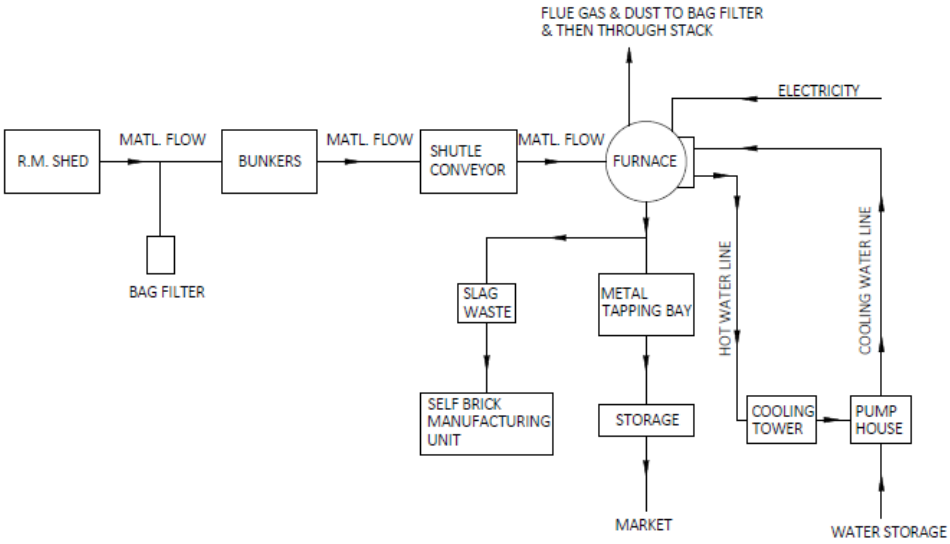
FURNACE AREA

MICRO LAB & HYDRO TEST EQUIPMENT

CEMENT LINING & BITUMINOUS COATING TESTING

Manufacturing Processes

CAST IRON MANUFACTURING PROCESS



- Production of Cast Iron Lumps in submerged arc electric furnace is a process of smelting (reduction of oxide and melting of iron and slag) of ferrous material (secondary material-like Bag Filter Dust, Mill Scale, Kiln Accretion, Magnetic Slag, etc generated as waste in production of Sponge Iron, Pig Iron and Rolled products). The molten metal is tapped at periodical intervals and casted on sand bed. The gangue in the input is slagged off with dolomite as flux.

- Reduction of oxides in iron and quartz is carbothermic process, which results in formation of respective carbides necessitating fixed carbon input in the form of coke/ coal. Impurities such as phosphorus, sulphur etc. also get reduced into the metal. The flue gas is let out through the chimney aftet passing through bag filters.

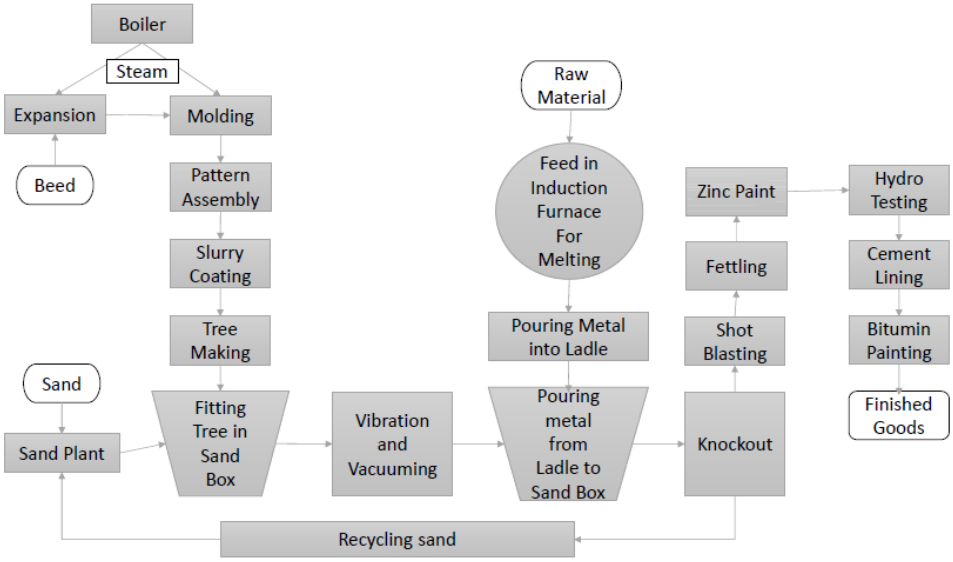
- The body of furnace is cylindrical in shape and lined with fire bricks, silicon, carbide bricks and carbon temping paste. Three carbon electrodes partially submerged in the charge are supported on hydraulic cylinders for upward and downward movements to maintain the desired electrical conditions in the furnace.

- The manufacturing process is continuous. Different ferrous materials, coke/ coal and dolomite are mixed in desired proportion and Pre-mixed raw material is fed continuously into the furnace through overhead storage hoppers.

- As the charge enters smelting zone, the alloy formed by chemical reaction of oxides and reductants, being heavy, gradually settles at the bottom of furnace. The slag produced in the process, being relatively lighter floats on the alloy surface.

- Two tap holes are provided at 120o. The tap hole is opened through oxygen lancing. The molten metal is taken out at periodic intervals from one of the tap holes and tap hole is plugged back using clay. The slag is automatically separated due to density difference. The metal is tapped on the sand Bed and the slag accumulated for disposal. The metal, after cooling down is broken into pieces and dispatched in bulk.

LOST FOAM CASTING PROCESS FOR DUCTILE IRON PIPE FITTINGS



- **PRE-EXPANSION**

During the pre-expansion, the poly-styrene beads for the pattern are expanded multi-fold of their original size. This lowers the material density to 18-25 g/l. This low density is necessary in the casting process to ensure that the molten metal can completely and thoroughly replace the pattern. As the pre-expansion process destabilizes the beads, stability is restored in a following pressure equalization process.

- **MOLDING / PATTERN MAKING**

During the moulding process, the individual parts of the final component pattern are produced. Therefore, a molding tool made of aluminium is filled with the pre-expanded beads. Added steam ensures that the poly-styrene beads are welded together. A stable pattern section is formed.

- **PATTERN ASSEMBLY**

The gluing of simple pattern sections to one complex pattern concludes the production of the raw pattern/ mould. This step equips the Lost Foam casting process with a decisive advantage: As the multi-section pattern can be more complex than a single molding tool, the LF casting process enables the burrless production of components with undercuts and fine ducts.

- **PATTERN CLUSTOR /TREE MAKING**

The Cluster or a tree is formed by the mounting several patterns on a gating system. In that way, several components at once can be produced in one liquid pouring /casting process.

- **SLURRY COATING**

A refractory, gas-permeable coating is applied to the cluster by dipping. This stabilizes the cluster and enables the evaporation of the combusted pattern during the casting process. A hard shell and supportive outer mass is formed around the thermocol pattern. This ‘coating’ is very much like the one seen in lost wax casting. Manufacturers make use of various coating materials, depending on the requirements of the final product and, more particularly, the desired finish.

- **SAND FILLING AND COMPACTION**

This dried and coated cluster is now placed in a flask with loose, unbounded sand which is vibrated in order to provide a tight compaction, leaving behind the pattern/shape in the sand. Vibrations ensure that the material is compacted and cavities and undercuts are filled. The flask is covered with plastic sheet and compaction is improved through vacuum

- **LIQUID METAL PRODUCTION**

Ferrous Scrap and additives are charged in the induction furnace to produce liquid metal of desired chemistry. The chemical composition of liquid metal is tested in the spectrometer.

- **METAL POURING**

During the casting process, the molten metal produced in induction furnace is poured in the flask through the gating system. The hot liquid metal moving through the runners decomposes the polymer foam pattern and replaces it down to the last detail. Once the mould has been filled, it is left in order for the molten metal to solidify.

- **SHAKE-OUT / KNOCKOUT**

After solidification of metal, the casted metal with molding material and sand is taken out from the flask. The sand is recycled and the cluster / tree of casted material is separated and taken out for fettling.

- **FETTLING**

After knock out, the components are broken and separated from connector runners and cleaned for rough edges through grinding.

- **CLEANING / MACHINING**

After grinding / fettling the components are taken to the shot blasting machine to clean the surface using iron balls under high pressure to remove sand particles from surface of the components. The components are checked for dimensional accuracy. Machining of components is done as per requirement of the customer to meet the specifications.

- **ZINK COATING, HYDRO TESTING AND CEMENTING**

In case of pipe fittings, after cleaning zinc coating is done on the fittings and then fittings are hydraulically tested to check any defect. After hydro testing, cement coating is done inside the fittings to prevent rusting and friction. The cement coating thickness is also checked to ensure that it meets the specification.

- **BITUMAN COATING**

After cementing the fittings are coated with bitumen paint and dried. Then these are appropriately packed, wherever required

PLANT & MACHINERY

The major plant & machinery installed for manufacturing Cast Iron Lumps

Submerged Electric Arc Furnace, Electrical Equipments like power transmission line, substation, Transformers, Circuit breakers, Cooling Tower, hoppers, Conveyor system, Crane for material handling, Bag house for furnace, Chimney, Pump house, weighment machine, metallic Separation machine

The major plant & machinery installed for manufacturing of Ductile Iron Pipe Fittings

Induction Furnaces (1000 kg & 500 kg), Pre-expander, Boiler, CNC cutting Machine, Molding machines (3 Nos), Moulds, Slurry-mixer, Drying rooms, Sand Plant, Flasks, EOT crane, Vaccumisation system, Shot Blast machine (Hanger type), Bag house for Induction furnace, Weighing machine, Digital Immersion Pyrometer, Carbon Equivalent Meter, Spectrometer, Universal Testing Machine (40 MT), BHN Hardness testing machine with software, Microscope, Sand sieve analysis set, Full-fledged Chemical Analysis Lab, Permeability Meter, Measuring Instruments, Hydro Testing Facility up to 600 mm.

CAPACITY UTILIZATION

Product	Installed Capacity (MT.)*	2021-22		2020-21		2019-20	
		Actual Production (MT)	%	Actual Production (MT)	%	Actual Production (MT)	%
Cast Iron Lumps	10500	9,241	88%	5554*	89%	10093	96%
Ductile Iron Pipe Fittings	1800	1,011	56%	578*	32%	292	16%

**In addition to above mentioned installed capacity, during the year FY 2022-23 our company also commissioned another 5.5 MVA submerged electric arc furnace to manufacture 15,750 tonnes p.a. of cast iron lumps.*

***Due to COVID, the plant was not operational from March 2020 to August 2020 and therefore Capacity utilisation has been calculated accordingly.*

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Prospectus are based on certain assumptions and are subject to rounding off Moreover the future production and capacity utilization may vary. For details, please refer to Chapter titled ***"Risk factors"*** page 24 of this Prospectus.

COLLABORATIONS/TIE UPS/ JOINT VENTURES:-

Except as disclosed in this Prospectus and in the normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

EXPORT OBLIGATION:

Our Company does not have any export obligation, as on date of this Prospectus.

SALES AND MARKETING:-

We have a sales and marketing team with focus on customer development and maintaining customer relationship, headed by our Whole-Time Director, Rajesh Somani. This team is also responsible for the marketing of our products, negotiating prices, procuring repeat orders and ensuring timely delivery of goods as per agreed specification. Our sales team has built long-term relationships with our customers. Majority of Cast Iron Lumps produced by the company is sold directly to the customers catering to cast iron foundries or to steel producers.

Pipe fittings are mostly used in Govt. water supply projects and as such supplied to various Govt. contractors using our distribution network/ agents. In some states prior registration / approval of vendor is mandatory for using the material in their projects. We have obtained such registration in few states wherever required. Some quantity is also used in replacement market and private sector projects. We have also obtained registration of our fittings with Competent authority in the United Kingdom. We have also exported pipe fittings in the past to USA meeting their standards. We are committed to provide quality products consistently on schedule to best satisfaction of all our customers. We company is produces the products as per quality standard of BIS (Bureau of Indian Standard) and acquired IS 9523:2000 certificate for manufacturing of Ductile Iron Pipe Fittings and IS 8329:2000 certificate for manufacturing of Double Flange Pipe and Puddle Pipe. Company also got various ISO certification viz. ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. For export of Pipe Fittings company acquired certification of Product Conformity (Certiva Limited, U.K.) and WRAS (Water Regulations Water Scheme Approved Ltd., UK).

We are the member of IIF (The Institute of Indian Foundrymen). Our Company also actively participates in various exhibitions organized by the State and Central Government. We have also participated in annual national level exhibition of IWWA (Indian Water Works Association) at Patna, Hyderabad and Lucknow. We also shall visit GIFA, Dusseldorf Germany its 15th International Foundry Trade Fair. The exhibitions and fair gives a platform to exhibit our products in the market. Participation in seminars and fairs gives boost to our products and ultimately to the company as a whole.

The following table sets out the bifurcation of our sales turnover for the fiscals as indicated:

(Rs in lakhs)

Sr No	Particulars	For the period ended on September 30, 2022	Fiscal 2022	Fiscal 2021	Fiscal 2020
1	Cast Iron Lumps	3932.77	3758.32	1831.79	2602.74
2	Ductile Iron Pipe fittings	660.73	914.68	540.99	52.99
	Total	**4593.50**	**4673.00**	**2372.78**	**2655.73**

COMPETITION

Our company operates in competitive environment where the key factors of competition primarily comprise of product quality and specification, cost, delivery. In case of Cast Iron Lumps most of the producers are from small and medium segment with small capacities. In this highly competitive industry, we compete with other manufacturers and suppliers in India. We believe that our products are cost effective because of our strategic location and our focus on customer satisfaction and quality consciousness provides us with competitive advantage. While these factors are key parameters in-client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most of the deals. In cast iron product segment we face competition from companies like Vandana Global Limited. In the ductile iron pipe fittings segment we face competition from some of significant companies like: Electrosteel Casting Limited, Jindal Fittings Limited, Kejriwal Casting Limited.

INFRASTRUCTURE & UTILITIES:

Raw Materials: The main raw materials required to manufacture cast iron lumps are ferros waste like: Kiln Accression/ Wet Scrapper waste, MS Sludge/ BF Dust/ Converter Sludge, steel scrap, sludge, Coke/coal, Dolomite and that used for manufacturing ductile iron pipe fittings are: steel scrap, pig iron (steel grade), carburizer, ferro silicon, ferro-silicon-magnesium, ferro-manganese, copper, innoculant

Power: Consumption of power is one of the most important components of direct costs attributable to our manufacturing operations. Our present contracted demand is 8300 KVA. The requirement of power for operating our submerged arc furnace and for lighting and operating the other machineries and equipment of our factory is sourced from Chhattisgarh State Power Distribution Company Ltd. (CSPDCL). Further, our company intends to make an investment towards laying of the 132 KV transmission line and installation of 132 KV substation within the factory premises which would then reduce our per unit cost of electricity consumption which is primary manufacturing cost for operating our factory.

Water: Water is required in the plant mainly for the purpose of equipment cooling, in Sub-merged Arc furnaces and Induction furnace along with daily drinking and sanitary purposes. The water requirement for our factory is fulfilled from ground water.

Manpower: We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. As on September 30, 2022, our Company has employed approximately 161 employees at various levels of the Organization.

INSURANCE

Our operations are subject to risk of accidents which is inherent to any manufacturing process such as risks of machinery/equipment failure, worker accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have insured our factory with Industrial All Risks Policy in relation to building, plant & machinery, furniture & fixture, piping, cabling and stocks and other consumables. However, we are not insured against risk related to Cash in transit, Keyman Insurance Policy, Marine Insurance, Group Personal Accident, Public Liability Insurance, Employees Compensation Insurance. For further details, please refer to Risk factor ***"Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have an adverse effect on our business"*** on page 24 of this Prospectus.

IMMOVABLE PROPERTIES

Details of our immovable properties are as below:-

Sr. No	Details of the Property	Actual Use	Owned/ Leased
1.	Khasra No. 132, 330, 129, 144, 323, 133, 136, 327, 324, 331, 325, 322, 326, 130,Village Duldula, Tehsil- Simga, Baloda Bazar, District – 493101, Chhattisgarh.	Factory	owned
2.	Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate Raipur, Chhattisgarh- 492001, India.	Registered Office	Rented
3.	Khasra No. 328, 329/2, 332/2, 302, 303, 329/1, 332/1, 1189/2, 142, 147, 317, 1189/1, 143, 145, 146, 304 and 332/3	To put to use	Owned

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled ***"Government and other Approvals"*** *on page* 186 *of this Prospectus -*

This chapter has been classified as under:

A. Core Business Laws
B. Corporate and Commercial laws
C. Industrial laws
D. Labour and Employment Laws
E. Environment Protection Laws
F. Tax Laws
G. Intellectual Property Laws
H. Foreign Exchange Regulations

A. CORE BUSINESS LAWS

National Steel Policy 2017

The new Steel Policy enshrines the long term vision of the Government to give impetus to the steel sector. It seeks to enhance domestic steel consumption and ensure high quality steel production and create a technologically advanced and globally competitive steel industry.

Main highlights of the new Steel Policy:

- The Indian steel sector has grown rapidly over the past few years and presently it is the third largest steel producer globally, contributing to about 2% of the country's GDP. India has also crossed 100 MT mark for production for sale in 2016-17.

- The New Steel Policy, 2017 aspires to achieve 300MT of steel-making capacity by 2030. This would translate into additional investment of Rs. 10 lakh Crore by 2030-31.

- The Policy seeks to increase consumption of steel and major segments are infrastructure, automobiles and housing. New Steel Policy seeks to increase per capita steel consumption to the level of 160 Kgs by 2030 from existing level of around 60 Kg.

- Potential of MSME steel sector has been recognised. Policy stipulates that adoption of energy efficient technologies in the MSME steel sector will be encouraged to improve the overall productivity & reduce energy intensity.

- Steel Ministry will facilitate R&D in the sector through the establishment of Steel Research and Technology Mission of India (SRTMI). The initiative is aimed to spearhead R&D of national importance in iron & steel sector utilizing tripartite synergy amongst industry, national R&D laboratories and academic institutes.

- Ministry through policy measures will ensure availability of raw materials like Iron ore, Coking coal and non-coking coal, Natural gas etc. at competitive rates.

- With the roll out of the National Steel Policy-2017, it is envisaged that the industry will be steered in creating an environment for promoting domestic steel and thereby ensuring a scenario where production meets the anticipated pace of growth in consumption, through a technologically advanced and globally competitive steel industry. This will be facilitated by Ministry of Steel, in coordination with relevant Ministries, as may be required.

Ductile Iron Pressure Pipes and Fittings (Quality Control) Rules, 2009

The said Rule came into force on 1st March, 2010. In exercise of the powers conferred by Section 14 of the Bureau of Indian Standards Act, 1986, the central Government after consulting the BIS, made an order which is called as Ductile Iron Pressure Pipes and Fittings (Quality Control) Order, 2009.

These rules clearly states that no person shall by himself or through any person on his behalf manufacture or store for sale, sell or distribute Ductile Iron Pressure Pipes and Fittings which do not conform to the specified standard and do not bear Standard Mark of the Bureau on obtaining certification marks license and the sub-standard or defective Ductile Iron Pressure Pipes and Fittings, which do not conform to the specified standard shall be deformed by the manufacturer beyond use and disposed of as scrap within three months.

Samples of any Ductile Iron Pressure Pipes and Fittings bearing the Standard Mark and drawn by the Appropriate Authority, for ascertaining whether they are of the specified standard, shall be tested in the laboratory approved by the Bureau and in such manner as may be determined by the Bureau and no manufacturer or dealer shall try to evade the provisions of this order or refuse to give any information lawfully.

The Bureau of Indian Standards Act, 2016

The Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. Enabling provisions have also been made for making hallmarking of the precious metal articles mandatory.

Public Liability Insurance Act, 1991

Where death or injury to any person (other than a workman) or damage to any property has resulted from an accident, the owner shall be liable to give such relief as is specified in the Schedule for such death, injury or damage:

(i) Reimbursement of medical expenses incurred up to a maximum of Rs. 12,500 in each case.
(ii) For fatal accidents the relief will be Rs. 25,000 per person in addition to reimbursement of medical expenses if any, incurred on the victim up to a maximum of Rs. 12,500.
(iii) For permanent total or permanent partial disability or other injury or sickness, the relief will be (a) reimbursement of medical expenses incurred, if any, up to a maximum of Rs. 12,500 in each case and (b) cash relief on the basis of percentage of disablement as certified by an authorised physician. The relief for total permanent disability will be Rs. 25,000.
(iv) For loss of wages due to temporary partial disability which reduces the earning capacity of the victim, there will be a fixed monthly relief not exceeding Rs. 1,000 per month up to a maximum of 3 months: provided the victim has been hospitalised for a period of exceeding 3 days and is above 16 years of age.
(v) Up to Rs. 6,000 depending on the actual damage, for any damage to private property.

B. CORPORATE AND COMMERCIAL LAWS

The Companies Act, 2013

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Competition Act, 2002

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to "prohibit anti- competitive agreements, abuse of dominant positions by enterprises" and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the **"CCI"**) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

Indian Contract Act, 1872

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. It is the essential Act which is being used for each and every commercial transaction.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

The Registration Act, 1908 ("Registration Act")

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

Indian Stamp Act, 1899 (the "Stamp Act")

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Arbitration and Conciliation Act, 1996

This Act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The main objectives of the Act is to comprehensively cover international and commercial arbitration and conciliation as also domestic arbitration and conciliation, to make provision for an arbitral procedure which is fair, efficient and capable of meeting the needs of the specific arbitration, to provide that the arbitral tribunal gives reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction, to minimise the supervisory role of courts in the arbitral process, to permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the "code") cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days otherwise it is put on liquidation.

C. INDUSTRIAL LAWS

Industrial (Development and Regulation) Act, 1951

This Act has been liberalized under the New Industrial Policy dated July 24th, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives

including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Factories Act, 1948

Chhattisgarh Factory Registration is mandated by the Factories Act, 1948 to ensure that the factory complies with the stipulated rules and safety guidelines. Upon registering a factory, the Government of Chhattisgarh issues a license. This license is a document/certificate of authorization for granting permission to regulate and carry out manufacturing pursuits from a particular locality. According to the Factories Act, any person who wants to construct, extend a factory in Chhattisgarh has to get prior permission from the respective authority in advance before the commencement of the business. The Factories Act is established with the objective of ensuring the installation of adequate safety measures and promoting the health and welfare of the workers employed in factories.

Solid Waste Disposal Act, 1965 (as amended on November 15, 2021)

The objectives of this Act are to promote the protection of health and environment and to conserve valuable material and energy resources by— providing technical and financial assistance to State and local governments and interstate agencies for the development of solid waste management plans (including resource recovery and resource conservation systems) which will promote improved solid waste management techniques (including more effective organizational arrangements), new and improved methods of collection, separation, and recovery of solid waste and the environmentally safe disposal of non-recoverable residues.

This act prohibits future open dumping on the land and requiring the conversion of existing open dumps to facilities which do not pose a danger to the environment or to health and establishing a cooperative effort among the Federal, State, and local governments and private enterprise in order to recover valuable materials and energy from solid waste.

The act establishes double-liner requirements but may be waived of by the Administrator for any monofill, if such monofill contains only hazardous wastes from foundry furnace emission controls or metal casting molding sand. It gives more emphasis to proper collection, segregation, transportation, processing and disposal of solid waste so as to protect the environment and health of the public.

The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, (ii) a small enterprise, or (iii) a medium enterprise, as per criteria mentioned in the said Act. The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947 ("Industrial Disputes Act") provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers

D. LABOUR AND EMPLOYMENT LAWS

Minimum Wages Act, 1948

The State Governments may stipulate the minimum wages applicable to a particular industry. The minimum wages generally consist of a basic rate of wages, cash value of supplies of essential commodities at concession rates and a special allowance, the

aggregate of which reflects the cost of living index as notified in the Official Gazette. Workers are to be paid for overtime at overtime rates stipulated by the appropriate State Government. Any contravention may result in imprisonment of upto six months or a fine of upto `500.

Payment of Wages Act, 1936

The Payment of Wages Act applies to the persons employed in the factories and to persons employed in industrial or other establishments where the monthly wages payable to such persons is less than `10,000/-. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

Employees' Compensation Act, 1923

The Employee's Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for industrial accidents and occupational diseases resulting in the death or disablement of such workmen. The Act makes every employer liable to pay compensation in accordance with the Act if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by an accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the Act within one month from the date it falls due, the Commissioner may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Employees State Insurance Act, 1948

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department.

Payment of Gratuity Act, 1972

Gratuity is a lump sum payment made by an employer as the retrial reward for his past service when his employment is terminated. The provisions of the Act are applicable on all the establishments in which ten or more employees were employed on any day of the preceding twelve months and as notified by the government from time to time. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A thereafter whenever there is any change it the name, address or in the change in the nature of the business of the establishment a notice in Form B has to be filed with authority. An employee who has been in continuous service for a period of five years will eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed ` 3.50 Lakhs. Further, every employer has to obtain insurance for his liability towards gratuity payment to be made under payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. Under the said Act an employee in a factory who has worked for at least 30 working days in a year is eligible to be paid bonus. The minimum bonus to be paid to each employee is 8.33% of the salary or wage or `100, whichever is higher, and must be paid irrespective of the existence of any allocable surplus. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to a maximum of 20% of such salary or wage. Contravention of the Act by a company will be punishable by proceedings for imprisonment upto six months or a fine upto `1,000 or both against those individuals in charge at the time of contravention of the Payment of Bonus Act. It further requires for the maintenance of certain books and registers and submission of Annual Return in the prescribed form (FORM D) within 30 days of payment of the bonus to the Inspector.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20(twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension

Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Maternity Benefit Act, 1961

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. It applies in the first instance, to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances.

With a view to remove the redundant provisions of old Labour and industrial laws, the Government of India has introduced 4 Labour Codes in the year 2019 and 2020 to remove and overcome the anomalies in present labour laws which were brought in existence way back under British Rule. These new Labour codes when notified, will subsume the present 29 Labour and industrial laws. A brief about these labour codes is as under:

Code of Wages, 2019

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. It amalgamates and subsumes four imperative labour laws - the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

The Code on Social Security, 2020

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers Social Security Act, 2008.

The Industrial Relations Code, 2020

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947

Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.
Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure thehealth and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

Apprentices Act, 1961

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e. a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

E. ENVIRONMENT PROTECTION LAWS

Environment Protection Act, 1986 ("Environment Act")

The Environment Act provides a framework for the coordination of activities of various state and central authorities established under previous environmental laws by the Central Government. The Environment Act states 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 prescribed standards. Further, it empowers the Central Government to make rules for various purposes, including prescribing as below:
(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.

Environment (Protection) Rules, 1986 ("Environment Rules")

The Environment Rules were notified by the Central Government, in exercise if its powers under the Environment Act. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981, shall submit to the concerned Pollution Control Board ("PCB") an environmental statement for that financial year in the prescribed form.

The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act mandates that any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, obtains consent from the PCB prior to commencing any activity. The consent may be conditional on certain specifications like installation of pollution control equipment.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.]

Water (Prevention and Control of Pollution) Cess Act, 1977

The Water Cess Act is a legislation providing for the levy and collection of a cess on local authorities and industries based on the consumption of water by such local authorities and industries so as to enable implementation of the Water Act by the regulatory agencies concerned.

Hazardous and other Wastes (Management and Trans boundary Movement) Rules, 2016("HW Rules")

The HW Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes through a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and disposal of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste. The new HW Rules as compared to the Rules of 2008 have enlarged the scope of regulated wastes by including 'other wastes' in its ambit. Other wastes include: Waste tyre, paper waste, metal scrap, used electronic items, etc. and are recognized as a resource for recycling and reuse. These resources supplement the industrial processes and reduce the load on the virgin resource of the country.

F. TAX LAWS

Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

The Central Goods and Services Tax Act, 2017

The Act received accent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

CGST: is collected by the Central Government on an intra-state sale;
SGST: Collected by the State Government on an intra-state sale;
IGST: Collected by the Central Government for inter-state sale.

Chhattisgarh Goods and Services Tax Act, 2017

This Act has been enacted to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the State of Chhattisgarh except on liquor. This act repealed Chhattisgarh Value Added Tax Act, 2003 and other indirect local Acts. This Act mandates every supplier making a taxable supply of goods or services or both in the State of Chhattisgarh to take registration if his annual turnover exceeds Rs. 40 Lakhs.

Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACTS.

Central Sales Tax Act, 1956

Central Sales Tax ("CST") was levied in accordance with the Central Sales Tax Act, 1956 on movable goods sold in the course of inter-state trade or commerce. CST was payable by a dealer (i.e. a person who carries on the business of buying, selling, supplying or distributing goods) on his sales turnover at the rate prescribed in the VAT statute of the State from where the movement of the goods originate.

Service Tax (the 'Finance Act, 1994')

Service tax was charged on taxable services as defined in Chapter V of Finance Act, 1994, which required a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government.
There are other indirect taxes which are now subsumed under GST and these are Additional Duties of Excise, Cess, Purchase Tax, Taxes on advertisements.

Chhattisgarh Value Added Sales Tax Act, 2003 ("VAT) As Amended By Chhattisgarh Value Added Sales Tax (Levy and Amendment) Act, 2005

This Act was enacted to levy tax on sales and purchases of goods in the State of Chhattisgarh and came into force on April 1, 2005.

G. INTELLECTUAL PROPERTY LAWS

The Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

H. FOREIGN EXCHANGE REGULATIONS

The Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

HISTORY AND CORPORATE STRUCTURE

Brief History and Background of our Company:

Our Company was originally incorporated as "Earthstahl & Alloys Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated December 09, 2009 bearing registration No. 021487 issued by Registrar of Companies, Madhya Pradesh and Chhattisgarh and CIN No. U27310CT2009PTC021487 Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Annual General Meeting held on August 27, 2022 and the name of our Company was changed from "Earthstahl & Alloys Private Limited" to "Earthstahl & Alloys Limited" vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated September 21, 2022 by the Registrar of Companies, Chhattisgarh bearing Corporate Identification Number U27310CT2009PLC021487.

Prawin Somani and Rajesh Somani were the initial subscribers to the Memorandum of Association of our Company.

Address of the Registered Office and Factory Offices:

Registered Office	Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate, Raipur, Chhattisgarh- 492001 India.
Factory	Khasra No. 132, 330, 129, 144, 323, 133, 136, 327, 324, 331, 325, 322, 326, 130,Village Duldula, Tehsil-Simga, Baloda Bazar, District- Baloda Bazar, Chhattisgarh- 493101.

Changes in the Registered Office of the Company since Incorporation:

There has not been any change in our Registered Office since inception of the Company till the date of the Prospectus.

Main Objects of our Company as per the Memorandum of Association:

1. To carry on the business of manufacturing, producing, altering, converting, processing, treating, improving, manipulating, milling, sliding, casting, forging, rolling, re-rolling or otherwise dealing in iron and steel products including bars, rods, structures, profiles, pipes, sheets, casting, wires, rolling metals, girders, channels, angles, rolls, ingots, billets, flats, slabs, torsheets, bright bars, shafting, beams, rounds, squares, hexagons, octagons, foils, joints, de formed bars and their products, by-products, scrap and allied materials.

2. To manufacture, produce, process, formulate, buy, sell, import, export or otherwise deal in ferrous and non-ferrous metals, powders, metal products including alloy steel, ferro alloys, ferro chrome, ferro silicon, ferro manganese, silica maganese, silicon carbide, calcium carbide, ferro silicon, magnesium titanium, strontium, ferro silicon zioconium, ferro aluminium pig iron, wrought iron, steel converts, grinding media balls, steel shots and grits, rolled products, minerals, iron and steel foundries, sponge iron, steel casting, chrome alloys, silicon alloys, manganese alloys and calcium carbide.

3. To generate electrical power by conventional, non-conventional methods including coal, gas lignite, oil, bio-mass, waste, thermal, solar, hydel, geo- hydel, wind and tidal waves and to consume, transmit, distribute and supply such power, electricity or light throughout the area of supply to cities, towns, streets, docks, markets, industries, theatres, industrial units, buildings and Lakhs, both public and private.

4. To explore, search, prospect, develop, exploit, exercise, administer, purchase, take on lease or on royalty basis or otherwise acquire, hold, establish, manage, control and operate coal mines, iron ore mines, dolomite mines and all other types of mines, both open cast and underground, mine reserves, minerals, mining lease, mining license, mining rights, mining claims and metalliferous lands and to do all such other acts or things necessary in connection with the same and for that purpose to import, export, purchase, sell, manufacture, repair, assemble, supervise, install, or otherwise deal in all types of mining machines, tools and implements, smelters, crushing machines, furnaces and other equipments.

Amendments to the Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Amendments
February 01, 2010	EGM	Increase in authorized share capital from Rs 1,00,000/- (Rupees One Lakh only) to Rs 50,00,000/- (Rupees Fifty Lakh only) divided into 5,00,000 (Five Lakh) equity shares of Rs 10/- (Rupees Ten only).
March 02, 2010	EGM	Increase in authorized share capital from Rs 50,00,000/- (Rupees Fifty Lakh only)

		to Rs 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakh) equity shares of Rs 10/- (Rupees Ten only).
June 04, 2014	EGM	Increase in authorized share capital from Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakh) Equity shares of Rs. 10/- each to Rs. 2,00,00,000/- (Two Crore only) divided into 20,00,000 (Twenty Lakh) Equity shares of Rs. 10/- each
February 07, 2015	EGM	Increase in authorized share capital from Rs. 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lakh) Equity shares of Rs. 10/- each to Rs. 3,00,00,000/- (Three Crore only) divided into 30,00,000 (Thirty Lakh) Equity shares of Rs. 10/- each
August 27, 2022	AGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently name of the Company has been changed from Earthstahl & Alloys Private Limited to Earthstahl & Alloys Limited and a fresh Certificate of Incorporation dated September 21, 2022 bearing CIN U27310CT2009PLC021487 was issued by Registrar of Companies, Chhattisgarh.
August 27, 2022	AGM	Adoption of MOA as per Companies Act, 2013
August 27, 2022	AGM	Increase in authorized share capital Rs. 3,00,00,000/- (Three Crore only) divided into 30,00,000 (Thirty Lakh) equity shares of Rs. 10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- each.

ADOPTING NEW ARTICLES OF ASSOCIATION OF THE COMPANY AND ALTERATION THEREOF

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013 in the Annual General Meeting of the Company dated August 27, 2022.

Major events and milestones of our Company:

The Table below sets forth some of the major events in the history of our company:

Year	Key Events / Milestone / Achievements
2009	Incorporation of the Company in the name of "Earthstahl & Alloys Private Limited"
2012	Commissioned of one Submerged Electric Arc Furnace with capacity of 3.6 MVA to manufacture 10500 MTs of Cast Iron lumps
2015	Closure of Plant
2018	Restarting of Plant
2017	Started commenrcial production of manufacturing ductile iron pipe fittings
2020	Shutdown of plant during COVID from March 2020 to August 2020.
2022	Commissioned another Submerged Electric Arc Furnace with capacity of 5.5MVA to manufacture 15,750 MTs of Cast Iron lumps
2022	Conversion of Private limited Company to Public Limited Company

Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Prospectus.

Our Holding Company:

As on the date of the Prospectus, our Company is not a subsidiary of any company.

Our Associates, and Joint Ventures:

As on the date of this Prospectus, our Company does not have any Associate Company and Joint Ventures.

Our Subsidiaries:

Our Company does not have any Subsidiary within the meaning of Section 2 (87) of the Companies Act 2013, as on the date of this Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc.:

Our Company has not made any material acquisitions or divestments of business/undertakings mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Prospectus.

Injunction or Restraining Order:

There are no injunctions/restraining orders that have been passed against the Company

Capacity/ Facility Creation, Location of Plants

For details pertaining to capacity / facility creation, location of plant refers section ***"Business Overview"*** on page *90* of this Prospectus.

Details of launch of key products, entry in new geographies or exit from existing markets

For details pertaining to launch of key services, entry in new geographies or exit from existing markets, please refer chapter titled ***"Business Overview"*** on page *90* of this Prospectus

Changes in the Management:

For details of change in Management, please see chapter titled "***Our Management***" on page *115* of the Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Shareholders Agreements:

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

Collaboration Agreements:

As on date of this Prospectus, Our Company is not a party to any collaboration agreements.

Other Material Agreement:

Our Company has not entered into any other subsisting material agreements other than in the ordinary course of business of our Company, as on the date of this Prospectus.

Strategic or Financial Partners:

Except as disclosed in this Prospectus, Our Company does not have any strategic or financial partners as on the date of this Prospectus.

Time and Cost Overruns in Setting up Projects:

There has been no time/ cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:

- After shutdown of the plant in 2015, the company defaulted in repayment of loans availed from Bank of India and account was classified as non-performing asset by the Bank. During the FY 15-16 and FY 16-17, the company had defaulted in repayment of loans availed from Bank of India and consequently during FY 17-18, the company availed One Time Settlement Scheme (BOI OTS 2017) from Bank of India, wherein the bank had settled both the term loan liabilities and cash credit liabilities of Rs 1334.80 lakhs and Rs 336.67 lakhs respectively at Rs 1111.50 lakhs vide One time Settlement closure certificate received from Bank of India dated April 16, 2018. Accordingly the company transferred the said waiver on term loan liabilities

amounting to Rs 443.98 lakhs to capital reserves and waiver of cash credit loans amounting to Rs 115.99 lakhs to Profit and Loss account.

- The company had availed moratorium of 1 year on repayment of term loan availed from Chhatisgarh Investments Limited from Nov. 2019 to October 2020 under framework of RBI announced for Restructuring of existing loans to MSMEs without change in their asset classification. However as on date of Prospectus all the loans availed from Chhatisgarh Investments Limited has been repaid by the company.

Other Agreements:

i. Non-Compete Agreement:

Our Company has not entered into any No-compete Agreement as on the date of filing of this Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Prospectus.

OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

Name, Designation, DIN, Date of Birth Age, Address, Occupation, Qualification, Current Term, Date of Appointment	Other Directorships
Ravi Thakurdasji Laddha **Designation:** Non –Executive Director **Age:** 50 years **Date of Birth:** October 10, 1972 **Address:** HNO-42, Banyan Tree Enclave, 5th Floor, Kachna Road, Khamardih, Shankar Nagar, Raipur-492007, Chhattisgarh, India. **Experience:** 25 years **Occupation:** Business **Qualification:** B.E. **Current Term:** Appointed w.e.f November 15, 2010, liable to retire by rotation **Period of Directorship:** Since November 15, 2010 **DIN:** 00008358	**Companies:** 1. Mosh Varaya Infrastructure Limited **LLP:** 1. Sarda Hydro Power LLP
Rajesh Somani **Designation:** Whole-Time Director **Age:** 53 years **Date of Birth:** September 09, 1969 **Address:** Flat No. 203, Swagruha Sapphire Apartment, Opposite Palm Beach-Hotel, Beach Road, Visakhapatnam Urban, Andhra Pradesh, India. **Experience:** 27 years **Occupation:** Business **Qualification:** B. Com. **Current Term:** For a period of 5 years w.e.f September 01, 2022, liable to retire by rotation **Period of Directorship:** Since incorporation **DIN:** 01719930	**Companies:** 1. Chhattisgarh Metaliks And Alloys Private Limited 2. Aayush Steelco Private Limited 3. Jaiguru Vintrade Private Limited
Prawin Somani **Designation:** Whole-Time Director **Age:** 48 years **Date of Birth:** July 10, 1974	**Companies:** 1. Chhattisgarh Metaliks And Alloys Private Limited 2. Srikar Innovative Industries Private limited 3. Somani Processors Private Limited

Name, Designation, DIN, Date of Birth Age, Address, Occupation, Qualification, Current Term, Date of Appointment	Other Directorships
Address: B/5 Mohini Marlin Jaishri Vihar, Near Mandi Gate, Pandari, Raipur, Chhattisgarh- 492004 **Experience:** 19 years **Occupation:** Business **Qualification:** Higher Secondary **Current Term:** For a period of 5 years, w.e.f April 01, 2022, liable to retire by rotation **Period of Directorship:** Since incorporation **DIN:** 01143972	4. Jaiguru Vintrade Private Limited
Padma Somani **Designation:** Whole- Time Director **Age:** 53 years **Date of Birth:** July 19,1969 **Address:** Flat No. 203, Swagruha Sapphire Apartment, Beach Road, Visakhapatnam Urban- 530017, Andhra Pradesh, India. **Experience:** 17 years **Occupation:** Business **Qualification:** B.A. **Current Term:** For a period of 5 years, w.e.f January 02, 2023, liable to retire by rotation **Period of Directorship:** From January 02, 2023 **DIN:** 01719952	**Companies:** 1. Aayush Steelco Private Limited
Surendra Kumar Jain **Designation:** Chairman and Independent Director **Age:** 55 years **Date of Birth:** March 26, 1967 **Address:** H N- 32, GE Road, Near CG Hotel, Aishwarya Residency, Telibandha, Raipur, Chhattisgarh-492001 **Experience:** 30 years **Occupation:** Practicing Company Secretary **Qualification:** CS, CA and CMA **Current Term:** For a period of 5 years, w.e.f January 02, 2023 **Period of Directorship:** From January 02, 2023	**Companies:** 1. S.R. Corporate Consultant Private Limited 2. Vipul Vidhyut Private Limited 3. SRV Solar Urja Private Limited 4. Vipul Advisory Services Private Limited 5. Choraria & Co. Corporate Consultants Private Limited

Name, Designation, DIN, Date of Birth Age, Address, Occupation, Qualification, Current Term, Date of Appointment	Other Directorships
DIN: 00179336	
Vinod Kumar Arora **Designation:** Independent Director **Age:** 71 years **Date of Birth:** August 15, 1951 **Address:** 62/5 Nehru Nagar East, Bhilai, Chattisgarh, India- 490020 **Experience:** 47 years **Occupation:** Business **Qualification:** B.E. (Mechanical) **Current Term:** For a period of 5 years, w.e.f January 02, 2023 **Period of Directorship:** From January 02, 2023 **DIN:** 03213317	**Companies:** 1. Minmetcon Technologies Private Limited

Brief Profile of Directors:

1. **Ravi Thakurdasji Laddha** aged 50 years is the Promoter and Non- executive Director of our Company. He possesses around 25 years of experience in the steel industry. He holds a bachelor's degree in engineering from Amravati University passed in the year 1995 and has been associated with the company since the year 2010. He is involved in project planning and execution and charting new growth opportunities for the Company.

2. **Rajesh Somani,** aged 53 years is the Promoter and Whole-Time Director of our Company. He possesses around 27 years of experience in the iron and steel industry. He has been on the Board of Directors of our Company since incorporation. He completed his graduation in Commerce from Nagpur University in the year 1993. He has played a vital role in setting up the business of our Company. He primarily looks after the marketing activities of the company. He also looks after functions such as finance and compliance matters in our Company. He is responsible for the overall management of the business of our Company

3. **Prawin Somani,** aged 48 years is the Promoter and Whole-Time Director of our Company. He has been on the Board of Directors of our Company since incorporation. He has work experience of around 19 years in the Mineral Briquetting along with experience in Coke and Cast Iron Trading. He is in charge of Production and procurement for company. He is playing a vital role in formulating business strategies and effective implementation of the same.

4. **Padma Somani,** aged around 53 years is the Whole- Time Director of our Company. She has been appointed as Whole-Time Director of our Company w.e.f. January 02, 2023. She completed her Bachelor of Arts from University of Madras in the year 1989. She looks after the Human Resource department of the company.

5. **Surendra Kumar Jain**, aged around 55 years is the Chairman and Independent Director of our Company. He has been appointed as Independent Director of our Company w.e.f. January 03, 2023 He completed his graduation in Commerce from Kolkata University. He is a member of The Institute of Company Secretary, The Institute of Chartered Accountant of India and the Institute of Cost & Work Accountants of India. Previously, he was associated with Sarda Energy & Minerals Limited (Formerly known as Raipur Alloys & Steel Ltd) as Company Secretary.

6. **Vinod Kumar Arora** aged around 71 years is the Independent Director of our Company. He has been appointed as Independent Director of our Company w.e.f. January 03, 2023 He holds bachelors' degree in Mechanical Engineering from Jiwaji University, Gwalior passed in the year 1972. He worked with Steel Authority of India Ltd. for 38 years and retired as CEO of Bhilai Steel Plant in the year 2011. Post his retirement he worked in steel and cement industry in various organizations. Presently working as Independent consultant, with focus on Value addition to Minerals and Recovery and recycle of solid waste in steel industry through MinMetCon Technologies Pvt. Ltd. a technology based consultancy company.

Confirmations:

As on the date of this Prospectus:

a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.

b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.

c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(lll) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors:

Pursuant to a special resolution passed at an Extraordinary General Meeting of our Company held on January 03, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained/ to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 500 crores (Rupees Five Hundred Crore only).

Compensation of our Executive Director:

The compensation payable to our Executive Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V thereto and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956 for the time being in force).

The following compensation has been approved for Executive Director

Particulars	Rajesh Somani	Prawin Somani	Padma Somani
Appointment/Change in Designation	Originally Appointed as Director w.e.f. December 09, 2009; Further, redesignated as Whole-Time Director w.e.f September 01, 2022	Originally Appointed as Director w.e.f. December 09, 2009; Further, redesignated as Whole-Time Director w.e.f April 01, 2022	Originally Appointed as Whole-Time Director w.e.f. January 02, 2023;
Current Designation	Whole-Time Director	Whole-Time Director	Whole-Time Director
Terms of Appointment	5 years	5 years	5 years
Remuneration	1,00,000 p.m.	1,50,000 p.m.	1,00,000 p.m.
Compensation paid in the year 2021-22	Nil	Nil	Nil

Bonus or Profit Sharing Plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

Sitting Fees:

The Articles of Association of our Company provides for the payment of sitting fees to the Directors (other than Managing Director & Whole-time Directors), not exceeding ₹ 1.00 Lakhs, as may be fixed by the Board of Directors from time to time, for attending a meetings of the Board and Committees thereof. Our Board of Directors have resolved at their meeting held on January 02, 2023 for the payment of sitting fees to Directors of the Company in the following manner:

a. Rs. 20,000/- for each Board meeting
b. Rs. 10,000/- for each Committee meeting

attended by the Directors as applicable.

Shareholding of our Directors as on the date of this Prospectus:

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Ravi Thakurdasji Laddha	11,04,000	12.27
2.	Rajesh Somani	11,91,000	13.23
3.	Prawin Somani	11,82,000	13.13
	Total	**34,77,000**	**38.63**

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Prospectus.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled ***"Our Management"*** beginning on page 115 of this Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as Directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by the Directors towards Financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** on page *169* of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section ***"Our Management"*** or the section titled ***"Financial information of the Company – Note - W - Related Party Disclosure"*** beginning on page *115* and *161* respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

- The property situated at Khasra No. 128 and 125, Village Duldula, Tehsil- Simga, Baloda Bazar, District- Raipur (Chhattisgarh)- 493101 was sold to our Group Company, Srikar Innovative Industries Pvt Limited where one of our Directors, Prawin Somani is interested, vide sale deed executed on August 05, 2021.
- The registered office of our company situated at B/5 Mohini Marlin Jaishri Vihar, Near Mandi Gate, Pandari, Raipur, Chhattisgarh- 492004 belongs to our Director Prawin Somani and our company has been issued no objection certificate to use the said property.
- During the FY 21-22 our company has purchased land situated at Khasra No. 328, 329/2 and 332/2 Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101 from Swati Laddha wife of one of our Directors Ravi Thakurdasji Laddha.

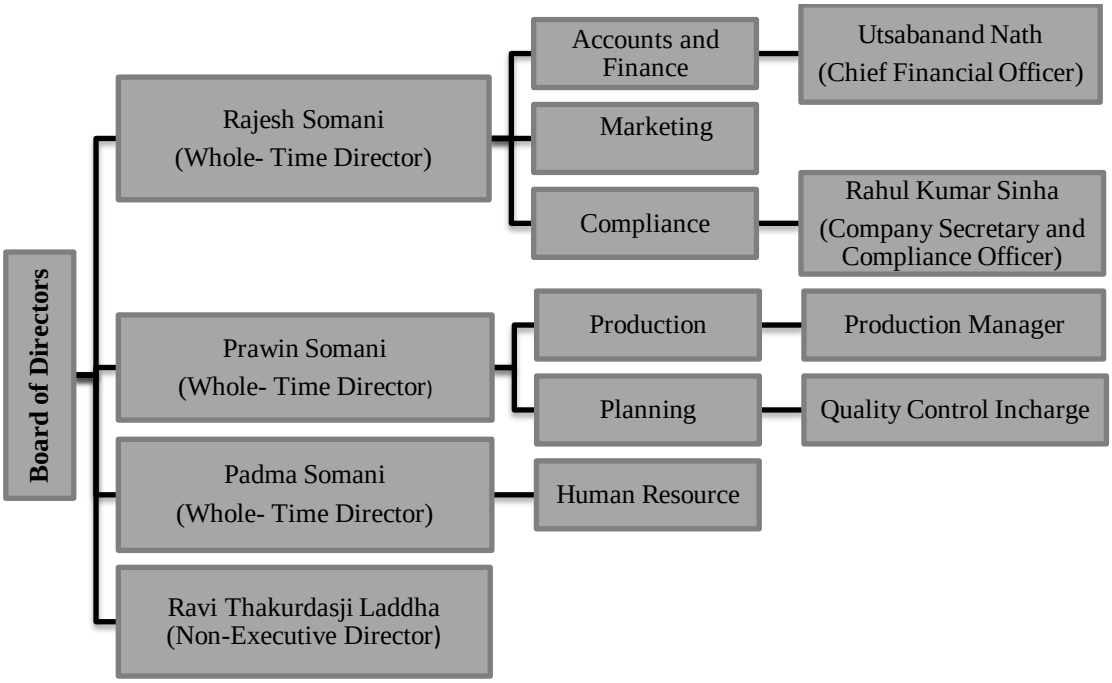
Except as mentioned above and in this Prospectus our Directors do not have any interest in any property acquired by our Company during the period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

Changes in Board of Directors in Last 3 Years:

Sr. No.	Name of Director	Date of Appointment / Re - Appointment	Reasons for Change
1	Rajesh Somani	Originally Appointed as Director w.e.f. December 09, 2009. Further, redesignated as Whole- Time Director w.e.f. September 01, 2022 for a period of 5 years.	To ensure better Corporate Governance and compliance with Companies Act, 2013
2	Prawin Somani	Originally Appointed as Director w.e.f. December 09, 2009. Further, redesignated as Whole- Time director w.e.f April 01, 2022 for a period of 5 years.	
3	Padma Somani	Appointed as Whole- Time Director w.e.f January 02, 2023 for a period of 5 years.	
4	Surendra Kumar Jain	Appointed as Chairman and Independent Director w.e.f January 02, 2023 for a period of 5 years.	
5	Vinod Kumar Arora	Appointed as Independent Director w.e.f January 02, 2023 for a period of 5 years.	

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure:



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE (BSE SME). The requirements pertaining to constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees have been complied with. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of six (6) directors of which two (2) are Independent Directors, and we have one (1) women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

1. Audit Committee

Our Company at its Board Meeting held on January 04, 2023 has approved the constitution of an Audit Committee *("Audit Committee")* in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Surendra Kumar Jain	Chairman	Independent Director
Vinod Kumar Arora	Member	Independent Director
Prawin Somani	Member	Whole-Time Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure of the Committee:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

C. Power of the Committee:

The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

D. Role of the Committee:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
3) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements, as and when applicable;
    f. Disclosure of any related party transactions; and
    g. Qualifications and modified opinions in the draft audit report.
5) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
6) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

7) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
8) Approval or any subsequent modifications of transactions of the Company with related parties
9) Scrutiny of inter-corporate loans and investments;
10) Valuation of undertakings or assets of the Company, wherever it is necessary;
11) Evaluation of internal financial controls and risk management systems;
12) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
13) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14) Discussing with internal auditors on any significant findings and follow up thereon;
15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18) Reviewing the functioning of the whistle blower mechanism;
19) Approving the appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹100 crore million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
21) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
22) Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws;

Further, the Audit Committee shall mandatorily review the following information:

1) management discussion and analysis of financial condition and results of operations;
2) management letters / letters of internal control weaknesses issued by the statutory auditors;
3) internal audit reports relating to internal control weaknesses;
4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
5) statement of deviations:
   a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
   b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations."

2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on January 04, 2023 has approved the constitution of Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Vinod Kumar Arora	Chairman	Independent Director
Surendra Kumar Jain	Member	Independent Director
Ravi Thakurdasji Laddha	Member	Non- Executive Director

The Company Secretary of the Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure of the Committee:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings of the Committee:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher, including at least one independent director in attendance.

The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2) evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    a. use the services of external agencies, if required;
    b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    c. Consider the time commitments of the candidates.
3) formulation of criteria for evaluation of the performance of independent directors and the Board;
4) specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance
5) devising a policy on diversity of the Board;
6) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;
7) 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;
8) recommending to the Board, all remuneration, in whatever form, payable to senior management; and
9) such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws;

3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on January 04, 2023 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Surendra Kumar Jain	Chairman	Independent Director
Rajesh Somani	Member	Whole-Time Director
Ravi Thakurdasji Laddha	Member	Non- Executive Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee. The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

A. Tenure of the Committee:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

B. Meetings of the Committee:

The Stakeholder Relationship Committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1) to consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2) to review of measures taken for effective exercise of voting rights by shareholders;
3) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4) to review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company;
5) such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

Policy on Disclosures & Internal procedure for prevention of Insider Trading:
The provisions of Regulation 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted in Board meeting held on January 04, 2023 the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct for Prevention of Insider Trading conduct under the overall supervision of the Board.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2021-22 (in Rs. Lacs)	Overall experience (in years)	Previous employment
Rajesh Somani **Designation:** Whole- Time Director **Educational Qualification:** B.Com **Term of office:** For a period of 5 years w.e.f September 01, 2022, liable to retire by rotation	52	2009	Nil	27 years	-
Prawin Somani **Designation:** Whole- Time Director **Educational Qualification:** Higher Secondary **Term of office:** For a period of 5 years, w.e.f April 01, 2022, liable to retire by rotation	48	2009	Nil	19 years	-
Padma Somani **Designation:** Whole- Time Director **Educational Qualification:** Bachelor of Arts **Term of office:** For a period of 5 years, w.e.f January 02, 2023, liable to retire by rotation	53	2023	Nil	17 years	-
Utsabanand Nath **Designation:** Chief Financial Officer **Educational Qualification:** B.Com **Term of office:** Appointed w.e.f. January 02, 2023	51	2014	7.37	28 years	Fortune Metaliks Limited
Rahul Kumar Sinha **Designation:** Company Secretary and Compliance Officer **Educational Qualification:** CS, LLB and ICWA **Term of office:** Appointed w.e.f January 04, 2023	25	2023	Nil	16 months	Vossloh Cogifer Turnouts India Private Limited

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Rajesh Somani - Please refer to section **"Brief Profile of our Directors"** beginning on page 115 of this Prospectus for details.

Prawin Somani - Please refer to section **"Brief Profile of our Directors"** beginning on page 115 of this Prospectus for details.

Utsabanand Nath is the Chief Financial Officer of our Company. He is Bachelor of Commerce from Guru Ghasidas Vishwavidyalaya, Madhya Pradesh. He has around 28 years of experience in the field of accounts and finance. He has been associate with the company since 2014 and has been designated as Chief Financial Officer of our Company with effect from January 02, 2023.

Rahul Kumar Sinha is the Company Secretary and Compliance officer of our Company. He holds the membership of The Institue of Company Secretaries of India. He has completed his Bachelor of Laws from Sabitribai Phule Pune University. He has passed the final examination of The Institute of Cost Accountants of India. He has 16 months of experience in the field of secretarial matters. He looks after the overall corporate governance and secretarial matters of our Company.

We confirm that:

a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
c. None of our KMPs except Rajesh Somani, Prawin Somani and Padma Somani are also part of the Board of Directors.
d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the financial year ended March 31, 2022.
e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
g. None of the Key Managerial Personnel hold any shares of our Company as on the date of filing of this Prospectus except as under:

Sr. No.	Name of the KMP's	No. of Shares held
1	Rajesh Somani	11,82,000
2	Prawin Somani	11,91,000
	Total	**23,73,000**

h. Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS) for our employees.

i. The turnover of KMPs is not high, compared to the Industry to which our company belongs.

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/KMP	Relationship with other Directors/KMPs
2	Rajesh Somani	Brother of Prawin Somani and spouse of Padma Somani
3	Prawin Somani	Brother of Rajesh Somani and brother in law of Padma Somani
4	Padma Somani	Spouse of Rajesh Somani and sister in law of Prawin Somani

Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards the Provident fund, Gratuity fund and Employee State Insurance

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr.	Name of	Designation and period	Appointment/	Reasons

No.	Director		Cessation/Re-designation	
1.	Rajesh Somani	Change in Designation as Whole- Time Director w.e.f. September 01, 2022 for a period of 5 years	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Prawin Somani	Change in Designation as Whole- Time Director w.e.f. April 01, 2022 for a period of 5 years	Appointment	
3.	Padma Somani	Appointment as Whole- Time Director w.e.f. January 02, 2023 for a period of 5 years	Appointment	
4.	Utsabanand Nath	Appointment as Chief Financial Officer w.e.f. January 02, 2023	Appointment	
5.	Rahul Kumar Sinha	Appointment as Company Secretary and Compliance Officer w.e.f. January 04, 2023	Appointment	

Interest of our Key Managerial Personnel

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personal are interested in our Company. For details, please refer section titled ***"Financial information of the Company – Note - W - Related Party Disclosures"*** beginning on page *161* of this Prospectus.

Interest in the property of our Company

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before the filing of this Prospectus or proposed to be acquired by us as on the date of filing the Prospectus with RoC.

Details of the Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/ availed by Directors/ Key Managerial Personnel of our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to ***"Note - W – Related Party Disclosure"*** page *161* of this Prospectus.

Employee Stock Option Plan ('ESOP')/ employee stock purchase scheme ('ESPS Scheme') to Employees

Presently, we do not have any ESOP/ ESPS Scheme for our employees.

OUR PROMOTERS & PROMOTER GROUP

A. OUR PROMOTERS:

The Promoters of our Company are:

1. Ravi Thakurdasji Laddha,
2. Rajesh Somani,
3. Prawin Somani and
4. Padam Kumar Jain

As on date of this Prospectus, our Promoters, in aggregate, hold 39,06,000 Equity shares of our Company, representing 43.40% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see ***"Capital Structure – History of the Equity Share Capital held by our Promoters"***, on page 53 of this Prospectus.

Brief Profile of our Promoters are as under:

	Ravi Thakurdasji Laddha- Non Executive Director Ravi Thakurdasji laddha, aged 50 years, is one of our Promoter and is also the Non-Executive Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see ***"Our Management –Brief biographies of Directors"*** on page 115 **Other ventures of our Promoters** - Partnership Firm: M/s. Shree Agro Developers His permanent account number is AAYPL0872F. For details of his shareholding, please see ***"Capital Structure"*** on page 53
	Rajesh Somani- Whole time Director Rajesh Somani, aged 53 years, is one of our Promoter and is also the Whole-Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see ***"Our Management –Brief biographies of Directors"*** on page 115 **Other ventures of our Promoters** - Nil His permanent account number is AJDPS0927J. For details of his shareholding, please see ***"Capital Structure"*** on page 53
	Prawin Somani- Whole- Time Director Prawin Somani, aged 48 years, is one of our Promoter and is also the Whole-Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see ***"Our Management –Brief biographies of Directors"*** on page 115 **Other ventures of our Promoters-** Partnership Firm: M/s. Shree Agro Developers M/s. Shri Balaji Iron and Steel Traders His permanent account number is AJGPS9022D. For details of his shareholding, please see ***"Capital Structure"*** on page 53

	Padam Kumar Jain

	Padam Kumar Jain, born on June 06, 1963, aged 59 years, is one of our Promoters. He resides at B-501, Ashoka Ratna, New Vidhansabha Road, Shankar Nagar, Raipur, Chhattisgarh-492007. He passed his CA from Institute of Chartered Accountants of India (ICAI) in 1986 and CS from the Institute of Company Secretaries of India (ICSI) in 1991. He is fellow member of ICAI and Associate member of ICSI. He is a Whole- Time Director in Sarda Energy & Minerals Limited and professional director on the Boards of Sarda Dairy & Food Products Limited, Geschaft Formulae India Private Limited, Madhya Bharat Power Corporation Limited. He is Karta of M/s Padam Kumar Jain HUF. **Other ventures of our Promoters** - Nil His permanent account number is ACMPJ5876F. For details of his shareholding, please see ***"Capital Structure"*** on page 53

*For brief biography of our Individual Promoters, please refer to Chapter titled **"Our Management"** beginning on page* 115 *of this Prospectus.*

Confirmations/ Declarations:

In relation to our Promoters, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to BSE at the time of filing of this Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on page *183* of this Prospectus.
- None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Interest of our Promoters:

i. Interest in promotion and shareholding of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, Our Promoters, Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain holds 39,06,000 Equity Shares in our Company i.e. 43.40% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase & sale

transactions, reimbursement of expenses payable to them and unsecured loan advanced to/ taken from them, if any. For details, please refer to Note - W – ***"Related Party Transactions"*** beginning on page *161* of this Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see ***"Capital Structure"*** on page *53* of this Prospectus.

ii. Interest in the property of Our Company:

Except as mentioned hereunder, our Promoters do not have any other interest in any property acquired/rented by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of the Prospectus

- The property situated at Khasra No. 128 and 125, Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101 was sold to our Promoter Group Entity, Srikar Innovative Industries Pvt Limited where one of our promoter, Prawin Somani is a Director, vide sale deed executed on August 05, 2021.
- The registered office of our company situated at B/5 Mohini Marlin Jaishri Vihar, Near Mandi Gate, Pandari, Raipur, Chhattisgarh- 492004 belongs to our Promoter Prawin Somani and our company has been issued no objection certificate to use the said property.
- During the FY 21-22 our company has purchased land situated at Khasra No. 328, 329/2 and 332/2 Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101 from Swati Laddha wife of one of our promoters Ravi Thakurdasji Laddha.

Except as mentioned above, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

iii. ***In transactions for acquisition of land, construction of building and supply of machinery***

Except as stated above our Promoters are not interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv. Other Interests in our Company

For transactions in respect of loans and other monetary transactions entered in past please refer ***Note - W*** *on* ***"Related Party Transactions"*** *on page* 161 *forming part of* ***"Financial Information of the Company"*** *of this Prospectus.*

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** and ***"Financial Information of Our Company"*** on page *169* and *133* respectively of this Prospectus.

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph ***"Compensation of our Whole-Time Director"*** in the chapter titled ***"Our Management"*** beginning on page *115* also refer **Note -W** on ***"Related Party Transactions"*** on page *161* forming part of ***"Financial Information of the Company"*** and Paragraph on ***"Interest of Promoter"*** in chapter titled "***Our Promoters and Promoter Group***" on page 127 of this Prospectus.

Companies/ Firms with which our Promoters have disassociated in the last (3) three years:

Except as mentioned below, our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus.

S. No.	Name of Promoter	Companies or firms with which Promoter(s) have disassociated	Reasons and circumstances of disassociation	Date of Disassociation
1.	Ravi Thakurdasji Laddha	Chhattisgarh Hydro Power LLP	voluntarily resignation	April 01, 2019.
		Prem Agriculture And Property P Ltd	voluntarily resignation	March 01, 2022.
		Prachi Agriculture & Properties Pvt Ltd	voluntarily resignation	April 01, 2020.
		Natural Resources Energy Private Limited	voluntarily resignation	April 01, 2020.
		Raipur Infrastructure Company Limited	voluntarily resignation	June 20, 2019.

S. No.	Name of Promoter	Companies or firms with which Promoter(s) have disassociated	Reasons and circumstances of disassociation	Date of Disassociation
2.	Padam Kumar Jain	Sarda Power & Steel Limited	voluntarily resignation	September 01, 2021.

Other ventures of our Promoter:

Save and except as disclosed in this section titled ***"Our Promoters & Promoter Group"*** beginning on page 127 of this Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoter:

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled **"*Outstanding Litigations and Material Developments*"** beginning on page 183 of this Prospectus.

Material Guarantees:

Except as stated in the "statement of financial indebtedness" and "financial information of the company" beginning on page 169 and 133 of this Prospectus respectively, our Promoters has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

Experience of Promoters in the line of business:

For details in relation to experience of our Promoters in the business of our Company, see ***"Our Business"*** and ***"Our Management"*** on pages 90 and 115 of this Prospectus respectively.

Related Party Transactions:

Except as stated in **"*Note - W Related Party Transactions*"** beginning on page 161 of this Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

B. OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

(a) Natural persons i.e., an immediate relative of the promoters (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship with Promoter	Ravi Thakurdasji Laddha	Rajesh Somani	Prawin Somani	Padam Kumar Jain
Father	Thakur Das Laddha	Late Shri Vijay Shankar Somani	Late Shri Vijay Shankar Somani	Late Shri Manak Chand Jain
Mother	Madhu Laddha	Laxmi Devi Somani	Laxmi Devi Somani	Late Smt. Lad Bai Jain
Spouse	Swati Laddha	Padma Somani	Anju Somani	Kusum Jain
Brother	Sandeep Laddha	Lalit Somani Subodh Somani Prawin Somani	Lalit Somani Rajesh Somani Subodh Somani	Bhag Chand Jain Late Shrin Prem Chand Jain
Sister	Smita Laddha	-	-	Guman Devi Kothari Nirmala Mehta Sajjan Gadia
Son	Adhish Laddha Parth Laddha	Aayush Vikram Somani	Krishiv Somani	Shreyance Jain
Daughter			Pranju Shri	Niharika Jain
Spouse's Father	Suresh Karwa	Bhojraj Ji Chandak	Shiv Shankar Saboo	Late Shri Sobhag Singh Sancheti
Spouse's Mother	Sarla Karwa	Late Kamla Devi Chandak	Sunila Saboo	Late Smt. Najar Devi Sancheti

Spouse's Brother	Sushil Karwa	Manoj Chandak	Alok Saboo Anuj Saboo	Himmat Singh Sancheti Pratap Singh Sancheti Rajendra Singh Sancheti
Spouse's Sister	Sheetal Laddha	Pratibha Kabra Urmila Somani Suman Chandak Madhu Dhiran	-	Pushpa Devi Darda Shushila Singhvi Indra Ranka Shakuntala Sethiya Sunita Kothari

(b) Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S.No.	Nature of Relationship	Entity
1	Any Body corporate in which 20% or more of the equity share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member	**Companies** • Chhattisgarh Metaliks And Alloys Private Limited • Somani Processors Private Limited • Jaiguru Vintrade Private Limited • Aayush Steelco Private Limited • Mosh Varaya Infrastructure Limited • Innovation House Industries Private Limited
2	Any company in which a company mentioned in (1) above, holds 20% or more, of the equity share capital	• Srikar Innovative Industries Private limited
3	Any HUF or firm in which the aggregate shareholding of the Promoter and his immediate relatives is equal to or more than 20% of the total	**HUF** • Padam Kumar Jain HUF • Prawin Somani HUF • Rajesh Somani HUF • Ravi T Laddha HUF **Partnership Firm** • M/s. Shri Balaji Iron & Steel Traders • M/s. Shree Agro Developers

(c) All persons whose shareholding is aggregated under the heading "shareholding of the Promoter Group":

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

DIVIDEND POLICY

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder) and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

The Articles of Association of our Company states that amount of dividend declared shall not exceed the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. Our Company may pay dividend by cheque, or warrant sent through the post directed to the registered address of the holder or, in case of joint holders, to the registered address of that one of the joint holders who is the first named on the register of members or any other mode as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Our Company has not declared any dividend on the Equity Shares in the last three financial years. Our Company’s corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION VI. FINANCIAL INFORMATION OF THE COMPANY

INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Earthstahl & Alloys Limited.
5-B, Mohini Merlin, Jayshree Vihar, Mandi Gate Road, Pandri Tarai,
Raipur, Chhattisgarh, 492001

Dear Sirs,

1. We have examined the attached Restated Financial Statements of Earthstahl & Alloys Limited, comprising the Restated Statement of Assets and Liabilities for the stub period ended on September 30, 2022 and as at March 31, 2022, March 31, 2021 and March 31, 2020, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the stub period ended on September 30, 2022 and years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 4th January, 2023, for the purpose of inclusion in the Draft Offer Document/ Offer Document prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Chhattisgarh in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.

3. We, **M/s APAS & CO LLP** Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and holds the peer review certificate dated 11th July 2022 valid till 31st July 2025. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.

4. We have examined such Restated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 10/11/2022 in connection with the proposed IPO of the Company;

   b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

   d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the stub period ended on September 30, 2022 and period ended 31st March 2022, 31st March 2021 and 31st March 2020 which has been approved by the Board of Directors. The financial statements of the Company for the

stub period ended on September 30, 2022 and year ended March 31, 2022 March 31, 2021 and March 31, 2020 has been audited by us.

6. For the purpose of our examination, we have relied on:

   a) Auditors' reports issued by us dated 04-01-2023, 15-07-2022, 05-10-2021 and 07-12-2020 on the financial statements of the Company for the stub period ended on September 30, 2022 and period ended 31st March 2022, 31st March 2021 and 31st March 2020 as referred in Paragraph 5 above;

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:

   a) after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the stub period ended on September 30, 2022 and in the financial years/period ended March 31, 2022, March 31, 2021 and March 31, 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and

   b) in accordance with the Act, ICDR Regulations and the Guidance Note.

2. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors on 4th January, 2023 for the stub period ended on September 30, 2022 and years ended March 31, 2022, March 31, 2021 and March 31, 2020.

   Annexure V - Notes to the Restated Summary Financial Information;

   a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note A to this report;
   b) Restated Statement of Long Term Borrowings as appearing in Note B to this report;
   c) Restated Statement of principal terms of Secured Loans and Assets charged as security as appearing in Note B(A) to this report;
   d) Statement of terms & conditions of unsecured loans as appearing in Note B(B) to this report;
   e) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note C to this report;
   f) Restated Statement of Long Term Provisions as appearing in Note C-1 to this report;
   g) Restated Statement of Short term borrowings as appearing in Note D to this report;
   h) Restated Statement of Trade Payables as appearing in Note E to this report;
   i) Restated Statement of Other Current Liabilities as appearing in Note F to this report;
   j) Restated Statement of Short Term Provisions as appearing in Note G to this report;
   k) Restated Statement of Fixed Assets as appearing in Note H to this report;
   l) Restated Statement of Non Current Investments as appearing in Note H-1 to this report;
   m) Restated Statement of Long Term Loans and Advances as appearing in Note H-2 to this report;
   n) Restated Statement of Other Non Current Assets as appearing in Note H-3 to this report;
   o) Restated Statement of Trade Receivables as appearing in Note I to this report;
   p) Restated Statement of Cash and Cash Equivalents as appearing in Note J to this report;
   q) Restated Statement of Inventories as appearing in Note K to this report;
   r) Restated Statement of Short term Loans and Advances as restated as appearing in Note L to this report;
   s) Restated Statement of Other Current Assets as appearing in Note M to this report;
   t) Restated Statement of Revenue from Operations as appearing in Note N to this report;
   u) Restated Statement of Other Income as appearing in Note O to this report;
   v) Restated Statement of Raw Material Consumption as appearing in Note P to this report;
   w) Restated Statement of Change in Inventories as appearing in Note Q to this report;
   x) Restated Statement of Employee Benefit Expenses as appearing in Note R to this report;
   y) Restated Statement of Finance Cost as appearing in Note S to this report;
   z) Restated Statement of Depreciation & Amortization as appearing in Note T to this report;
   aa) Restated Statement of Other Expenses as appearing in Note U to this report;
   bb) Restated Statement of Contingent Liabilities as appearing in Note V to this report;
   cc) Restated Statement of Related Party Transactions as appearing in Note W to this report;
   dd) Restated Statement of Tax Shelter as appearing in Note X to this report;
   ee) Capitalisation Statement as appearing in Note Y to this report;
   ff) Restated Statement of Mandatory Accounting Ratios as appearing in Note Z to this report;
   gg) Additional Information to the financial statements as appearing in Note ZA & ZB to this report

8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 6 above.

9. This report should not in any way be construed as a reissuance or re-drafting of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Chhattisgarh in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

12. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Polices and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For M/s APAS & CO LLP
Chartered Accountants
FRN 000340C/C400308

Sd/-

RAJDEEP SINGH
Partner
M. No. 415549
UDIN- 23415549BGWLHK4140
Place: Raipur
Date: 04-01-2023

ANNEXURE – I

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

PARTICULARS		NOTES	As at			
			30-09-2022	31-03-2022	31-03-2021	31-03-2020
A)	EQUITY AND LIABILITIES					
1.	Shareholders' Funds					
(a)	Share Capital	**A**	300.00	300.00	300.00	300.00
(b)	Reserves & Surplus	**A**	1793.48	1,213.01	467.53	200.22
(c)	Share Appication Money		-	-	-	-
			2093.48	**1,513.01**	**767.53**	**500.22**
2.	Non Current Liabilities					
(a)	Long Term Borrowings	**B**	720.83	1,135.03	1,194.32	1,310.95
(b)	Deferred Tax Liabilities (Net)	**C**	139.20	94.86	-	-
(c)	Long Term Provisions	**C-1**	11.89	9.61	5.22	3.48
			871.92	**1,239.50**	**1,199.54**	**1,314.43**
3.	Current Liabilities					
(a)	Short Term Borrowings	**D**	372.09	264.94	202.50	422.76
(b)	Trade Payables	**E**				
	(A)outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	(B)total outstanding dues of creditors other than micro enterprises and small enterprises.		624.12	361.51	233.22	329.10
(c)	Other Current Liabilities	**F**	184.31	213.49	414.34	424.23
(d)	Short Term Provisions	**G**	157.41	0.15	0.10	-
			1,337.93	**840.10**	**850.16**	**1,176.09**
	Total		**4,303.34**	**3,592.61**	**2,817.23**	**2,990.73**
B)	ASSETS					
1.	Non Current Assets					
(a)	Property, Plant and Equipment and Intangible Assets	**H**				
	I) Property, Plant and Equipment					
	(i) Gross Block		3,446.02	2,709.60	2,564.92	2,471.86
	(ii) Depreciation		1,200.95	1,114.45	980.45	847.36
	(iii) Net Block		2,245.07	1,595.15	1,584.47	1,624.51
	II)Intangible Assets		-	-	-	-
	III)Capital Work-in-Progress		20.10	521.26	24.04	19.68
	IV)Intangible assets under development			-	-	-
			2,265.18	**2,116.41**	**1,608.51**	**1,644.19**
(b)	Non-Current Investment	**H1**	14.54	14.54	14.94	14.94
(c)	Deferred Tax Assets (Net)	**C**	-	-	249.46	324.38
(d)	Long Term Loans and Advances	**H2**	58.87	4.52	48.51	41.39
(e)	Other Non Current Assets	**H3**	458.41	266.46	274.34	247.96
			531.83	**285.53**	**587.24**	**628.67**
2.	Current Assets					
(a)	Trade Receivables	**I**	79.02	56.38	83.90	67.73
(b)	Cash and Cash equivalents	**J**	5.14	14.19	66.93	0.89
(c)	Inventories	**K**	1,052.43	959.74	363.60	496.05
(d)	Short-Term Loans and Advances	**L**	353.40	153.80	104.03	141.72
(e)	Other Current Assets	**M**	16.33	6.55	3.03	11.49
			1,506.33	**1,190.67**	**621.48**	**717.88**
Total			**4,303.34**	**3,592.61**	**2,817.23**	**2,990.73**

ANNEXURE – II

RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. in Lakhs)

PARTICULARS		Note	For the period ended on			
			30-09-2022	31-03-2022	31-03-2021	31-03-2020
1	Revenue From Operations	N	4,815.86	4,887.50	2,411.70	3,165.47
2	Other Income	O	8.82	20.03	45.82	16.11
	Total Income (1+2)		**4,824.68**	**4,907.54**	**2,457.53**	**3,181.58**
3	Expenditure					
(a)	Raw Material Consumption	P	1,830.02	1,333.84	447.98	689.13
(b)	Purchase of Stock in Trade		217.85	179.66	19.87	494.37
(c)	Change in inventories of finished goods, work in progress and stock in trade	Q	(30.97)	(284.73)	173.18	(269.92)
(d)	Employee Benefit Expenses	R	168.53	237.64	124.46	99.10
(e)	Finance Cost	S	54.04	119.87	174.28	174.47
(f)	Depreciation and Amortisation Expenses	T	86.50	151.45	145.45	138.42
(g)	Other Expenses	U	1,716.72	2,080.01	1,030.08	1,891.99
4	**Total Expenditure 3(a) to 3(f)**		**4,041.69**	**3,817.74**	**2,115.29**	**3,217.55**
5	**Profit/(Loss) Before Exceptional & extraordinary items & Tax (2-4)**		**782.00**	**1,089.80**	**342.24**	**(35.97)**
6	**Exceptional and Extra-ordinary items**		**-**	**-**	**-**	**-**
7	**Profit/(Loss) Before Tax (5-6)**		**782.00**	**1,089.80**	**342.24**	**(35.97)**
8	Tax Expense:					
(a)	Tax Expense for Current Year		157.19	-	-	-
(b)	Short/(Excess) Provision of Earlier Year		-	-	-	-
(c)	Deferred Tax	C	44.34	344.32	74.92	(2.47)
	Net Current Tax Expenses		**201.52**	**344.32**	**74.92**	**(2.47)**
7	**Profit/(Loss) for the Year (5-6)**		**580.47**	**745.48**	**267.31**	**(33.49)**

ANNEXURE III

RESTATED CASH FLOW STATEMENT

(Rs. in Lakhs)

PARTICULARS		FOR THE YEAR ENDED			
		30-09-2022	31-03-2022	31-03-2021	31-03-2020
		Rupees	Rupees	Rupees	Rupees
A) Cash Flow From Operating Activities :					
Net Profit before tax		782.00	1,089.80	342.24	(35.97)
Adjustment for :					
Depreciation and amortization		86.50	151.45	145.45	138.42
Interest Paid		54.04	119.87	174.28	174.47
Interest Income		(8.64)	(12.10)	(11.72)	(11.26)
Profit on sale of Property Plant and Equipment		-	(7.73)	(1.30)	-
Operating profit before working capital changes		**913.90**	**1,341.30**	**648.94**	**265.67**
Changes in Working Capital					
(Increase)/Decrease in Trade Receivables		(22.64)	27.53	(16.18)	26.13
(Increase)/Decrease in Inventory		(92.70)	(596.14)	132.45	(289.08)
(Increase)/Decrease in Short Term Loans & Advances		(199.60)	(49.78)	37.69	(80.81)
(Increase)/Decrease in Other Current Assets		(9.78)	(3.53)	8.47	(11.27)
(Increase)/Decrease in Other Non Current Assets		(191.95)	7.87	(26.38)	-
Increase/(Decrease) in Trade Payables		262.60	128.30	(95.88)	62.40
Increase/(Decrease) in Other Current Liabilities		(29.18)	(200.85)	(9.89)	169.44
Increase/(Decrease) in Short Term Provisions, etc		157.26	0.06	0.10	-
Increase/(Decrease) in Long Term Provisions		2.28	4.39	1.75	0.93
Cash generated from operations		**790.19**	**659.15**	**681.07**	**143.41**
Taxes on Income		157.19	-	-	-
Net cash flow from operating activities	A	**633.01**	**659.15**	**681.07**	**143.41**
B) Cash Flow From Investing Activities :					
Net Purchase of Fixed Assets including of CWIP		(235.27)	(651.63)	(108.46)	(62.25)
Movement in Loans & Advances		(54.35)	43.98	(7.12)	(98.85)
Purchase of Investments		0.00	0.40	-	-
Interest Income		8.64	12.10	11.72	11.26
Net Cash Flow from Investing Activities	B	**(280.98)**	**(595.15)**	**(103.87)**	**(149.84)**
C) Cash Flow From Financing Activities :					
Proceeds from Issue of Share Capital		-	-	-	-
Increase/(Decrease) in Short Term Borrowings		107.15	62.44	(220.26)	109.44
Increase/(Decrease) in Long Term Borrowings		(414.20)	(59.29)	(116.63)	70.70
Interest Paid		(54.04)	(119.87)	(174.28)	(174.47)
Share Money Pending Allotment				-	-
Increase/(Decrease) in Long Term Loans and Advances		-	-	-	
Net cash flow from financing activities	C	**(361.08)**	**(116.73)**	**(511.16)**	**5.66**
Net Increase/(Decrease) In Cash & Cash Equivalents	(A+B+C)	(9.05)	(52.72)	66.04	(0.77)
Cash equivalents at the begining of the year		14.19	66.93	0.89	1.65
Cash equivalents at the end of the year		**5.14**	**14.20**	**66.92**	**0.89**

Notes:-

1.

	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Component of Cash and Cash equivalents				
Cash on hand	2.47	1.80	0.78	0.55
Balance With banks	2.67	12.39	66.15	0.33
Other Bank Balance	-	-	-	-
Total	**5.14**	**14.19**	**66.93**	**0.89**

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

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

As per our report of even date attached herewith

ANNEXURE – IV
SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION

COMPANY OVERVIEW

Earthstahl & Alloys Limited (the **"Company"**) was incorporated on December, 09, 2009 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Chhattisgarh. The Company's registered office is situated at Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate, Raipur, Chhattisgarh, India, 492001. The company is primarily involved in the manufacturing and sale of Cast Iron lumps and ductile iron pipe fittings.

I. SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The Restated Statement of Assets and Liabilities (Annexure I), of the company for the stub period ended on September 30, 2022 and as at March 31, 2022, March 31, 2021 and March 31, 2020, the Restated Statements of Profit and Loss (Annexure II) and the Restated Cash Flow Statement (Annexure III) for the period form April 1, 2022 to Sep 30, 2022 and financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 (hereinafter collectively referred to as (**"Restated Financial Information"**) have been extracted by the management from the audited financial statements for the stub period ended on September 30, 2022 and March 31, 2022, 2021, and 2020, approved by the respective Board of Directors of the companies.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

B) USE OF ESTIMATES

The preparation of financial statements is in conformity with Indian GAAP which requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C) ACCOUNTING CONVENTION

The group follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

1. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are disclosed net of GST, trade discounts and returns, as applicable.

Income from services

Revenue from services is recognized when services have been rendered and there should be no uncertainty regarding consideration and its ultimate collection.

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable."

Dividend Income

Dividend Income is recognized on accrual basis.

2. Fixed Assets

a) Fixed are stated as per Cost Model i.e., at cost less accumulated depreciation and impairment, if any;

b) Costs directly attributable to acquisition are capitalized until the Fixed Assets are ready for use, as intended by the management;

c) Subsequent expenditures relating to fixed assets are 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. Repairs & maintenance costs are recognized in the Statement of profit & Loss when incurred;

d) The cost and related accumulated depreciated are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit or Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell;

e) Depreciation on Tangible Assets in case of company is provided in such a manner so that the cost of asset (Net of realizable value) will be amortized over their estimated remaining useful life on SLM basis as per the useful life prescribed under Schedule II to the Companies Act 2013. Assets costing up to Rs.5000/- are expensed out in the period they pertain to.

f) Depreciation on additions to the Fixed Assets or on Assets sold, discarded, demolished is being provided on complete year basis.

g) Depreciation methods, useful lives, and residual values are reviewed periodically, including at each financial year end;

3. IMPAIRMENT

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

4. INVENTORIES

Inventories are valued after providing for obsolescence, as follows:

a) Raw Materials, Stores & Spare parts and Packing Material-Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on Weighted Average Cost basis.

b) Finished Goods and Work in Progress: Cost of Inventories comprises of cost of purchases, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective location and condition. The items of finished goods and Semi Finished stock are measured at lower of cost and net realizable value.

c) By Products - By products are valued at net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale, however due to the nature of the company the own manufactured goods are valued at a Retail Method basis on a consistent basis, however the Trading Goods are valued at the lower of Cost or Net Realizable Value.

5. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS

Defined-contribution plans:

All short-term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis.

Earned leaves are lapsed in the current year only and are not carried forward.

In the restated financial statements, The Company has made provision for payment of Gratuity to its employees, based on the actuarial valuation report obtained from actuarial valuer.

6. FOREIGN EXCHANGE TRANSACTIONS

Foreign-currency denominated monetary assets and liabilities if any are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from the transactions relating to purchase of current assets like Raw Material etc. are included in the Statement of Profit and Loss. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction.

7. CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

8. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

9. INCOME TAX

The accounting treatment for the Income Tax in respect of the Company’s income is based on the Accounting Standard on ‘Accounting for Taxes on Income’ (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961. Company has opted for taxation under new regime u/s 115BAA of the Income Tax Act.

Deferred tax is recognized for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

10. EARNINGS PER SHARE

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

11. PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

12. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

13. SEGMENT REPORTING

Company is operating under a single segment

14. EMPLOYEE BENEFITS

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

(Rs. In Lakhs)

Details of Gratuity Expenses	01-04-2022 – 30-09-2022	2021-22	2020-21	2019-20
Profit and loss account for the period				
Current service cost	2.07	3.15	1.42	3.48
Interest on obligation	0.74	0.38	0.24	0
Expected return on plan assets	0	-	-	0
Net actuarial loss/(gain)	(0.46)	0.91	0.18	0
Recognised Past Service Cost-Vested	0	-	-	0
Loss (gain) on curtailments	0	-	-	0
Total included in 'Employee Benefit Expense'	2.35	4.44	1.84	3.48
prior year charge	0	-	-	0
Total Charge to P&L	2.35	4.44	1.47	3.48
Reconciliation of defined benefit obligation				
Opening Defined Benefit Obligation	9.76	5.32	3.48	0
Transfer in/(out) obligation	0	-	-	
Current service cost	2.07	3.15	1.42	3.48
Interest cost	0.74	0.38	0.24	0
Actuarial loss (gain)	(0.46)	0.91	0.18	0
Past service cost	0	-	-	0
Benefits paid	0	-	0	0
prior year charge	0	-	-	0
Closing Defined Benefit Obligation	12.11	9.76	5.32	3.48
Table of experience adjustments				
Defined Benefit Obligation	0	0	0	0
Plan Assets	0	-	-	0
Surplus/(Deficit)	**(12.11)**	**(9.76)**	**(5.32)**	**(3.48)**
Reconciliation of plan assets				
Opening value of plan assets	0	-	-	0
Transfer in/(out) plan assets	0	-	-	0
Expenses deducted from the fund	0	-	-	0
Expected return	0	-	-	0
Actuarial gain/(loss)	0	-	-	0
Contributions by employer	0	-	-	0
Benefits paid	0	-	-	0

Closing value of plan assets	**0**	**-**	**-**	**0**
Details of Gratuity Expenses	**01-04-2022 – 30-09-2022**	**2021-22**	**2020-21**	**2019-20**
Reconciliation of net defined benefit liability				
Net opening provision in books of accounts	9.76	5.32	3.48	0
Transfer in/(out) obligation	0	-	-	0
Transfer (in)/out plan assets	0	-	-	0
Employee Benefit Expense	2.35	4.44	1.84	3.48
Benefits paid by the Company	0	-	0	0
Contributions to plan assets	0	-	-	
Closing provision in books of accounts	**12.11**	**9.76**	**5.32**	**3.48**
Bifurcation of liability				
Current Liability	0.22	0.15	0.10	0.07
Non-Current Liability	11.89	9.61	5.22	3.41
Net Liability	**12.11**	**9.76**	**5.32**	**3.48**
Principle actuarial assumptions				
Discount Rate	7.66%	7.53%	7.12%	7.02%
Expected Return on Plan Assets	0.00%	0.00%	0.00%	0.00%
Salary Escalation Rate	7.00%	7.00%	7.00%	7.00%
Withdrawal Rates	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00%
Expected Return on Plan Assets	Not Applicable	Not Applicable	Not Applicable	Not Applicable

II. NOTES TO RESTATED SUMMARY STATEMENTS:

The financial statements for the period ended on September 30, 2022 and for the year ended on March 31, 2022, March 31, 2021 and March 31, 2020 respectively are prepared as per Schedule III of the Companies Act, 2013: -

1. Contingent liabilities and commitments (to the extent not provided for)
A disclosure for a contingent liability is usually reported in the notes to restated financial restatements when there is a possible obligation that may, require an outflow of the Company's resources. Contingent liabilities are reported in financial statements which qualifies as contingent liability in the restated period.

2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006
There are no outstanding dues of Micro or Small-Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, as per the Company disclosure and declaration obtained.

3. Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note W of the enclosed financial statements.

4. Deferred Tax liability/Asset in view of Accounting Standard – 22: "Accounting for Taxes on Income" as at the end of the year is as under:

(Rs.in lacs)

Particulars	For the Year Ended			
	01-04-2022 – 30-09-2022	**2021-22**	**2020-21**	**2019-20**
DTA/(DTL) on timing Difference in Depreciation as per Companies Act and Income Tax Act	(141.13)	(134.36)	(150.65)	(140.56)
DTA /(DTL) on timing Differences in others	1.94	39.50	400.10	464.94
Net Deferred Tax Asset/(Liability)	**(139.20)**	**(94.86)**	**249.46**	**324.38**

5. Directors' Remuneration:

(Rs. in lacs)

Particulars	01-04-2022 – 30-09-2022	2021-22	2020-21	2019-20
Directors' Remuneration (including sitting fees)	9.54	-	-	-
Total	**9.54**	**-**	**-**	**-**

6. Auditors' Remuneration:

(Rs. in lacs)

Particulars	For the Year Ended			
	01-04-2022 – 30-09-2022	2021-22	2020-21	2019-20
a. As Auditors				
Statutory & Tax Audit Fees	1.50	0.50	0.30	0.30
Total	**1.50**	**0.50**	**0.30**	**0.30**

7. Earnings per Share:

(Amt. Rs. in Lacs, except EPS)

Particulars	For the Period			
	01-04-2022 – 30-09-2022	2021-22	2020-21	2019-20
A. Total Number of equity shares outstanding at the end of the year (in lacs)	90	90	90	90
B. Weighted average number of equity shares outstanding during the year (in lacs)	90	90	90	90
C. Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated)	580.47	745.48	267.31	(33.49)
D. Basic and Diluted earnings per share (Rs.)	Basic: 6.45 Diluted: 6.45	Basic: 8.28 Diluted: 8.28	Basic: 2.97 Diluted: 2.97	Basic: (0.37) Diluted: (0.37)

The Company has allotted 60,00,000 bonus equity shares in ratio of 2:1 to its shareholders on January 4, 2023. Thus, the total 90,00,000 equity shares has been considered while deriving EPS of the Company retrospectively from F.Y. 2019-20 onwards.

8. Figures have been rearranged and regrouped wherever practicable and considered necessary.

9. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

10. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

11. Realizations

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

12. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

13. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest lacs. Figures in brackets indicate negative values.

14. Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements

- Qualification which required adjustment in restated financial statements:

  As required by AS 15 "Accounting for Retirement Benefits", Gratuity has to be provided on the actuarial basis, but during the year company has adopted a policy to provide for Gratuity on actual liability for eligible employee's basis, the impact of non-compliance of Accounting standard could not be ascertained as actuarial valuation is not available

Adjustments for audit qualifications/observations in Statutory Auditor's Report for F.Y. 2019-20 have been done in restated financial statements. Further, there were no audit qualifications/observations in Statutory Auditor's Report for F.Y. 2020-21 and 2021-22

15. Material Adjustments

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule III and Accounting Standards.

Statement of Adjustments in the financial statements is presented here below:

RECONCILIATION OF RESTATED PROFIT:

(Rs. in Lakhs)

Adjustments for	**01-04-2022 – 30-09-2022**	**2021-22**	**2020-21**	**2019-20**
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	576.24	749.07	587.12	(31.23)
Adjustments for:				
Provision for gratuity				0.47
Change in depreciation				
Short/excess Provision of deferred tax			(315.24)	2.49
Prior Period Expenses	4.23	(3.59)	(4.57)	(5.22)
Profit on sale of Fixed Assets				
Short/excess Provision Of tax				
Net Profit/ (Loss) After Tax as Restated	**580.47**	**745.48**	**267.31**	**(33.49)**

1.The provision for gratuity has been done in all years covered for restatement as per Actuarial Valuation Reports and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits

2. Prior period expenses have been restated to the extent of reporting done in financial statements.

3. Due to changes in gratuity provision the deferred tax component on the same has also undergone change.

The reconciliation of Equity and Reserves as per audited results and the Equity and Reserves as per Restated Accounts is presented below: -

RECONCILIATION OF EQUITY AND RESERVES:

(Rs. In Lakhs)

Particulars	**30-Sep-22**	**31-Mar-22**	**31-Mar-21**	**31-Mar-20**
Equity and Reserves as per Audited Balance sheet	2093.01	1516.78	767.70	180.59
Adjustments for:				
Difference Due to Change in DTA				324.38
Prior period Adjustments & Gratuity provision (Refer Note-1)	0.47	(3.77)	(0.16)	(4.74)
Equity and Reserves as per Re-stated Balance sheet	**2093.48**	**1513.01**	**767.54**	**500.23**

Note: 1

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserve and Surplus due to the restated effect on the profit / (loss) of prior period. Provision for Gratuity has been provided for in FY 2019-20 in restated financial statements. Effect of Deferred Tax Asset has been recognized in opening balance of DTA in FY 2019-20.

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

For APAS & CO LLP
Chartered Accountants
Firm Registration no: 000340C/C400308

Sd/-
RAJDEEP SINGH
Partner
Membership No.: 415549
Date: 04-01-2023
Place: Raipur

ANNEXURE V - NOTES TO THE RESTATED SUMMARY FINANCIAL INFORMATION

NOTE – A

RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

(Amt. in Rs. Lakhs, Except Share Data)

Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Share Capital				
Authorised Share Capital				
Equity shares of Rs.10 each	1,50,00,000.00	30,00,000.00	30,00,000.00	30,00,000.00
Equity Share Capital	1,500.00	300.00	300.00	300.00
Issued, Subscribed and Paid up Share Capital				
Equity Shares of Rs. 10 each fully paid up	30,00,000.00	30,00,000.00	30,00,000.00	30,00,000.00
Share Capital (in Rs.)	300.00	300.00	300.00	300.00
Total	**300.00**	**300.00**	**300.00**	**300.00**
Reserves and Surplus				
Securities Premium	734.40	734.40	734.40	734.40
Capital reserve	455.98	455.98	455.98	455.98
Surplus in Profit and Loss account				
Balance as per the last financial statements	22.63	(722.85)	(990.16)	(956.67)
Profit for the Year	580.47	745.48	267.31	(33.49)
Less: Issue of Bonus Shares		-	-	-
Less: Prior Period Tax				
Balance as at the end of Financial Year	**1793.48**	**1,213.01**	**467.53**	**200.22**

1. Terms/rights attached to equity shares:
   i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share

ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. Company does not have any Revaluation Reserve.
4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Number of shares at the beginning	30,00,000	30,00,000	30,00,000	30,00,000
Add: Bonus Share Issued		-	-	-
Add: Fresh Issue of shares			-	-
Number of shares at the end	30,00,000	30,00,000	30,00,000	30,00,000

5. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	30-09-2022	31-03-2022	31-03-2021	31-03-2020
M/s Jaiguru Vintrade Private Limited	10,60,000	10,60,000	10,60,000	10,60,000
Ravi Thakurdasji Laddha	3,68,000	4,13,000	3,65,000	3,65,000
Rajesh Somani	3,97,000	4,27,000	3,55,000	3,55,000
Pravin Somani	3,94,000	3,19,000	2,47,000	2,47,000
Chhattisgarh Metaliks & Alloys Private Limited	-	-	2,40,000	2,40,000
Aayush steel Co. Pvt. Ltd	1,85,000	1,85,000	1,85,000	1,85,000
Somani Processors Pvt. Ltd	1,70,000	1,70,000	1,70,000	1,70,000

NOTE – B

RESTATED STATEMENT OF LONGTERM BORROWINGS

(Rs. in Lakhs)

Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
(Secured)				
(a) Term loans				
From Banks and NBFC's				
Chhattisgarh Investments Ltd.	-	761.75	970.75	1,240.75
Less : Current maturity	-	-	(46.75)	(187.00)
Mahindra And Mahindra Financial Service	5.58	7.01	-	-
Less : Current maturity	(3.07)	(2.92)	-	-
HDFC BANK LTD- HYDRA	11.31	13.05	-	-
Less : Current maturity	(3.70)	(3.56)	-	-
Union Bank of India	17.98	18.92	-	-
Less : Current maturity	(2.38)	(2.29)	-	-
HDFC BANK LTD- Excavator	36.79	-	-	-
Less : Current maturity	(9.09)	-	-	-
Sub-total (a)	**53.43**	**791.96**	**924.00**	**1,053.75**
(b) Loans and advances from related parties & shareholders (Unsecured)				
From Directors	87.40	203.40	103.50	78.50
From Others	20.00	70.00	70.00	-
From Body Corporate	460.00	69.67	96.82	178.70
From Shareholders	100.00	-	-	-
Sub-total (b)	**667.40**	**343.07**	**270.32**	**257.20**
Total (a+b)	**720.83**	**1,135.03**	**1,194.32**	**1,310.95**

Notes:
1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A) and NOTE B (B)

NOTE – B(A) RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Rs. In Lakhs)

Name of Lender	Purpose	Sanctioned Amount (In Lacs)	Rate of Interest	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 30.09.2022 as per Books (In Lakhs)	Outstanding amount as on 31.03.2022 as per Books (In Lakhs)	Outstanding amount as on 31.03.2021 as per Books (In Lakhs)	Outstanding amount as on 31.03.2020 as per Books (In Lakhs)
Chhattisgarh Investment Limited	Term Loan	1,320.00	12.00 %	Hypothecation of Movable Assets and equitable mortgage of immovable properties of the Company	120 monthly equal installments of Rs 11,00,000/- commencing from 30 April 2019	-	761.75	970.75	1,240.75
HDFC Bank	Equipment Loan	15.00	8.00 %	Hypothecation of Equipment Financed	47 EMI of Rs. 37290 each starting from Sep'21	11.31	13.05	-	-
Union Bank	Equipment	19.65	7.25	Hypothecat	84 EMI of	17.98	18.92	-	-

of India	Loan		%	ion of Vehicle Financed	Rs. 29898 each starting from Dec'21				
Mahindra and Mahindra financial service	Vehicle Loan	8.80	10.00 %	Hypothecation of Vehicle Financed	35 EMI of Rs. 29110 each starting from Aug''21	5.58	7.01	-	-
HDFC Bank	Equipment Loan	37.72	9.50 %	Hypothecation of Vehicle Financed	47 EMI of Rs.0.92 lakhs each starting from Oct'22	36.79	-	-	-
Less: Current Maturity of Long Term Borrowings:						(18.23)	(8.77)	(46.75)	(187.00)
TOTAL						**53.43**	**791.96**	**924.00**	**1,053.75**

Note 1 - Personal Guarantee of Directors

NOTE B(B) STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

(Rs. In Lakhs)

Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	30-09-2022	31-03-2022	31-03-2021	31-03-2020
FROM INTER CORPORATE:-							
Chhattisgarh Metaliks And Alloys Private Limited	Business Loan	9.5%	Not repayable before 1 year from the balance sheet date	-	69.67	96.82	178.70
Maneesh Pipes Private Limited	Business Loan	9.0%		200.00	-	-	-
Mosh Varaya Infrastructure Limited	Business Loan	12.0%		260.00	-	-	-
FROM DIRECTORS:-							
Pravin Somani	Business Loan	0%		-	-	6.50	6.50
Rajesh Somani	Business Loan	0%		62.84	68.84	59.00	34.00
Ravi Thakurdasji Laddha	Business Loan	0%		24.56	134.56	38.00	38.00
FROM RELATIVE OF DIRECTORS:-							
Padma Somani	Business Loan	0%		20.00	20.00	20.00	-
Swati Ladhha	Business Loan	12%		-	50.00	50.00	-
FROM SHAREHOLDERS:-							
Padam Kumar Jain	Business Loan	0%		100.00	-	-	-
GRAND TOTAL				**667.40**	**343.07**	**270.32**	**257.20**

NOTE- C

RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

(Rs. in Lakhs)

Particulars	As At			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Opening Balance (A)	**Rs.**	**Rs.**	**Rs.**	**Rs.**
Opening Balance of Deferred Tax Asset / (Liability)	(94.86)	249.46	324.38	321.91
Closing Balances (B)				
(DTA) / DTL on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	(141.13)	(134.36)	(150.65)	(140.56)

(DTA) / DTL on account of gratuity provision	0.59	2.46	1.48	0.24
(DTA) / DTL on account of other disallowances	1.35	14.04	-	-
(DTA) / DTL on account of brought forward loss and depreciation	-	23.00	398.62	464.70
Closing Balance of Deferred Tax Asset / (Liability) (B)	**(139.20)**	**(94.86)**	**249.46**	**324.38**
Current Year Provision (B-A)	**(44.34)**	**(344.32)**	**(74.92)**	**2.47**

NOTE – C-1

RESTATED STATEMENT OF LONGTERM PROVISIONS

(Rs. in Lakhs)

Particulars	As At			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Long Term Provisions				
Provision for Gratuity	11.89	9.61	5.22	3.48
Total	**11.89**	**9.61**	**5.22**	**3.48**

NOTE – D

RESTATED STATEMENT OF SHORT TERM BORROWINGS

(Rs. in Lakhs)

Particulars	As At			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Secured (Payable within 12 months)				
Term Loan from Chhattisgarh Investments Limited.	-	-	46.75	187.00
HDFC Bank Ltd- HYDRA	3.70	3.56	-	-
Mahindra and mahindra financial service	3.07	2.92	-	-
Union Bank of India	2.38	2.29	-	-
HDFC Bank Ltd - Excavator	9.09			
Loan Repayable on Demand				
From Banks		-		104.91
From Other Parties	353.86	256.17	155.75	130.85
Sub total (a)	**372.09**	**264.94**	**202.50**	**422.76**
Unsecured				
Loan from Others		-	-	-
Loan from Directors		-	-	-
Sub Total (b)		**-**	**-**	**-**
Total (a+b)	**372.09**	**264.94**	**202.50**	**422.76**

Note :

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A) and NOTE B (B)

NOTE – E

RESTATED STATEMENT OF TRADE PAYABLES

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Trade Payables				
For Goods & Services	-	-	-	-
For Assets	-	-	-	-
For Expenses	-	-	-	-
Micro, Small and Medium Enterprises	-	-	-	-
Other than Micro, Small and Medium Enterprises	624.12	361.51	233.22	329.10
Total	**624.12**	**361.51**	**233.22**	**329.10**

Notes:

1.The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

NOTE – F

RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Other Current Liabilities				
Advanced From Customers	19.22	41.81	134.33	86.93
Taxes & Duties Payable	6.19	15.42	19.12	18.37
GST Payable	81.08	49.02	46.20	27.34
Other Payable				
Audit Fee payable	1.50	0.45	0.28	0.27
Employee benefit payable	42.94	11.60	5.73	1.22
Creditor for Capital Goods	9.70	-	178.01	270.69
Outstanding liabilities for other expenses	9.35	23.49	30.67	19.40
Interest on Unsecured Loan Payable	14.33	9.38	-	-
Overdraft in Current account	-	62.32	-	-
Total	**184.31**	**213.49**	**414.34**	**424.23**

NOTE – G

RESTATED STATEMENT OF SHORT TERM PROVISIONS

(Rs. in Lakhs)

Particulars	As At			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Short Term Provisions				
Provision for Income Tax	157.19	-	-	-
Provision for Gratuity	0.22	0.15	0.10	-
Total	**157.41**	**0.15**	**0.10**	**-**

NOTE – H

RESTATED STATEMENT OF FIXED ASSETS

FY 2019-20

Propery Plant & Equipments	Gross Block				Accumulated Depreciation				NET BLOCK	
	Balance as at 1 April 2019	Additions	Disposals	Balance as at 31st March 2020	Balance as at 1st April 2019	Transfer of asset	Depreciation charge for the year	Balance as at 31st March 2020	Net Block as at 31st March 2020	Net Block at 31 March 2019
TANGIBLE ASSETS										
Own Assets										
Factory Land	62.77	-	-	62.77	-	-	-	-	62.77	62.77
Factory Shed & Building	603.99	-	-	603.99	129.57	-	26.81	156.38	447.62	474.42
Plant and Machinery	1,648.62	53.27	-	1,701.89	515.22	-	104.01	619.23	1,082.66	1,133.40
Office Equipments	1.82	1.79	-	3.61	1.22	-	0.23	1.44	2.17	0.61
Computers	6.97	0.70	-	7.67	6.13	-	0.48	6.61	1.06	0.85
Furniture & Fixture	30.78	0.38	-	31.16	11.17	-	3.14	14.31	16.85	19.60
Vehicles	60.74	0.03	-	60.77	45.63	-	3.76	49.39	11.39	15.12
Total A	2,415.70	56.16	-	2,471.86	708.94	-	138.42	847.36	1,624.51	1,706.76
Previous Year	2,326.79	88.91	-	2,415.70	574.22	-	134.72	708.94	1,706.76	1,752.57
Capital Work In Progress	13.59	6.09	-	19.68	-	-	-	-	19.68	13.59
Total B	13.59	6.09	-	19.68	-	-	-	-	19.68	13.59
***Previous Year**	-	13.59	-	13.59	-	-	-	-	13.59	-
(* Previous Figures have been reclassified, Regrouped from Last Year)	-	-	-	-	-	-	-	-	-	-
Total (A+B)	2,429.29	62.25	-	2,491.55	708.94	-	138.42	847.36	1,644.19	1,720.36
Previous Year	2,326.79	102.50	-	2,429.29	574.22	-	134.72	708.94	1,720.36	1,752.57

F.Y. 2020-21

Propery Plant & Equipments	Gross Block				Accumulated Depreciation				NET BLOCK	
	Balance as at 1st April 2020	Additions	Disposals	Balance as at 31st March 2021	Balance as at 1st April 2020	Transfer of asset	Depreciation charge for the year	Balance as at 31st March 2021	Net Block as at 31st March 2021	Net Block at 31st March 2020
TANGIBLE ASSETS										
Own Assets										
Factory Land	62.77	-	-	62.77	-	-	-	-	62.77	62.77
Factory Shed & Building	603.99	-	-	603.99	156.38	-	27.51	183.89	420.10	447.62
Plant and Machinery	1,701.89	104.95	-	1,806.84	619.23	-	111.93	731.16	1,075.68	1,082.66
Office Equipments	3.61	0.32	-	3.94	1.44	-	0.26	1.70	2.23	2.17
Computers	7.67	0.75	-	8.42	6.61	-	0.69	7.30	1.12	1.06
Furniture & Fixture	31.16	0.03	-	31.19	14.31	-	3.09	17.40	13.79	16.85
Vehicles	60.77	-	13.01	47.77	49.39	12.36	1.96	39.00	8.77	11.39
Total A	2,471.86	106.06	13.01	2,564.92	847.36	-	145.45	980.45	1,584.47	1,624.51
Previous Year	2,415.70	56.16	-	2,471.86	708.94	-	138.42	847.36	1,624.51	1,706.76
Capital Work In Progress	19.68	4.35	-	24.04	-	-	-	-	24.04	19.68
Total B	19.68	4.35	-	24.04	-	-	-	-	24.04	19.68
***Previous Year**	13.59	6.09	-	19.68	-	-	-	-	19.68	13.59
(* Previous Figures have been reclassified, Regrouped from Last Year)	-	-	-	-	-	-	-	-	-	-
Total (A+B)	2,491.55	110.41	13.01	2,588.96	847.36	-	145.45	980.45	1,608.51	1,644.19
Previous Year	2,429.29	62.25	-	2,491.55	708.94	-	138.42	847.36	1,644.19	1,720.36

F.Y. 2021-22

Propery Plant & Equipments	Gross Block				Accumulated Depreciation				NET BLOCK	
	Balance as at 1st April 2021	Additions	Disposals	Balance as at 31st March 2022	Balance as at 1st April 2021	Transfer of asset	Depreciation charge for the year	Balance as at 31st March 2022	Net Block as at 31st March 2022	Net Block at 31st March 2021
TANGIBLE ASSETS										
Own Assets										
Factory Land	62.77	62.79	3.64	121.92	-	-	-	-	121.92	62.77
Factory Shed & Building	603.99	25.48	-	629.47	183.89	-	29.13	213.01	416.46	420.10
Plant and Machinery	1,806.84	87.06	48.00	1,845.90	731.16	4.56	112.86	839.45	1,006.44	1,075.68
Office Equipments	3.94	2.35	-	6.29	1.70	-	0.48	2.18	4.11	2.23

Computers	8.42	1.40	-	9.82	7.30	-	0.90	8.21	1.62	1.12
Furniture & Fixture	31.19	-	-	31.19	17.40	-	2.47	19.87	11.32	13.79
Vehicles	47.77	30.81	13.57	65.01	39.00	12.90	5.62	31.72	33.28	8.77
Total A	2,564.92	209.89	65.22	2,709.60	980.45	17.46	151.45	1,114.45	1,595.15	1,584.47
Previous Year	2,415.70	106.06	13.01	2,564.92	847.36	-	145.45	847.36	1,584.47	1,624.51
Capital Work In Progress	24.04	539.43	42.21	521.26	-	-	-	-	521.26	24.04
Total B	24.04	539.44	42.21	521.26	-	-	-	-	521.26	24.04
***Previous Year**	19.68	4.35	-	24.04	-	-	-	-	24.04	19.68
Total (A+B)	2,588.96	749.33	107.43	3,230.86	980.45	-	151.45	1,114.45	2,116.41	1,608.51
Previous Year	2,429.29	110.41	13.01	2,491.55	847.36	-	145.45	847.36	1,608.51	1,644.19

F.Y. 2022-23 (Up to September'22)

	Gross Block				Accumulated Depreciation				NET BLOCK	
	Balance as at 1st April 2022	Additions	Disposals	Balance as at 30th September 2022	Balance as at 1st April 2022	Transfer of asset	Depreciation charge for the year	Balance as at 30th September 2022	Net Block as at 30th September 2022	Net Block as at 31st March 2022
TANGIBLE ASSETS										
Own Assets										
Factory Land	121.92	54.92		176.84	-	-	-	-	176.84	121.92
Factory Shed & Building	629.47	49.55		679.02	213.01	-	16.40	229.41	449.61	416.46
Plant and Machinery	1,845.90	621.83		2,467.73	839.45	-	64.60	904.05	1,563.67	1,006.44
Office Equipments	6.29	3.51		9.80	2.18	-	0.47	2.66	7.15	4.11
Computers	9.82	2.40		12.22	8.21	-	0.72	8.93	3.30	1.62
Furniture & Fixture	31.19	4.22		35.41	19.87	-	1.42	21.28	14.12	11.32
Vehicles	65.01	-		65.01	31.72	-	2.89	34.62	30.39	33.28
Total A	**2,709.60**	**736.42**	**-**	**3,446.02**	**1,114.45**	**-**	**86.50**	**1,200.95**	**2,245.07**	**1,595.15**
Previous Year	2,564.92	209.89	65.22	2,709.60	980.45	17.46	151.45	1,114.45	1,595.15	1,584.47
Capital Work In Progress	521.26	87.52	588.67	20.10	-	-	-	-	20.10	521.26
Total B	**521.26**	**87.52**	**588.67**	**20.10**	**-**	**-**	**-**	**-**	**20.10**	**521.26**
***Previous Year**	24.04	539.44	42.21	521.26	-	-	-	-	521.26	24.04
Total (A+B)	**3,230.86**	**823.94**	**588.67**	**3,466.13**	**1,114.45**	**-**	**86.50**	**1,200.95**	**2,265.18**	**2,116.41**
Previous Year	2,588.96	749.33	107.43	3,230.86	980.45	-	151.45	1,114.45	2,116.41	1,608.51

Notes:
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – H1

RESTATED STATEMENT OF NON CURRENT INVESTMENTS

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Deposit with Bank (Maturity more than 12 months)	13.20	13.20	13.20	13.20
Other Non-Trade	-	-	-	-
a. Investment	-	-	-	-
b. Equity Instruments (fully paid up-unless otherwise stated)	-	-	-	-
Quoted	-	-	-	-
- Mutual Fund	-	-	-	-
- Equity Share	-	-	-	-
(Mphasis Limited 150 Shares(PY 150))	-	-	1.74	1.74
(TCS Limited 36 Shares(PY Nil))	1.34	1.34	-	-
Unquoted		-	-	-
TOTAL	**14.54**	**14.54**	**14.94**	**14.94**

NOTE – H2

RESTATED STATEMENT OF LONG TERM LOANS AND ADVANCES

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
a. Capital Advances				
Unsecured and considered good	58.87	4.52	34.00	34.00
b. Other Loans and advances		-	-	-
Unsecured and considered good	-	-	-	-
GST Receivable	-	-	8.55	0.10
Advance Taxes Paid	-	-	-	
TDS & TCS Receivable	-	-	5.96	7.29
TOTAL	**58.87**	**4.52**	**48.51**	**41.39**

NOTE – H3

RESTATED STATEMENT OF OTHER NON CURRENT ASSETS

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Security Deposits	458.41	266.46	274.34	247.96
TOTAL	**458.41**	**266.46**	**274.34**	**247.96**

NOTE – I

RESTATED STATEMENT OF TRADE RECEIVABLES

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Trade Receivables				
Unsecured Considered good				
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-	-	-
Dues From Directors, Related parties/Common Group Company, etc	-	-	-	-
Others	-	13.41	56.26	17.91
Sub Total (A)	**-**	**13.41**	**56.26**	**17.91**
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)				
Dues From Directors, Related parties/Common Group Company, etc	-	-	-	-

Others	79.02	42.96	27.64	49.81
Sub Total (B)	**79.02**	**42.96**	**27.64**	**49.81**
Unsecured Considered Doubtful				
Trade receivables outstanding for a period exceeding six months from the date they are due for payment				
Dues From Directors, Related parties/Common Group Company, etc	-	-	-	-
Others	10.64	-	-	-
Sub Total (C)	10.64	-	-	-
Total	89.66	56.38	83.90	67.73
Less: Provision for Doubtful debts	(10.64)	-	-	-
Net Trade Receivables	**79.02**	**56.38**	**83.90**	**67.73**

Notes:
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

NOTE – J

RESTATED STATEMENT OF CASH & CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	**As at**			
	30-09-2022	**31-03-2022**	**31-03-2021**	**31-03-2020**
Cash and Cash Equivalents				
Cash on Hand	2.47	1.80	0.78	0.55
Balances with Banks in Current Accounts	2.67	12.39	66.15	0.33
Other Bank Balances		-	-	-
Total	**5.14**	**14.19**	**66.93**	**0.89**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – K

RESTATED STATEMENT OF INVENTORIES

(Rs. in Lakhs)

Particulars	**As at**			
	30-09-2022	**31-03-2022**	**31-03-2021**	**31-03-2020**
Stock of Raw Material and Stock in Trade				
a. Raw Materials (Valued at Average Cost)	461.98	416.69	135.08	104.79
b. Finished goods (Valued at Lower of Cost or NRV)	487.51	460.82	178.57	349.27
c. Semi Finished Goods (Valued at Lower of Cost or NRV)	2.37	0.92	0.69	-
d. Stock in Trade (Valued at Lower of Cost or NRV)	9.79	6.95	4.70	7.86
e. Stores and Consumables (Valued at Average Cost)	88.33	59.03	37.43	29.04
f. Stock of Foundry Rejects (Valued at NRV)	2.46	15.33	7.13	5.08
Total	**1,052.43**	**959.74**	**363.60**	**496.05**

NOTE – L

RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

(Rs. in Lakhs)

Particulars	**As at**			
	30-09-2022	**31-03-2022**	**31-03-2021**	**31-03-2020**
Unsecured, Considered Good unless otherwise stated				

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Balances dues from Government Authority	89.82	93.39	2.29	2.29
Loan and advance to Others (Unsecured and considered good)	1.18	0.91	2.23	0.96
Intercorporate Deposits				
a. Body Corporate (Related Parties)	57.36	-	-	-
Advance to Suppliers (Unrelated parties)	205.04	105.67	99.51	138.47
Less: Provision for Doubtful advances	-	(46.17)		
Total	**353.40**	**153.80**	**104.03**	**141.72**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE – M

RESTATED STATEMENT OF OTHER CURRENT ASSETS

(Rs. in Lakhs)

Particulars	As at			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Prepaid Expenses	4.21	3.07	0.32	0.33
Other Current Assets	**12.12**	**3.48**	**2.71**	**11.16**
Appeal Agt. Case No.15 (IGST)	0.85	0.85	0.85	-
Interest Accrod But Not Due (FD)	3.17	2.60	1.83	0.86
Interest on SD CSPDCL receivable	8.07	-	-	9.27
MEIS Duty Credit Scrip in Hand	0.03	0.03	0.03	1.02
Total	**16.33**	**6.55**	**3.03**	**11.49**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

NOTE-N

RESTATED STATEMENT OF REVENUE FROM OPERATIONS

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
(a) Revenue from sale of products	**4,813.13**	**4,881.78**	**2,407.02**	**3,165.22**
(i) Revenue from Manufactured Goods	4,593.50	4,673.00	2,372.78	2,655.73
(ii) Revenue from Traded Goods	219.63	208.78	34.24	509.49
(b) Revenue from Services	**2.73**	**5.72**	**4.68**	**0.25**
(i) Revenue from Freight Services	1.69	3.39	2.79	0.05
(ii) Revenue from Service Charges	1.05	2.33	1.89	0.20
Total (A+B)	**4,815.86**	**4,887.50**	**2,411.70**	**3,165.47**

NOTE – O

RESTATED STATEMENT OF OTHER INCOME

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Other Income				
Commission on Sales		-	0.59	3.79
Interest from Fixed Deposits and other deposits	8.64	12.10	11.72	11.26
MEIS Incentive	-	-	-	1.02
Profit on Sale of Fixed Assets	-	5.28	1.30	-
Profit on Sale of Investments	-	2.45	-	-
Interest on IT Refund	-	0.30	0.15	0.04
Balance Written Off	0.17	(0.10)	32.06	-
Income from Dividend	0.01	-	-	-
Total	**8.82**	**20.03**	**45.82**	**16.11**

1. The balance written off of Rs.32.06 lakhs in the year ended 31-03-2021 pertains of sundry debtors balances which are irrecoverable and classified as bad debt and sundry creditors balances which need not be paid anymore.

NOTE – P

RESTATED STATEMENT OF Raw Material Consumption

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Opening Stock of Raw Material	432.02	142.21	114.63	90.48
Purchase of Materials	1,882.00	1,623.64	475.56	713.28
Less: Closing stock of Raw Material	(464.44)	(432.01)	(142.21)	(114.63)
Less: Disposal as such	(19.56)	-	-	-
Total	**1,830.02**	**1,333.84**	**447.98**	**689.13**

NOTE – Q

RESTATED STATEMENT OF CHANGE IN INVENTORIES

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Opening Balance of Stock				
(i) Finished Goods	460.82	178.57	349.27	82.08
(ii) Work-in-progress	0.92	0.69	-	1.04
(iii) Stock-in-trade	6.95	4.70	7.86	4.09
Total	468.69	183.96	357.14	87.22
Less: Closing Balance of Stock				
(i) Finished Goods	487.51	460.82	178.57	349.27
(ii) Work-in-progress	2.37	0.92	0.69	-
(iii) Stock-in-trade	9.79	6.95	4.70	7.86
Total	499.66	468.69	183.96	357.14
Increase/(Decrease) in Stock	**(30.97)**	**(284.73)**	**173.18**	**(269.92)**

NOTE – R

RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Salary and Wages	151.41	234.61	123.04	97.61
Remunration to Directors & MD	9.54	-	-	-
Staff Welfare Expenses	7.59	3.03	1.41	1.49
Total	**168.53**	**237.64**	**124.46**	**99.10**

NOTE – S

RESTATED STATEMENT OF FINANCE COST

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Interest expense	47.59	119.38	174.04	173.61
Other Borrowing cost	6.45	0.49	0.24	0.86
Total	**54.04**	**119.87**	**174.28**	**174.47**

NOTE – T

RESTATED STATEMENT OF DEPRECIATION & AMORTISATION

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Depreciation and Amortisation Expenses	86.50	151.45	145.45	138.42
Total	**86.50**	**151.45**	**145.45**	**138.42**

NOTE – U

RESTATED STATEMENT OF OTHER EXPENSES

(Rs. in Lakhs)

Particulars	For the period ended on			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Manufacturing Expense				
Consumption of Stores and consumables	280.14	326.16	180.96	219.46
Production & Handling Charges	62.32	128.90	74.32	165.45
Power & Fuel Expenses	1,287.58	1,477.51	723.60	1,431.79
Total	1,630.03	1,932.57	978.88	1,816.69
Administrative & Selling Expense				
Audit Fees	1.50	0.30	0.30	0.30
Administrative Expenses	49.83	63.26	39.88	49.21
Computer Repair & Maintenance	-	-	0.49	0.35
Conveyance Expenses	3.77	6.61	1.72	1.58
Corporate Social Responsibilty (CSR)	1.20	0.98	-	-
Courier Expenses (GST)	-	0.01	1.77	1.15
Custom Clearance Charges	-	0.58	0.31	0.36
Donation	0.06	0.05	0.03	0.01
Ex-Gratia	-	-	-	0.27
FEES & TAXES	3.78	6.18	3.82	0.93
Gardning Exp.	-	-	0.00	-
GST Audit Liability Exp.	-	0.82	-	-
Hotelling Charges	0.66	0.17	0.10	0.41
Inclusion Processing Charges	-	-	0.15	0.10
Input CGST & SGST Not Availed	-	-	-	0.05
Insurance Charges	4.59	3.80	2.46	2.28
Interest on EPF	-	-	0.00	0.00
Interest on ESIC	-	-	-	0.18
Interest on GST	-	-	0.55	-
Internet Lease Line	0.10	-	-	
Inspection Charges	1.76	-	0.18	1.05
Late Fees (GST)	-	0.00	0.01	0.00
Lease Rent (Land)	-	0.96	-	-
Legal & Professional Expenses	0.08	0.49	1.36	0.02
License Fees	-	1.41	-	2.75
Membership A/c	-	-	0.13	0.11
Office Expenses	1.52	1.48	0.52	0.43
Penalty Charges	-	0.35	0.20	0.01
Postage,Telegram & E-Mail Exp.	0.04	0.24	0.05	0.02
Printing & Stationery	0.72	1.73	0.73	0.91
Packing & Forwarding Charges	0.02	0.26	0.09	0.12
Professional Charges	8.78	19.71	18.51	27.34
R/M Furniture & Fixture Office Equipments Impliment	1.19	0.73	0.21	0.43
Repair & Maintenance of Factory Shed & Building	4.24	5.59	0.15	1.73
R & M of Computer & Office Equip.	-	1.30	0.11	0.40
ROC Filing & Legal Exp.	10.84	0.48	-	0.06

Round Off	(0.00)	(0.00)	0.00	(0.00)
Running , Repair & Maintenance of Vehicle	4.39	5.66	5.46	5.01
Service Charges	0.21	3.05	0.24	0.62
Sundry Balances Written Off	-	-	-	0.03
Tax Audit Fees	-	0.20	0.20	0.20
TDS Liability	1.01	-		
Telephone & Mobile Expenses	0.27	0.42	0.29	0.27
Tender Exp.	-	-	0.01	-
Trading Freight	0.60	-	-	-
Selling Expenses	24.73	37.71	11.02	25.79
Actual Marking Fee	0.64	1.73	1.38	0.79
Annual License Fee	-	0.01	0.01	0.01
Business Promotion Fee	0.69	4.36	0.27	2.14
Railway & Air Ticket Charges	0.26	1.64	0.49	1.10
Travelling/Lodging/Fooding Exp.	2.66	5.91	0.94	9.21
Advertisement Expenses (GST)	-	0.18	-	-
Commission Charges	5.39	12.11	1.22	3.86
Freight Outward Charges	15.09	11.77	6.70	8.68
Provision for doubtful debts/advance	10.64	46.17	-	-
Total	86.70	147.44	51.20	75.29

NOTE – V

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

(Rs. in Lakhs)

Particulars	**As at**			
	30-09-2022	**31-03-2022**	**31-03-2021**	**31-03-2020**
Contingent liabilities in respect of:				
Claims against the company not acknowledged as debts : Addition u/s 147 rws 144B of Income Tax Act for FY 2013-14. Company has preferred appeal against the said addition in front of CIT(Appeals) and further, there would be no tax outflow in case adverse decision also.	25.00	25.00	-	-
The company has filed an appeal before the Appellate Authority, Chhattisgarh dated 22.03.2021 having appeal no. AD220321002868G against the order dated 29.12.2020 for an amount of Rs. 20,79,065/-. The appeal is disposed off through a Rectification order passed on 26.10.2021 when the demand has been upheld and only interest is reduced to 10% of the penalty amount as per Sec 73(9) of the Act. Thus, the amount payable is 13,10,637/-. The company will contest the demand, however, the appeal is pending for filing due to non-constitution of the Appellate Tribunal as on date.	13.10	13.10	-	-
The company has filed an appeal before the Appellate Additional Commissioner, Commercial Tax, Raipur (C.G.) against the order passed by the Asst. Commissioner dated 27.11.2019 through which assessing officer has imposed tax at full rate by rejection of Form C. The Assessee has submitted that Form 'C' along with supporting documents are filed on 23.12.2019 and hence, the appeal to be allowed. The appeal is pending for hearing.	2.10	2.10	-	-
The company received the reminder Show Cause Notice dated 18.07.2022 against the scrutiny of Tran-1 under which company claimed credit of Vat carried	16.55	-	-	-

forward in the return as SGST Credit. The company has submitted its reply along with all the necessary documents on 13.09.2022 for the satisfaction of the notice. The matter is pending adjudication.				
Guarantees given on Behalf of the Company	13.20	13.20	13.20	13.20
Total	**69.95**	**53.40**	**13.20**	**13.20**

NOTE – W

RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

AA **RELATED PARTY DISCLOSURE**

(a) **List of Related parties**

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

Sr. No.	Name of the Person / Entity	Description of Relationship
1	Rajesh Somani	Wholetime Director
2	Prawin Somani	Wholetime Director
3	Ravi Thakurdasji Laddha	Non Executive Director
4	Padma Somani	Wholetime Director (wef 02-01-23)
5	Anju Somani	Relative of KMP
6	Swati Laddha	Relative of Non Executive Director
7	Anuj Saboo	Relative of KMP
8	Ravi T Laddha HUF	Related to KMP
9	M/s Shree Balaji Iron and Steel Traders	Common Director
10	Somani Processors Private Limited	Common Director
11	Chhattisgarh Metaliks & Alloys Private Limited	Common Director
12	Mosh Varya Infrastructure Limited	Common Director
13	Srikar Innovative Industries Private Limited	Common Director

(b) Transaction with related Parties :-

Particulars	For the financial year			
	2022-23 (Up to September'22)	2021-22	2020-21	2019-20
Interest Paid	**8.71**	**10.43**	**15.38**	**0.45**
Swati Laddha	2.73	6.01	0.61	-
Chhattisgarh Metaliks & Alloys Private Limited	0.20	4.41	14.76	0.45
Mosh Varaya Infrastructure Limited	5.78	-	-	-
Expense made on behalf of company	**4.47**	**2.99**	**2.82**	**4.04**
Rajesh Somani	3.43	2.01	2.82	2.78
Prawin Somani	1.04	0.50	-	1.09
Ravi Thakurdasji Laddha	-	0.48	-	0.17
Expense Amount Reimbursed	**3.89**	**8.26**	**2.08**	**2.05**
Rajesh Somani	3.25	2.42	2.08	1.79
Prawin Somani	0.64	5.36	-	-
Ravi Thakurdasji Laddha	-	0.48	-	0.25
Salary Paid	**16.97**	**12.00**	**-**	**-**
Anju Somani	-	12.00	-	-
Prawin Somani	8.61	-	-	-
Rajesh Somani	0.93	-	-	-
Padma Somani	5.57	-	-	-
Swati Laddha	1.86	-	-	-
Sales	**10.23**	**24.66**	**-**	**-**
M/s. Shree Balaji Iron and Steel Traders	10.23	24.36	-	-
Srikar Innovative Industries Private Limited	-	0.30	-	-
Purchase	**6.79**	**89.84**	**10.10**	**10.57**

Particulars	For the financial year			
	2022-23 (Up to September'22)	2021-22	2020-21	2019-20
Mosh Varaya Infrastructure Limited	6.79	80.49	5.51	10.57
Somani Processors Private Limited		9.35	4.59	-
Loans Received	**310.00**	**140.00**	**95.00**	**36.00**
Rajesh Somani		30.00	25.00	36.00
Ravi Thakurdasji Laddha	50.00	110.00	-	-
Padma Somani	-	-	20.00	-
Swati Laddha	-	-	50.00	-
Mosh Varaya Infrastructure Limited	260.00	-	-	-
Advance Received	**-**	**148.44**	**80.00**	**181.70**
Chhattisgarh Metaliks & Alloys Private Limited	-	148.44	80.00	181.70
Loans Repaid/ Given	**221.41**	**40.10**	**-**	**12.00**
Rajesh Somani	6.00	20.16	-	12.00
Prawin Somani	-	6.50	-	-
Ravi Thakurdasji Laddha	160.00	13.44	-	-
Swati Laddha	55.41	-	-	-
Advance Repaid/ Given/ Settled	**57.36**	**195.79**	**165.16**	**12.07**
Chattisgarh Metaliks & Alloys Private Limited	57.36	186.79	165.16	3.00
Swati Laddha	-	9.00	-	-
Somani Processors Private Limited	-	-	-	9.07
Balances at the end of year (LOAN)	-	-	-	-
Payables/ (Receivables)	**319.33**	**355.18**	**282.39**	**254.06**
Rajesh Somani	62.84	68.84	59.00	34.00
Prawin Somani	-	-	6.50	6.50
Ravi Thakurdasji Laddha	24.56	134.56	38.00	38.00
Swati Laddha	-	50.00	50.00	(9.00)
Swati Laddha (Interest Payable)	2.73	5.41	0.57	-
Padma Somani	20.00	20.00	20.00	-
Chhattisgarh Metaliks & Alloys Private Limited	(57.36)	69.67	96.82	178.70
Chhattisgarh Metalik & Alloys Private Limited (Interest Payable)	0.20	3.97	10.78	0.41
Rajesh Somani - Imprest	0.18	-	0.42	1.16
Prawin Somani - Imprest	0.40	-	-	4.29
Somani Processors Private Limited	-	-	0.92	-
Mosh Varaya Infrastructure Limited	260.00	3.03	3.52	-
Mosh Varaya Infrastructure Limited (Interest Payable)	5.78	-		-
Swati Laddha - Advance	-	-	(9.00)	-
Ravi Thakurdasji Laddha - Imprest	-	-	4.86	-
Srikar Innovative Industries Private Limited	-	(0.30)	-	-

NOTE – X

RESTATED STATEMENT OF TAX SHELTER

(Rs. In Lakhs)

Particulars	As at March 31,			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Restated profit before tax as per books (A)	782.00	1,089.80	342.24	(35.97)
Tax Rates				
Income Tax Rate (%)	25.17%	25.17%	27.82%	26.00%
Minimum Alternative Tax Rate (%)	NA	NA	15.60%	19.24%
Adjustments :				
Income Considered Separately	0	5.41		
Disallowed	**29.43**	**64.92**	**7.64**	**5.06**
Gratuity Provision Disallowed	2.28	4.39	1.75	3.48
Interest on TDS	0.06	0.10	0.41	-

Particulars	As at March 31,			
	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Disallowance for EPF delay (Employee)	5.19	2.56	-	-
Disallowance for ESIC delay (Employee)	0.42	0.06	-	-
Penalty	0.00	0.35	0.20	0.01
Prior Period Exp	4.24	0.65	5.28	1.57
Provision for Vendor adv	10.64	46.17	-	-
Provision for Bonus payable	5.35	9.62	-	-
CSR	1.20	0.98	-	-
Donation	0.06	0.05	-	-
Timing Difference ©				
Book Depreciation	86.50	151.45	145.45	138.42
Income Tax Depreciation allowed	113.01	136.94	145.03	154.22
Total Timing Difference	(26.51)	14.52	0.41	(15.80)
Net Adjustment D= (B+C)	2.92	74.03	8.05	(10.74)
Tax Expenses		-	-	-
Income from Capital Gains (E)	0	5.41	-	-
Income from Other Sources	0	-	-	-
Bank Interest	0	-	-	-
Interest Received on I.Tax Refund	0	-	-	-
Deduction under chapter VI (H)		-		
Taxable Income/(Loss) (A+D+E+G+H)	784.92	1,163.83	350.29	(46.70)
Brought Forward Loss/Depreciation	92.93	1,430.11	1,780.40	1,733.69
Carried Forward Loss/Depreciation	-	92.93	1,430.11	1,780.40
Income Tax on Above	157.19	-	-	-
MAT on Book Profit	NA	NA	-	-
Tax paid as per normal or MAT	115BAA	115BAA	Normal	Normal

NOTE - Y

CAPITALIZATION STATEMENT

(Amt. Rs. in Lacs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	372.09	372.09
Long Term Debt (B)	720.83	720.83
Total debts (C)	**1092.93**	**1092.93**
Shareholders' funds		
Equity share capital	300.00	1224.00
Reserve and surplus - as restated	1793.48	2,165.48
Total shareholders' funds	2093.48	**3389.48**
Long term debt / shareholders funds (in Rs.)	0.34	0.21
Total debt / shareholders funds (in Rs.)	0.52	0.32

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30.09.2022.
4. Bonus Issue of 60,00,000 Equity Shares in the ratio of 2:1 has been allotted held in the Board Meeting held on January 04, 2023
5. 32,40,000 Equity Shares to be allotted in the Initial Public Offer in terms of Red Herring Prospectus dated January 20, 2023.

NOTE – Z

RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Rs. in Lakhs except Per Share Data)

Particulars	30-09-2022	31-03-2022	31-03-2021	31-03-2020
Net Worth (A)	1637.50	1,057.03	311.55	44.24
Adjusted Profit after Tax (B)	580.47	745.48	267.31	(33.49)
Number of Equity Share outstanding as on the End of Year (c)	30,00,000	30,00,000	30,00,000	30,00,000
Weighted average no of Equity shares at the time of end of the year (D)	90,00,000	90,00,000	90,00,000	90,00,000
Face Value per Share	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D)	6.45	8.28	2.97	(0.37)
Return on Net worth (%) (B/A)	70.90%	70.53%	85.80%	-75.71%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	54.58	35.23	10.39	1.47
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	18.19	11.74	3.46	0.49
EBITDA	907.27	1,340.60	615.90	259.95

Note:

1) The ratios have been computed as below: The Below ratios have not been annualized for the period ended 30th September 2022.

(a) Basic earnings per share (Rs.) -: Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.) -: Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) While computing weighted average number of equity shares for the stub period and three financial years, the bonus issue of 60,00,000 equity shares alloted in the ratio of 2:1 to the shareholders, through Board Meeting dated January 04, 2023 has been considered.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (Excluding Capital Reserve)

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.

Additional Information to The financial statements:-

NOTE NO. ZA Other Disclosures as per Schedule-III of the Companies Act, 2013

ZA1 Value of imports calculated on C.I.F basis by the company during the financial year in respect of

(Amt. Rs. in Lacs)

	Particulars	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
(a)	Raw materials/ Traded Goods	-	2.16	0.56	-

ZA2 Total value of all imported and Indigenous raw materials, spare parts and components consumed during the financial year and the total value of all raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;

(Amt. Rs. in Lacs)

	Details of consumption of Raw Material *	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
(i)	Imported Raw materials	-	2.16	0.56	-
(ii)	Indigenous Raw materials	-	1,657.84	628.38	908.59

The stores and spares consumed are 100% indigenous.

ZA3 Earnings in foreign exchange

Earnings in foreign exchange

(Amt. Rs. in Lacs)

	Particulars	As at 30 September 2022	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
(a)	Export of goods calculated on FOB basis	-	-	-	36.18

NOTE NO. ZB: Other Disclosures

ZB1 Trade Payable Ageing summary

(Amt. Rs. in Lacs)

SN	Particulars	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years
	As at 30 September 2022				
(i)	MSME	-	-	-	-
(ii)	Others	0.01	-	-	-
(iii)	Disputed Dues - MSME	-	-	-	-
(iv)	Disputed Dues - Others	-	-	-	0.60
	As at 31 March 2022				
(i)	MSME	-	-	-	-
(ii)	Others	329.38	1.45	2.50	27.58
(iii)	Disputed Dues - MSME	-	-	-	-
(iv)	Disputed Dues - Others	-	-	-	0.60
	As at 31 March 2021				
(i)	MSME	-	-	-	-
(ii)	Others	220.28	10.65	0.13	2.16
(iii)	Disputed Dues - MSME	-	-	-	-
(iv)	Disputed Dues - Others	-	-	-	-
	As at 31 March 2020				
(i)	MSME	-	-	-	-
(ii)	Others	248.44	4.28	53.14	23.24
(iii)	Disputed Dues - MSME	-	-	-	-
(iv)	Disputed Dues - Others	-	-	-	-

ZB2 Trade Receivable Ageing summary

(Amt. Rs. in Lacs)

SN	Particulars	Less than 6 Months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years
	As at 30 September 2022					
(i)	Undisputed Trade Receivable - Considered Good	79.02	-	-	-	-

SN	Particulars	Less than 6 Months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 Years
(ii)	Undisputed Trade Receivable - Considered doubtful	-	10.64	-	-	-
(iii)	Disputed Trade Receivable - Considered Good	-	-	-	-	-
(iv)	Disputed Trade Receivable - Considered doubtful	-	-	-	-	-
	As at 31 March 2022					
(i)	Undisputed Trade Receivable - Considered Good	42.96	12.33	-	-	1.08
(ii)	Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-
(iii)	Disputed Trade Receivable - Considered Good	-	-	-	-	-
(iv)	Disputed Trade Receivable - Considered doubtful	-	-	-	-	-
	As at 31 March 2021					
(i)	Undisputed Trade Receivable - Considered Good	27.64	47.13	8.05	-	1.08
(ii)	Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-
(iii)	Disputed Trade Receivable - Considered Good	-	-	-	-	-
(iv)	Disputed Trade Receivable - Considered doubtful	-	-	-	-	-
	As at 31 March 2020					
(i)	Undisputed Trade Receivable - Considered Good	49.81	14.09	-	1.08	2.75
(ii)	Undisputed Trade Receivable - Considered doubtful	-	-	-	-	-
(iii)	Disputed Trade Receivable - Considered Good	-	-	-	-	-
(iv)	Disputed Trade Receivable - Considered doubtful	-	-	-	-	-

ZB3 Accounting Ratios

(Amt. Rs. in Lacs)

SN	Particulars	2022-23 (Upto Sept'22)	2021-22	2020-21	2019-20
1	Current ratio	1.13	1.42	0.73	0.61
2	Debt- Equity Ratio	0.52	0.93	1.82	3.47
3	Debt Service Coverage ratio	1.15	5.33	2.03	0.85
4	Return on Equity	32.19%	65.38%	42.17%	(9.41%)
5	Inventory Turnover ratio	4.79	7.39	5.61	9.01
6	Trade Receivable Turnover Ratio	71.14	69.68	31.81	39.18
7	Trade Payable Turnover Ratio (Services Procured)	4.26	6.06	1.76	4.05
8	Net Capital Turnover Ratio	18.56	80.19	(7.02)	(6.82)
9	Net Profit margin	12.03%	15.19&	10.88%	(1.05%)
10	Return on Capital Employed	24.54%	37.41%	15.81%	(1.61%)

ZB4 Corporate Social Responsibility (CSR)

As per section 135 of the Companies Act, 2013, provisions of CSR are applicable to company from FY 2022-23. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

(a) Gross amount required to be spent by the company for the period ended :(30th September, 2022 Rs. 4.65 Lakhs) , (31st March, 2022 - NIL), (31st March,2021-NIL), (31st March,2020-NIL)

(b) Amount spent are as under:

(Amt. Rs. in Lacs)

SN	Particulars	As at 30 Sep 2022	As at 31 March 2022*	As at 31 March 2021	As at 31 March 2020
1	**Construction / Acquisition of Assets**				
	- In cash	-	-	-	-
	- Yet to be paid in cash	-	-	-	-
2	**On purpose other than (i) above**				
	- In cash	1.20			
	- Yet to be paid	-	-	-	-

ZB5 Registration of charges or satisfaction with Registrar of Companies

There are charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period. Details are as:

Bank	Type of Loan	Amount	Date of Sanction	Remark
HDFC Bank - Hydra	Equipment Loan	15,00,000	29-07-2021	Charge not created
HDFC Bank - Excavator	Equipment Loan	37,72,000	01-09-2022	
Mahindra & Mahinra Financial Services	Vehicle Loan	8,80,000	02-07-2021	

Reason for non creation of charge

Company is in continuous followp with lending institutions for creation of charge, however, till date required digitally signed documents are not provided to the company for creation of charge.

OTHER FINANCIAL INFORMATION

The Audited Financial Statements of our Company for the stub period ended September 30, 2022 and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and their respective Audit reports thereon (Audited Financial Statements) are available at www.earthstahl.com

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Restated Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	For the stub period ended	For the year ended		
	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Basic & Diluted Earnings per Share	6.45	8.28	2.97	(0.37)
Return on Net Worth (%)	35.45%	70.53%	85.80%	-75.71%
Net Asset Value Per Share (₹) (based on Weighted Average Number of Shares)	18.19	11.74	3.46	0.49
Net Asset Value Per Share (₹) (based on Actual Number of Shares)	54.58	35.23	10.39	1.47
Earnings before interest, tax, depreciation and amortization (EBITDA)(₹ In lacs)	907.27	1,340.60	615.90	259.95

STATEMENT OF FINANCIAL INDEBTEDNESS

To,

The Board of Directors,
Earthstahl & Alloys Limited
Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai,
Mandi Gate, Raipur, Chhattisgarh, India- 492001

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Earthstahl & Alloys Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 30th September, 2022 are mentioned below.

A. SECURED LOANS

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Rs. in Lacs)

Name of Lender	Purpose	Account Number	Sanctioned Amount (In Lacs)	Rate of interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 30.09.2022 as per Books (In Lakhs)
Yes Bank Ltd.	Cash Credit	004781300001570	1000.00	Repo Rate + 3.60% p.a. Presently **8.50**% p.a.	**Primary Security: -** **1.** Exclusive charge on entire current assets of the company, **2.** Exclusive charge on movable fixed assets of the company. **3.** Exclusive charge on immovable fixed asset (factory land & building situated at Simga, Chhattisgarh of the company) **4.** Unconditional and Irrevocable Personal Guarantee of promoter	Repayable on Demand	N.A.	353.86

					Rajesh Somani, Pravin Somani & Ravi Thakurdasji Laddha to remain valid during entire tenure of the loan.			
HDFC Bank Ltd.	Commercial Vehicle Loan	86937063	37.72	Fixed IRR: 8.01% p.a.	Hypothecation of Vehicle	37.72 lakhs to be repaid in 47 monthly installments of Rs. 0.92 lacs each commencing from October 2022 and ending in Aug'26	N.A.	36.79
HDFC Bank Ltd.	Commercial Vehicle Loan	85503064	15.00	Fixed IRR: 8.01% p.a.	Hypothecation of Vehicle	15 lakhs to be repaid in 47 monthly installments of Rs. 0.37 lacs each commencing from September 2021 an ending on July'25	N.A.	11.31
Mahindra & Mahindra Financial Services Ltd.	Vehicle Loan	7499320 dated: 02-07-2021	8.80	Effective rate of Interest – 10.05% p.a.	Hypothecation of Vehicle	35 monthly installments of Rs. 0.29 lacs each commencing from August.'21	N.A.	5.58
Union Bank of India	Vehicle Loan	557506520000172	19.65	Floating IRR: 7.25% p.a.	Hypothecation of Vehicle	84 monthly installments of Rs. 0.30 lacs each commencing from December'21	N.A.	17.98
Total (Fund Based)								**425.52**
IDFC First Bank Ltd.	Bank Guarantee (Non-Fund Based)	LOBG603011901582	8.10		Fixed Deposit of 100% value	Maximum 66 months inclusive of claim period	N.A.	8.10
IDFC First Bank Ltd.	Bank Guarantee (Non-Fund Based)	LOBG603011901584	5.10		Fixed Deposit of 100% value	Maximum 66 months inclusive of claim period	N.A.	5.10
Total (Non-Fund Based)								**13.20**
Grand Total (Fund & Non-Fund Based)								**438.72**

Principal terms of Cash Credit facilities availed from Yes Bank Limited:

Financial Covenants:

Following covenants are to be complied with:

1. Following financial ratios to be met for FY22 by November 30, 2022 and November 30, 2023 for FY 23
   a. EBITDA => 25% for FY 22 and 12% for FY 23
   b. TD/NW =< 1.2x
   c. TD/EBIDTA <=2.0x
2. Entire cash flow to be routed through YBL counter on quarterly basis within 45days from quarter end.
3. Financial information to be submitted on quarterly basis within 45days from quarter end.
4. Submission of Certificate from Statutory Auditor of the borrower stating all the statutory dues including EPF dues, have been paid by borrower on annual basis by October 31
5. Insurance policy duly endorsed in Bank favor, covering the value of Current Assets, Movable Fixed Assets and Immovable Fixed Assets to be hypothecated/mortgaged prior to disbursement.
6. Stock Inspection Report to be submitted within 6 months from the date of disbursement and on annual basis thereafter.
7. Submission of CA certified Net worth statements of all the Personal Guarantors to be submitted on annual basis.
8. Term Loan from Chhattisgarh Investment Ltd. to be reduced to 55 million or lower before disbursement.
9. Working capital limits from Chhattisgarh Investment Ltd. to be closed before disbursement.
10. Shareholding of Mr. P.K. Jain and family to continue till the tenure of Yes Bank Facility.

Review Date: (applicable in case of working capital facilities)

Notwithstanding the terms herein and in conformity with normal business practice, we reserve the right to review this Facility or any of the terms and conditions thereof or any other documents or security relating thereto. The facilities will be reviewed by 27/06/2023.

Additional Interest:
For Fund Based Facilities: Up to 2% per annum of the outstanding facilities for non-compliance of each condition mentioned in the Transaction Documents subject to a maximum of 4% per annum for all non-compliances.
For Non-Fund Based Facilities: 16% per annum in case of default/invocation.
Additional Commission
For Non-Fund Based Facilities: up to 0.10% per annum of the Applicable Commission over and above the Applicable Commission for non-compliance of each condition mentioned in Transaction Documents.
Additional Terms:
In case of any other person providing any financial assistance to the Borrower imposes any conditions not included in the Transaction Documents, or in case any of the terms offered by the Borrower to such person are more favorable than the terms stipulated by the Bank, the borrower shall promptly inform the Bank of such terms and such of those terms as may be considered necessary by the Bank, in its discretion, shall apply to the Facility and shall be deemed to have been expressly incorporated in Transaction Document.

The Borrower hereby agrees with the Bank that in case any amounts are due and/or outstanding under the cash credit/over draft limits of the Facilities after its applicable Availability period, then notwithstanding anything contained in the Transaction documents, the bank shall be entitled to charge such rate of interest on the amounts outstanding and/or due under the cash credit/overdraft limits of the Facilities as may be stipulated by the Bank at its sole discretion.

B. UNSECURED LOANS

Name	Purpose	Rate of Interest	Repayment	Outstanding Amount in Lacs as per Books as on 30-09-2022
Maneesh Pipes Private Limited	Business Loan	9%	Not repayable before 1 years from the balance sheet date.	200.00
Mosh Varaya Infrastructure Limited	Business Loan	12%		260.00
Rajesh Somani	Business Loan	0%		62.84
Ravi Thakurdasji Laddha	Business Loan	0%		24.56
Padma Somani	Business Loan	0%		20.00
Padam Kumar Jain	Business Loan	0%		100.00
Total				**667.40**

For APAS & CO LLP
Chartered Accountants
FRN 000340C/C400308

RAJDEEP SINGH
Partner
M. No. 415549
Place : RAIPUR
Date : January 04, 2023
UDIN: 23415549BGWLHB9819

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 133 *You should also read the section titled* ***"Risk Factors"*** *on page* 24 *and the section titled* ***"Forward Looking Statements"*** *on page* 17 *of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.*

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated January 04, 2023 which is included in this Prospectus under ***"Financial Statements"****. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

BUSINESS OVERVIEW

Located in steel hub of Raipur Chhattisgarh, we are engaged in the business of manufacturing Cast Iron Lumps and Ductile Iron Pipe Fittings. Cast Iron Lumps are used as raw material in the steel foundries to manufacture products like: cast iron pipe fittings, machine components such as latche machines, fan components, manhole covers, decorative cast iron pieces, cast iron pipe fitting and other units engaged in manufacturing of steel or cast iron products. Ductile Iron Pipe Fittings are used in public water supply systems as connectors of pipes.

We started our operations of manufacturing cast iron in the year 2012 with one submerged electric arc furnace with capacity of 3.6 MVA to manufacture 10,500 tonnes p.a. of Cast iron Lumps and thereafter in the year 2017 our company started commercial production of Ductile Iron Pipes fittings segment to cater to the growing water infrastructure requirements in the country for which we commissioned Lost Foam based Steel Foundry consisting of one induction furnace with two crucibles, one of 500 KG and another 1000 KG to produce Ductile iron pipe fittings of different dimensions, shapes and sizes used in water supply system. The foundry is also capable of producing parts or components of plant and machinery/ automobiles using foam molds and therefore we can therefore produce various parts of Pellet plants, Cement plants, Sponge iron plants, Power plants, Automobile Sector, Railway & Ductile Iron Pipes Fittings. Over the years our company has been successful in manufacturing a full range of BIS Certified Ductile Iron Pipe Fittings of upto 600 mm width with accuracy, consistency & smooth surface finish. In the year 2022 our company also commissioned another 5.5 MVA submerged electric arc furnace to manufacture 15,750 tonnes p.a. of cast iron lumps.

Our manufacturing unit is located in the village Duldula about 50 KMs from Raipur, Chhattisgarh and is spread across an area of around 4.73 hectares of land. We are using waste generated by integrated steel plants, sponge iron plants and rolling mills in our manufacturing process as raw material and recover iron from the left out waste, thus conserving the environment. The plant is located near to the source of raw material i.e. Bhilai Steel Plant of SAIL and other pellet and sponge iron plants located in Raipur and surrounding area. Strategic location of our manufacturing facility ensures our access to ferrous waste, steel scrap, pig iron (steel grade), carburizer, ferro alloys and other raw materials like: coal, coke and dolomite required in manufacturing process forming a substantial part of cost of production at a low logistic cost.

Our manufacturing facility is equipped with requisite infrastructure including machineries, testing laboratory other handling equipment to facilitate smooth manufacturing process. Ductile iron casting is highly sensitive to raw material characteristics that would help obtain the desired product quality. To ascertain the suitability of our raw materials, we have in-house testing laboratory that is responsible for conducting tests on raw materials to check their chemical and physical properties, so as to ensure that the product conform with the pre-determined standards.

We recover iron content from such waste using electricity as energy for melting instead of coke used in the conventional route of iron making through blast furnace. Our process is an environment friendly for production of iron. Thus, electricity forms highest component in cost of production of cast iron. During FY2014-15 due to sharp correction in price of steel and increase in price of electricity, the unit started incurring losses. Further due to delay in commissioning and stabilisation of foundry for manufacturing ductile iron pipe fittings, the losses

increased. Consequently our plant faced shut down from March 2015 till March 2018. However, our plant restarted operation in March 2018.

Our company has been promoted by Ravi Thakurdasji Laddha, Rajesh Somani, Prawin Somani and Padam Kumar Jain who are the first generation qualified professionals with rich and diverse industry experience. The details of our financial performance as per the restated financial statements for the stub period ended on September 30, 2022 and Fiscals ended March 31, 2022, 2021 and 2020, are set forth below:

Key Performance Indicators of our Company

Key Financial Performance	Six months period ended September 30, 2022*	FY 2021-22	FY 2020-21	Fiscal 2020
Revenue from operations[(1)]	4,815.86	4,887.50	2,411.70	3,165.47
EBITDA[(2)]	907.27	1,340.60	615.90	259.95
EBITDA Margin[(3)]	18.84%	27.43%	25.54%	8.21%
PAT	580.47	745.48	267.31	(33.49)
PAT Margin[(4)]	12.03%	15.19%	10.88%	(1.05%)

Notes:
[(1)]Revenue from operation means revenue from sales, service and other operating revenues
[(2)]EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
[(3)] 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
[(4)] 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure IV of Restated Financial Statements beginning on page 140 of this Prospectus.

Factors Affecting our Results of Operations

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in consumer demand and preferences;
- Failure to successfully upgrade our product portfolio, from time to time;
- Any change in government policies resulting in increases in taxes payable by us;
- Our ability to retain our key managements persons and other employees;
- Changes in laws and regulations that apply to the industries in which we operate.
- Our failure to keep pace with rapid changes in technology;
- Our ability to grow our business;
- Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
- General economic, political and other risks that are out of our control;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Company's ability to successfully implement its growth strategy and expansion plans;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Inability to successfully obtain registrations in a timely manner or at all;
- Concentration of ownership among our Promoters;
- The performance of the financial markets in India and globally;
- Shortage of, and price increases in, materials and skilled and unskilled labour, and inflation in key supply market;

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the stub period ended on September 30, 2022 and for the Financial Years 2021-2022, 2020-2021 and 2019-2020.

(₹ in Lakhs)

PARTICULARS	30-09-2022	% of Total Income	31-03-2022	% of Total Income	31-03-2021	% of Total Income	31-03-2020	% of Total Income
Revenue From Operations	4,815.86	99.82%	4,887.50	99.59%	2,411.70	98.14%	3,165.47	99.49%
Other Income	8.82	0.18%	20.03	0.41%	45.82	1.86%	16.11	0.51%
Total Income	**4,824.68**	**100.00%**	**4,907.54**	**100.00%**	**2,457.53**	**100.00%**	**3,181.58**	**100.00%**
Expenditure								
Raw Material Consumption	1,830.02	37.93%	1,333.84	27.18%	447.98	18.23%	689.13	21.66%
Purchase of Stock in Trade	217.85	4.52%	179.66	3.66%	19.87	0.81%	494.37	15.54%
Change in inventories of finished goods, work in progress and stock in trade	(30.97)	(0.64%)	(284.73)	(5.80%)	173.18	7.05%	(269.92)	(8.48%)
Employee Benefit Expenses	168.53	3.49%	237.64	4.84%	124.46	5.06%	99.10	3.11%
Finance Cost	54.04	1.12%	119.87	2.44%	174.28	7.09%	174.47	5.48%
Depreciation and Amortisation Expenses	86.50	1.79%	151.45	3.09%	145.45	5.92%	138.42	4.35%
Other Expenses	1,716.72	35.58%	2,080.01	42.38%	1,030.08	41.92%	1,891.99	59.47%
Total Expenditure	**4,042.69**	**83.79%**	**3,817.74**	**77.79%**	**2,115.29**	**86.07%**	**3,217.55**	**101.13%**
Profit/(Loss) Before Exceptional & extraordinary items & Tax	**782.00**	**16.21%**	**1,089.80**	**22.21%**	**342.24**	**13.93%**	**(35.97)**	**(1.13%)**
Exceptional and Extra-ordinary items	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Profit/(Loss) Before Tax	**782.00**	**16.21%**	**1,089.80**	**22.21%**	**342.24**	**13.93%**	**(35.97)**	**(1.13%)**
Tax Expense:								
Tax Expense for Current Year	157.19	3.26%	-	-	-	-	-	-
Short/(Excess) Provision of Earlier Year	-	-	-	-	-	-	-	-
Deferred Tax	44.34	0.92%	344.32	7.02%	74.92	3.05%	(2.47)	(0.08%)
Net Current Tax Expenses	**201.52**	**4.18%**	**344.32**	**7.02%**	**74.92**	**3.05%**	**(2.47)**	**(0.08%)**
Profit/(Loss) for the Year	**580.47**	**12.03%**	**745.48**	**15.19%**	**267.31**	**10.88%**	**(33.49)**	**(1.05%)**

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of products and services.

Other Income:

Our other income primarily comprises of Commission on Sales, Interest from Fixed Deposits and other deposits, MEIS Incentive, Profit on Sale of Fixed Assets, Profit on Sale of Investments, Interest on IT Refund, Balance Written Off, Income from Dividend.

Total Expenses:

Company's expenses consist of expenses towards Raw Material Consumption, Purchase of Stock in Trade, Change in inventories of finished goods, work in progress and stock in trade, Employee Benefit Expenses, Finance Cost, Depreciation and Amortisation Expenses and Other Expenses

Raw Material Consumption:

Cost of materials consumed is the aggregate of our cost of raw materials consumed which includes additional purchases and change in inventory of raw materials.

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade:

Changes in inventories of finished goods, work-in-progress and stock-in-trade comprises of increase/decrease in Finished Goods, Work in Progress and Stock-in-Trade.

Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries & wages, Director Remuneration, Staff welfare expenses.

Finance Costs:

Our finance cost includes Interest expense on borrowings and other borrowing costs.

Depreciation and Amortization Expenses:

Depreciation includes depreciation on Factory Shed & Building, Furniture & Fixtures, Computers, Vehicles, Office Equipment, and Plant & Machinery.

Other Expenses:

Our Other Expenses consists of Consumption of Stores and consumables, Production & Handling Charges, Power & Fuel Expenses, Professional Charges, Administrative Expenses, Selling Expenses, ROC Filing and Legal Expenses and Freight Outward Charges.

Financial Performance Highlights for the Stub Period Ended September 30, 2022 (Based on Restated Financial Statements)

Total Income:

Total income for the stub period ended September 30, 2022 stood at Rs. 4,824.68 Lakhs.

Revenue from Operations

During the period ended September 30, 2022 the net revenue from operation of our Company was Rs. 4,815.86 Lakhs. The main contribution to the revenue from operations i.e. manufacturing.

Other Income:

During the period ended September 30, 2022 the other income of our Company stood at Rs. 8.82 Lakhs. The main components of the other income are interest on Bank deposits.

Total Expenses

The Total Expenditure for the six months period ending September 30, 2022 stood at Rs. 4,042.69 Lakhs

Raw Material Consumption

Raw Material Consumption comprises of cost of raw materials consumed. During the period ended September 30, 2022 the cost of raw materials consumed of our Company stood at Rs. 1,830.02 Lakhs.

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade:

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade stood at Rs. 30.97 Lakhs for the six months period ending on September 30, 2022.

Employee benefits expense:

During the period ended September 30, 2022 the employee benefit expenses of our Company stood at Rs. 168.53 Lakhs. The main components of the employee benefit expenses are Salaries & wages, Director Remuneration and Staff welfare expenses.

Finance costs:

During the period ended September 30, 2022 the finance cost of our Company stood at Rs. 54.04 Lakhs. The main components of the Finance cost includes interest paid and other financial charges paid.

Depreciation and Amortization Expenses:

During the period ended September 30, 2022 the Depreciation and amortization charges of our Company stood at Rs. 86.50 Lakhs.

Other Expenses:

During the period ended September 30, 2022 the Other Expenses of our Company stood at Rs. 1,716.72 Lakhs. The main components are Consumption of Stores and consumables, Production & Handling Charges, Power & Fuel Expenses, Professional Charges, ROC Filing and Legal Expenses and Freight Outward Charges.

Restated profit before tax:

The Company reported Restated profit before tax for period ending September 30, 2022 of Rs. 782.00 Lakhs.

Restated profit after tax:

The Company reported Restated profit after tax for period ending September 30, 2022 of Rs. 580.47 Lakhs.

Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 21-22 stood at Rs. 4,907.54 Lakhs whereas in Financial Year 20-21 the same stood at Rs. 2,457.53 Lakhs representing significant increase of 99.69%. The main reason of increase was increase in the business operations of the company.

Revenue from Operations:

During the financial year 21-22 the net revenue from operation of our Company increased to Rs. 4,887.50 Lakhs as against Rs. 2,411.70 Lakhs in the Financial Year 20-21 representing an increase of 102.66%. The main contribution was due to expansion in the business operations.

Other Income:

During the financial year 21-22 the other income of our Company decreased to Rs. 20.03 Lakhs as against Rs. 45.82 Lakhs in the Financial Year 2020-2021 representing a decrease of 56.29%.

Total Expenses:

The total expense for the financial year 21-22 increased to Rs. 3,817.74 Lakhs from Rs. 2,115.29 Lakhs in the Financial Year 20-21 representing an increase of 80.48%. Such increase was due to increase in business operations of the Company.

Cost of Materials Consumed:

The Cost of Materials Consumed for the financial year 21-22 increased to Rs. 1,333.84 Lakhs from Rs.447.98 Lakhs for the financial year 20-21, representing an increase of 197.74% from the previous year due to increase in revenue from operations by 102.66% and correspondingly material consumption expenses also increased along with increase in prices of raw material.

Changes in the Inventory:

Change in inventory of finished goods, work in progress and stock in trade was ₹ (284.73) Lakhs during the financial year 21-22 as compared to ₹ 173.18 Lakhs in the financial year 20-21. The decrease of (264.41)% was due to increase in closing stock of (i) Finished Goods, (ii) Work-in-progress and (iii) Stock-in-trade.

Employee benefits expense:

Our Company has incurred Rs. 237.64 Lakhs as Employee benefits expense during the financial year 21-22 as compared to Rs. 124.46 Lakhs in the financial year 20-21. The increase of 90.94% was due to increase in salaries and increase in salaries and wages.

Finance costs:

These costs were for the financial Year 21-22 decreased to Rs. 119.87 Lakhs as against Rs. 174.28 Lakhs during the financial year 20-21. The decrease of 31.22% was due to decrease in interest expenses and borrowing cost.

Depreciation and Amortization Expenses:

Depreciation for the financial year 21-22 stood at Rs. 151.45 Lakhs as against Rs. 145.45 Lakhs during the financial year 20-21. The increase in depreciation was around 4.13% in comparison to the previous year.

Other Expenses:

Our Company has incurred Rs. 2,080.01 Lakhs during the Financial Year 21-22 on other expenses as against Rs. 1,030.08 Lakhs during the financial year 20-21. The increase of 101.93% was mainly due to increase in Consumption of Stores and consumables, Production & Handling Charges, Power & Fuel Expenses, Professional Charges, ROC Filing and Legal Expenses, Administrative Expenses, Selling Expenses and Freight Outward Charges.

Restated profit before tax:

Net profit before tax for the financial year 21-22 increased to Rs. 1,089.80 Lakhs as compared to Rs. 342.24 Lakhs in the financial year 20-21, which was majorly due to factors as mentioned above.

Restated profit after tax:

The Company reported Restated profit after tax for the financial year 21-22 of Rs. 745.48 Lakhs in comparison to Rs. 267.31 lakhs in the financial year 20-21 majorly due to factors mentioned above.

Financial Year 2021 Compared to Financial Year 2020 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 2020-2021 stood at Rs. 2,457.53 Lakhs whereas in Financial Year 2019-2020 the same stood at Rs. 3,181.58 Lakhs representing significant decrease of 22.76%. The main reason of decrease was due to impact of Covid-19 on the business operations of the company.

Revenue from Operations:

During the financial year 2020-2021 the net revenue from operation of our Company increased to Rs. 2,411.70 Lakhs as against Rs. 3,165.47 Lakhs in the Financial Year 2019-2020 representing a decrease of 23.81%. The main reason of decrease was due to impact of Covid-19 on the operations of the Company.

Other Income:

During the financial year 2020-2021 the other income of our Company decreased to Rs. 45.82 Lakhs as against Rs. 16.11 Lakhs in the Financial Year 2019-2020 representing an increase of 184.38%.

Total Expenses:

The total expense for the financial year 2020-2021 increased to Rs. 2,115.29 Lakhs from Rs. 3,217.55 Lakhs in the Financial Year 2019-2020 representing a decrease of 34.26%. Such decrease was due to decrease in business operations of the Company.

Cost of Materials Consumed:

The Cost of Materials Consumed for the financial year 2020-2021 increased to Rs. 447.98 Lakhs from Rs. 689.13 Lakhs for the financial year 2019-2020, representing a decrease of 34.99% from the previous year.

Changes in the Inventory:

Change in inventory of finished goods, work in progress and stock in trade was ₹ 173.18 Lakhs during the financial year 21-22 as compared to ₹ (269.92) Lakhs in the financial year 20-21. The increase of 164.16% was due to decrease in closing stock of (i) Finished Goods, (ii) Work-in-progress and (iii) Stock-in-trade.

Employee benefits expense:

Our Company has incurred Rs. 124.46 Lakhs as Employee benefits expense during the financial year 2020-2021 as compared to Rs. 99.10 Lakhs in the financial year 2019-2020. The increase of 25.59% was due to increase in salaries and increase in salaries and wages.

Finance costs:

These costs were for the financial Year 2020-2021 decreased to Rs. 174.28 Lakhs as against Rs. 174.47 Lakhs during the financial year 2019-2020. The decrease of 0.11% was due to decrease in interest expenses and borrowing cost.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2020-2021 stood at Rs. 145.45 Lakhs as against Rs. 138.42 Lakhs during the financial year 2019-2020. The increase in depreciation was around 5.07% in comparison to the previous year.

Other Expenses:

Our Company has incurred Rs.1,030.08 Lakhs during the Financial Year 2020-2021 on other expenses as against 1,891.99 Lakhs during the financial year 2019-2020. There was a decrease of -45.56% was mainly due to decrease in Consumption of Stores and consumables, Production & Handling Charges, Power & Fuel Expenses, Professional Charges, ROC Filing and Legal Expenses and Freight Outward Charges.

Restated profit before tax:

Net profit before tax for the financial year 2020-2021 increased to 342.24 Lakhs as compared to a loss of 35.97 Lakhs in the financial year 2019-2020, which was majorly due to factors as mentioned above.

Restated profit after tax:

The Company reported Restated profit after tax for the financial year 2020-2021 of 267.31 Lakhs in comparison to a loss of Rs. 33.49 lakhs in the financial year 2019-2020 majorly due to factors mentioned above. The increase of 898.11% was mainly due to the reasons mentioned above.

Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. ***Unusual or infrequent events or transactions***

Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations***

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations***

Apart from the risks as disclosed under Section "***Risk Factors***" beginning on page 24 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Future changes in relationship between costs and revenues***

Other than as described in the sections ***"Risk Factors"***, ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** on pages 24, 90 and 173 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. ***Total turnover of each major industry segment in which our Company operates***

The Company is in the business of manufacturing Cast Iron Lumps and Ductile Iron Pipe Fittings. Relevant industry data, as available, has been included in the chapter titled ***"Industry Overview"*** beginning on page 81 of this Prospectus.

6. ***Status of any publicly announced New Products or Business Segment***

Except as disclosed in the Chapter ***"Our Business"*** on page 90 our Company has not announced any new product or service.

7. ***Seasonality of business***

Our business is not subject to seasonality. For further information, see ***"Industry Overview"*** and ***"Our Business"*** on page 81 and 90 respectively

8. Dependence on single or few customers

For the stub period ended on September 30, 2022 and for the FY 21-22, 20-21 and 19-20 our top 10 customers contributed to 67.57%, 69.33%, 63.35% and 72.64% of our revenue from operations. For further information, see "***Risk Factors***" on page 24 of this Prospectus.

9. Competitive conditions

Competitive conditions are as described under the Chapters "***Industry Overview***" and "***Our Business***" beginning on pages 81 and 90 respectively of this Prospectus.

10. Details of material developments after the date of last balance sheet i.e. September 30, 2022

After the date of last Balance sheet i.e. September 30, 2022, the following material events have occurred –

1) We have passed a Resolution in the meeting of Board of Directors dated January 02, 2023 authorizing the Board of Directors to raise funds by making an Initial Public Offering.

2) We have passed a special resolution in the Extraordinary General meeting dated January 03, 2023 authorizing the Board of Directors to raise funds by making an Initial Public Offering.

3) Padma Somani was appointed as a Whole- Time Director of the Company vide Ordinary Resolution w.e.f January 02, 2023 for a term of 5 years.

4) Surendra Kumar Jain and Vinod Kumar Arora were appointed as Independent Director of the Company vide Extraordinary General Meeting held on January 03, 2023 for a term of 5 years with effect from January 02, 2023.

5) Utsabanand Nath was appointed as Chief Financial Officer of the company in the meeting of Board of Directors dated January 02, 2023.

6) We have capitalize the profits of the company by issuing 60,00,000 equity shares of Face Value of Rs. 10/- in ratio of 2:1 (2 new equity shares for 1 Existing shares) approved in Extra Ordinary General Meeting held on January 03, 2023 and allotted on January 04, 2023.

7) Rahul Kumar Sinha was appointed as Company Secretary and Compliance Office of the company in the meeting of Board of Directors dated January 04, 2023.

8) Our Company has constituted the Audit Committee vide Board Resolution dated January 04, 2023.

9) Our Company has constituted the Nomination and Remuneration Committee vide Board Resolution dated January 04, 2023.

10) Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated January 04, 2023.

11) Our company has approved the audited financial statements for the stub period ending September 30, 2022 in the Board meeting dated January 04, 2023

12) Our Company has approved the Restated Financial Statements for the Stub period ending September 30, 2022 and financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 in the Board meeting dated January 04, 2023.

13) Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated January11, 2023.

14) Our Company has approved the Red Herring Prospectus vide resolution in the Board Meeting dated January 20, 2023

15) Our Company has approved the Prospectus vide resolution in the Board Meeting dated February 02, 2023

CAPITALIZATION STATEMENT

(Amount in ₹ Lakhs)

Particulars	Pre Issue 30-09-2022	Post Issue-
Debt		
Short Term Debt	372.09	372.09
Long Term Debt	720.83	720.83
Total Debt	**1,092.93**	**1,092.93**
Shareholders' Fund (Equity)		
Share Capital	300.00	1224.00
Reserves & Surplus	1,793.48	2,165.48
Total Shareholders' Fund (Equity)	**2,093.48**	**3389.48**
Long Term Debt/Equity	0.34	0.21
Total Debt/Equity	0.52	0.32

Notes:

1. Short term Debts represent which are expected to be paid/ payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at September 30, 2022.
4. Bonus Issue of 60,00,000 Equity Shares in the ratio of 2:1 has been allotted held in the Board Meeting held on January 04, 2023
5. 32,40,000 Equity Shares to be allotted in the Initial Public Offer in terms of Red Herring Prospectus dated January 20, 2023.

SECTION VII – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on January 04, 2023 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation ("Material Litigation") if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5.00% of the Company's trade payables as per the last restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Company.

(c) Other pending material litigations against the Company

As on the date of this Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Company

As on the date of this g Prospectus, there are no outstanding litigations initiated by the company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the company

Except as mentioned below, there are no pending claims related to Criminal Proceedings involving the Promoters & Directors of the company:-

Case Title & filed before	Case Number	Filed Under Section	Next date
Padam Kumar Jain			
CG State vs Padam Kumar Jain & Ors Before the Chief Judicial Magistrate, Raipur	12635/2019	287, 337 and 304A under Indian Penal Code	26.04.2023
Factory Inspector Vs P.K.Jain & P.G Bhavsar & M/s Sarda Energy & Minerals Limited	Labour Court, Industrial Health and Security, Chattisgarh, Case	Factory Inspector inspected the plant of the Sarda Energy & Minerals Ltd. on 21.05.2018 & issued a notice for the reply. The company filed the reply on	17.1.2023 for Bail

	no.45/Factory Act/2021	16.06.2018 the case has been filed under sec 105 of Factories act.	

(b) Criminal proceedings filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the company.

(c) Other pending material litigations against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

C. TAX PROCEEDINGS

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)
Of the company		
Direct Tax (Income Tax)	1	25.00
Indirect Tax	3	31.75
Total	**4**	**56.75**
Of the Promoters and Directors		
Rajesh Somani		
Income Tax	1	1.39
Padam Kumar Jain		
Income Tax	2	75.13
Ravi Thakurdasji Laddha		
Income Tax	1	53.67
Total	**8**	**186.94**

**To the extent quantifiable*

D. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company.

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the sub period ended on September 30, 2022 were Rs. 624.12 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 31.21 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on January 04, 2023

Based on these criteria, details of outstanding dues owed as on September 30, 2022 by our Company on are set out below:

(*₹ in lakhs*)

Types of creditors	Number of creditors	Amount involved
Micro, small and medium enterprises	0	0
Material Creditors	4	427.53

Other Creditors	98	196.59
Total	**102**	**624.12**

The details pertaining to net outstanding dues towards our material creditors as on September 30, 2022 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at www.earthstahl.in. It is clarified that such details available on our website do not form a part of this Prospectus.

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure in relation to amount unpaid together with interest payable has not been furnished. As on September 30, 2022, our Company owes amounts aggregating to Rs 624.12 lakhs approximately towards 102 trade creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 173 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue

Corporate Approvals:

a. Our Board, pursuant to its resolution dated January 02, 2023 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;

b. The shareholders of our Company have, pursuant to their resolution passed at the annual general meeting of our Company held on January 03, 2023 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue;

c. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated January 11, 2023

d. Our Board approved the Red Herring Prospectus pursuant to its resolution dated January 20, 2023

e. Our Board approved this Prospectus pursuant to its resolution dated February 02, 2023

Approval from the Stock Exchange:

f. In-principle approval dated January 19, 2023 from the BSE SME for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

Agreements with NSDL and CDSL:

g. The company has entered into an agreement dated December 16, 2022 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.

h. Similarly, the Company has also entered into an agreement dated December 16, 2022 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.

i. ISIN No.: INE0O4V01010

II. Incorporation related Approvals

Sr.No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U27310CT2009PTC021487	Companies Act, 1956	Registrar of Companies, Madhya Pradesh and Chhattisgarh	December 09, 2009	Valid till Cancelled
2.	Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company	U27310CT2009PLC021487	Companies Act, 2013	Registrar of Companies, Chhattisgarh	September 21, 2022	Valid till Cancelled

III. Tax Related Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department	AACCE3567F	April 22, 2010	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department	JBPE00668D	-	Valid until cancelled
3.	Certification of registration of Goods and Service tax	Chhattisgarh Goods & Services Tax Act, 2017	Assistant Commissioner of State Tax	22AACCE3567F1ZY	September 26, 2017	Valid until cancelled

IV. General Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Importer-Exporter Code.	The Foreign trade (Development and Regulation) Act, 1992	Foreign Trade Development Officer	6314002095	December 23, 2014	Valid until cancelled
2.	Udyam Registration Number	MSME Development Act, 2006	Ministry of Micro, Small and Medium Enterprise	UDYAM-CG-18-0001572	June 22, 2021	Valid until cancelled

V. Labour related Approvals obtained by our Company

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under ESI	Employees State Insurance Act, 1948	Office of the Dy. Labour Commissioner, Raipur	5900156481000059	July 26, 2016	Valid till cancelled

2.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Provident Fund Officer, Raipur	CGRAI0022346000	February 29, 2012	Valid till Cancelled
3	Contract labour Registration	Contract Labour (R & A) Act	Registering Officer under Contract Labour (R&A.) Act, Distt. Baloda	685/RPR/2011	March 17, 2011	Valid till Cancelled

VI. Approvals obtained in relation to business operations of our Company

Our Company requires various approvals and/or licenses to carry on our business. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

Factory: Khasra No. 132, 330, 129, 144, 323, 133, 136, 327, 324, 331, 325, 322, 326, 130,Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101.

Sr. No	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Consent to Operate	Water (Prevention and Control of Pollution Act, 1974 And under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981	Member Secretary, Chhattisgarh Environment Conservation Board, Raipur	No. 1927 /TS/CECB/2022	June 17, 2022	March 31, 2023
2.	NOC for Ground Water Abstraction	Environment (Protection) Act, 1986	Ministry of Jal Shakti Department of Water Resources, River Development & Ganga Rejuvenation Central Ground Water Authority	CGWA/NOC/IND/REN/1/2022/6668	December 19, 2020	December 18, 2023
3.	Electricity Act, 2003 – License Agreement for being an HT Consumer of CSPDCL	Chhattisgarh State Electricity Supply Code 2011 (as amended from time to time)	Chhattisgarh State Power Distribution Company Limited [or 'CSPDCL']	BP No. 1005644	Last amended June 10, 2022	Valid till cancelled
4.	Factory License	Factories Act, 1948 read	Government of Chhattisgarh,	9080/9080/B-1/RPR/DIV/2M(i)	December 20, 2021	December 31, 2023

		with CG. Factories rules, 1962	Balodabazar			

VII. Quality Certifications

Factory : Khasra No. 132, 330, 129, 144, 323, 133, 136, 327, 324, 331, 325, 322, 326, 130,Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar (Chhattisgarh)- 493101.

Sr. No.	Description	Nature of Registration	Registration/ Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1	IS 9523:2000	Certification of Ductile Iron Fittings for Pressure Pipes for Water, Gas and Sewage	CM/L-5900057516	Bureau of Indian Standards	September 06, 2019 further renewed on August 23, 2022	August 28, 2023
2	IS 8329:2000	Certification of Centrifugally Cast (Spun) Ductile Iron Pressure Pipes for Water, Gas and Sewage	CM/L-5900070415	Bureau of Indian Standards	November 03, 2020 further renewed on October 12, 2022	October 27, 2023
3	ISO 9001:2015	Certificate of Quality Management System for Manufacture and supplier of ferrous and non- ferrous castings, alloy steel castings and ductile iron pipe fittings	IN120999A	Director of LMS Certification Private Limited	August 18, 2022	August 17, 2023
4	ISO 14001:2015	Certificate of Environmental Management System for Manufacture and supplier of ferrous and non- ferrous castings, alloy steel castings and pipe fittings	IN120999B	Director of LMS Certification Private Limited	August 18, 2022	August 17, 2023
5	ISO 45001:2018	Certificate of Occupational Health and Safety management System for Manufacture and supplier of ferrous and non- ferrous castings, alloy steel castings and ductile iron pipe fittings	IN120999C-1	Director of LMS Certification Private Limited	August 18, 2022	August 17, 2023

6	Certificate of Conformity BS EN 545:2010 & ISO 2531:2009 BS EN 545:2006 & ISO 2531:1998 BS EN 598:2007+A1: 2009 & ISO 7186:2011 for Ductile iron pipe and fittings from DN 50 to DN 1200	CPR (EU) No. 305/2011 Of Construction Product Regulation 2011, United Kingdom	IN9438U-2021	Director, Certiva Limited	December 29, 2021	December 28, 2026

OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated January 04, 2023 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as Group companies if such company fulfills both the below mentioned conditions:-

i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and

ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.

Except as stated, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

1. Somani Processors Private Limited
2. Mosh Varaya Infrastructure Limited
3. Chhattisgarh Metaliks And Alloys Private Limited
4. Srikar Innovative Industries Private Limited

Details of our Group Companies:

1. Somani Processors Private Limited ("SPPL")

Somani Processors Private Limited was incorporated on December 29, 2003 under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Madhya Pradesh & Chhattisgarh.

CIN	U51109CT2003PTC016292
PAN	AAICS2276D
Registered Office	Bhilai Foundary Feeder S 59 Industrial Estate, Bhilai, Chhattisgarh-490026, India

2. Mosh Varaya Infrastructure Limited ("MVIL") (formerly Chhattisgarh Construction Company Private Limited)

Mosh Varaya Infrastructure Private Limited formerly Chhattisgarh Construction Company Private Limited was incorporated on June 30, 1998 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Madhya Pradesh & Gwalior.

CIN	U45203CT1998PLC012921
PAN	AACCC5192J
Registered Office	HIG- 27, Housing Board Colony, Moulshree Vihar, Raipur, Chhattisgarh- 492006 India

3. Chhattisgarh Metaliks And Alloys Private Limited ("CMAPL")

Chhattisgarh Metaliks And Alloys Private Limited was incorporated on August 07, 2009 under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh.

CIN	U27100CT2009PTC021322
PAN	AADCC9242J
Registered Office	Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate Raipur Chhattisgarh-492001 India.

4. **Srikar Innovative Industries Private Limited ("SIIPL")**

Srikar Innovative Industries Private Limited was incorporated on March 05, 2021 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre.

CIN	U27100CT2021PTC011371
PAN	ABFCS6131H
Registered Office	House No- HIG/26, Maruti Enclave, Tatibandh Raipur Chhattisgarh- 492099 India

Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements of our group companies are available on the website of our company at http://earthstahl.com/group-company-financials/

It is clarified that such details available on our group companies' websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Companies' website, as mentioned above, would be doing so at their own risk.

Other Confirmations:

a) None of our Group Companies has made any public and/or rights issue of securities in the preceding three years.
b) None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
c) None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
d) Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

Common pursuits among Group Companies

As on the date of this Prospectus, none of our Group Companies except Srikar Innovative Industries Private Limited, are engaged in the similar line of business as of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Companies and in circumstances where our respective interests diverge.

Nature and extent of interest of our Group Companies

a) Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b) Interest in the property acquired or proposed to be acquired by the Company

None of our Group Companies have any interest in the property acquired or proposed to be acquired by the Company

c) Interest in transactions for acquisition of land, construction of building, or supply of machinery

Except for Srikar Innovative Industries Private Limited that has acquired land at Khasra No. 125 and 128, Village Duldula, Tehsil- Simga, Baloda Bazar, District- Baloda Bazar, Chhattisgarh- 493101 vide sale deed executed dated August 13, 2021, none of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery.

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section "Financial Information –Related Party Transactions" on page 161 there are no related business transactions between the Group Companies and our Company.

Business interest of our Group Companies in our Company

Except as disclosed in the section "Financial Information –Related Party Transactions" on page 161 our Group Companies have no business inter Bonusests in our Company.

Litigations

Our Group companies do not have any pending litigation which can have a material impact on our company.

Undertaking / Confirmations by our Group Companies

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been

i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or

ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies/Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. http://earthstahl.com/

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue:

Corporate Approvals:

The Board of Directors, pursuant to a resolution passed at their meeting held on January 02, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on January 03, 2023 authorized the Issue.

In-principle Approval:

Our Company has obtained in-principle approval from the BSE SME for using its name in the Offer Documents pursuant to an approval letter dated January 19, 2023. BSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/ court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***"Outstanding Litigations and Material Development"*** beginning on page 183 of this Prospectus.

Association with Securities Market:

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

Prohibition by RBI:

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***"Outstanding Litigations and Material Development"*** beginning on page *183* of this Prospectus.

Prohibition with respect to wilful defaulters or a fraudulent borrower:

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018:
Our Company, Promoters and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.

Eligibility for the Issue:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than 10 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the **"BSE SME"**).

We confirm that:

a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled ***"General Information – Underwriting"*** beginning on page *46* of this Prospectus.

b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.

c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our BRLM submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.

d) In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the BRLM and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the BSE SME of BSE. For further details of the arrangement of market making please refer to section titled ***"General Information – Details of the Market Making Arrangements for this Issue"*** beginning on page *46* of this Prospectus.

e) In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

f) In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.

g) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to BSE SME and BSE Ltd. is the Designated Stock Exchange.

h) In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.

i) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up.

j) In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depositary Services Limited (CDSL) dated December 16, 2022 and National Securities Depository Limited dated December 16, 2022 for establishing connectivity.

2. Our Company has a website i.e. www.earthstahl.com

3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the BSE SME:-

1. Our Company was originally incorporated as a Private Limited Company under the name "Earthstahl & Alloys Private Limited" on December 09, 2009 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Madhya Pradesh and Chhattisgarh. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Annual General Meeting, held on August 27, 2022 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Earthstahl & Alloys Private Limited" to "Earthstahl & Alloys Limited" vide a fresh certificate of incorporation dated September 21, 2022, issued by the Registrar of Companies, Chhattisgarh bearing CIN U27310CT2009PLC021487.

2. The post issue paid up capital of the company will be 1,22,40,000 equity shares of face value of Rs.10/- aggregating up to Rs. 12.24 Crores which is less than Rs. 25 Crores.

3. The Company has a track record of at least 3 years as on the date of filling Prospectus.

4. As on September 30, 2022, the Company has net tangible assets of Rs. 2,265.18 lakhs.

5. The Company confirms that it has positive cash accruals (earnings before depreciation and tax) for at least 2 financial years out of the last three financial years and its net-worth as on September 30, 2022 is positive.

(₹ in Lakhs)

Particulars	September 30, 2022	March 31, 2022	March 31, 2021	March 31, 2020
Cash accruals	666.97	896.93	412.76	104.93
Net Worth	1,637.50	1,057.03	311.55	44.24

6. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company.

7. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

8. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

9. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.

10. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

11. There is no change in the promoters of the company in preceding one year.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE

OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JANUARY 11, 2023

THE FILING OF THE DRAFT RED HERRING PROSPECTUS, RED HERRING PROSPECTUS AND THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENTS/ OFFER DOCUMENTS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Chhattisgarh in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issue name	Issue size (Rs in Cr.)	Issue Price (Rs.)	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]- 180th calendar days from listing
1.	Eighty Jewellers Limited	11.07	41.00	April 13, 2022	42.00	0.49% [-9.51%]	-3.02% [-8.26%]	62.20% [-0.60%]
2.	Kesar India Limited	15.82	170.00	July 12, 2022	172.50	46.47% [10.11%]	32.94% [7.62%]	1.18% [12.73%]
3.	Cargotrans Maritime Limited	4.86	45	October 10, 2022	70	182.44% [5.25%]	152.22% [4.75%]	N.A.
4.	Cargosol Logistics Limited	7.56	28	October 10, 2022	42.4	201.79% [5.25%]	115.54% [4.75%]	N.A.
5.	Silicon Rental Solutions Limited	21.15	78	October 10, 2022	80	39.74% [5.25%]	96.79% [4.75%]	N.A.
6.	Concord Control Systems Limited	8.32	55	October 10, 2022	109.95	248.82% [5.25%]	314.55% [4.75%]	N.A.

7.	Lloyds Luxuries Limited	24.00	40	October 11, 2022	45.15	25.63% [6.15%]	29.75% [6.58%]	N.A.
8.	Vedant Asset Limited	3.00	40	October 12, 2022	65	44.25% [5.91%]	37.50% [4.32%]	N.A.
9.	Baheti Recycling Industries Limited	12.42	45	December 08, 2022	120	174.67% [-2.73%]	N.A.	N.A.
10.	Chaman Metallics Limited	24.21	38	January 16, 2023	68	N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

Summary statement of Disclosure:

Financial Year	**Total no. of IPOs**	**Total amount of funds raised (Rs. Cr.)**	**No. of IPOs trading at discount- 30th calendar days from listing**			**No. of IPOs trading at Premium- 30th calendar days from listing**			**No. of IPOs trading at discount- 180th calendar days from listing**			**No. of IPOs trading at Premium- 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2020-21	2(1)	17.02	-	-	-	-	-	2	-	-	-	1	-	1
2021-22	6(2)	130.40	-	-	-	4	-	2	-	-	-	6	-	-
2022-23	11(3)	144.30	-	-	-	5	4	1	-	-	-	2	-	1

1) *The scrip of Suratwwala Business Group Limited and Knowledge Marine & Engineering Works Limited was listed on August 13, 2020 and March 22, 2021 respectively.*
2) *The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021and March 28, 2022 respectively. And*
3) *The scrip of, Cargotrans Maritime Limited, Cargosol Logistics Limited, Silicon Rental Solutions Limited, Concord Control Systems Limited, Lloyds Luxuries Limited and Vedant Asset Limited has not completed its 180th day from the date of listing and Baheti Recycling Industries Limited has not completed its 90th day from the date of listing. Also, Chaman Metallics Limited has not completed its 30th day from the date of Listing*

Note:
a) Based on date of listing.
b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
c) Prices on BSE/NSE are considered for all of the above calculations.
d) In case 30th /90th /180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
e) In case 30th /90th /180th day, scrips are not traded then last trading price has been considered.
f) N.A. – Period not completed.
g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

Track Record of past issues handled by Hem Securities Limited:

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: www.hemsecurities.com

Disclaimer from our Company and the Book Running Lead Manager:

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Hem securities Limited) and our Company on January 07, 2023 and the Underwriting Agreement dated January 13, 2023 entered into between the Underwriters and our Company and the Market Making Agreement dated January 13, 2023 entered into among the Market Maker and our Company.

All information shall be made available by our Company 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 collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:
Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in Respect of Jurisdiction:
This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Raipur, Chhattisgarh only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold,

directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the BSE SME:

BSE Limited ("BSE") has vide its letter dated January 19, 2023, given permission to "Earthstahl & Alloys Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai

Disclaimer Clause under Rule 144A of the U.S. Securities Act:

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus with the SEBI/ ROC

The Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

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

A copy of the Prospectus, will be filed to the RoC Office situated at Registrar of Companies, Chhattisgarh, ROC-cum-Official Liquidator, Ist Floor, Ashok Pingley Bhawan, Municipal Corporation, Nehru Chowk, Bilaspur- 495001, Chattisgarh.

Listing:

The Equity Shares of our Company are proposed to be listed on BSE SME platform. Our Company has obtained in-principle approval from BSE by way of its letter dated January 19, 2023 for listing of equity shares on BSE SME (BSE SME platform).

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME of BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

Impersonation:

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013.

Consents:

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Syndicate Member, Registrar to the Issue, Banker to the Issue (Sponsor Bank), Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been be obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents has not been withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. APAS & Co. LLP, Chartered Accountants, Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of

their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated Financial Statements as included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

Expert Opinion:

Except for the reports mentioned in the section titled ***"Financial Information of the Company"*** and ***"Statement of Special Tax Benefits"*** on page *133* and page *79*, our company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act, 1933.

Fees, Brokerage and Selling Commission payable:

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated January 07, 2023 with the Book Running Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated January 13, 2023 with Underwriter and (iii) the Market Making Agreement dated January 13, 2023 with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue:

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated January 07, 2023 a copy of which is available for inspection at our Company's registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/ speed post.

Particulars regarding Public or Rights Issues during the last five (5) years:

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled ***"Capital Structure"*** beginning on page *53* of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Performance vis-a-vis objects – Public/ Right issue of our Company:

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Option to Subscribe:

a) Investors will get the allotment of specified securities in dematerialization form only.
b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments:

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Stock Market Data of the Equity Shares:

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company:

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Rahul Kumar Sinha, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Rahul Kumar Sinha
Company Secretary & Compliance Officer
EARTHSTAHL & ALLOYS LIMITED
Address: Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate Raipur,
Chhattisgarh- 492001 India.
Tel. No.: +91 8120009625
Email: secretarial@earthstahl.com
Website: www.earthstahl.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Board by a resolution on January 04, 2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled ***"Our Management"*** beginning on page 115 of this Prospectus.

Status of Investor Complaints:

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company:

We do not have any listed company under the same management.

Tax Implications:

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled ***"Statement of Special Tax Benefits"*** beginning on page *79* of this Prospectus.

Purchase of Property:
Other than as disclosed in Section ***"Our Business"*** beginning on page *90* there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under section titled ***"Capital Structure"*** beginning on page *53* of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets:
Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

Servicing Behavior:

Except as stated in this, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of our Company:

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation**.**
Except as disclosed in chapter titled ***"Our Management"*** beginning on page *115* and chapter titled ***"Financial Information"*** beginning on page *133* none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any:

As on date of the Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors ("UPI Phase III"), as may be prescribed by SEBI.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue:

The present Public Issue of upto 32,40,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on January 02, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on January 03, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares:

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, ***"Main Provisions of Article of Association"***, beginning on page 237 of this Prospectus.

Mode of Payment of Dividend:

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI Listing Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled ***"Dividend Policy"*** and ***"Main Provisions of Article of Association"*** beginning on page 132 and 237 respectively of this Prospectus.

Face Value and Issue Price:

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ 38 per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ 40 per Equity Share ("Cap Price").

The Price Band and the minimum Bid Lot size were decided by our Company in consultation with the BRLM, and has been advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Raipur edition of Swadesh, a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

ICDR Regulations, 2018:

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms:

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders:

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

a) Right to receive dividend, if declared;
b) Right to receive Annual Reports and notices to members;
c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
d) Right to vote on a poll either in person or by proxy;
e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
g) Right of free transferability of the Equity Shares; and
h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI Listing Regulations, MOA and AOA of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled ***"Main Provisions of the Articles of Association"*** beginning on page 237 of this Prospectus.

Allotment only in Dematerialized Form:

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of

physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated December 16, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated December 16, 2022 between CDSL, our Company and Registrar to the Issue.

Minimum Application Value, Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of 3000 Equity Shares and the same may be modified by the BSE SME (SME platform of BSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 3000 Equity Shares is subject to a minimum allotment of 3000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees:

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

Jurisdiction:

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Raipur, Chhattisgarh.

The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders:

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor:

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the

manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or
(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Subscription List of Public Issue:

Event	Indicative Dates
Bid/ Issue Opened Date	January 27, 2023
Bid/ Issue Closed Date	January 31, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	February 03, 2023
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about February 06, 2023
Credit of Equity Shares to Demat Accounts of Allottees	On or about February 07, 2023
Commencement of Trading of The Equity Shares on the Stock Exchange	February 08, 2023

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the Bidder. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the

final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Application Forms and any revisions to the same were accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum-Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders.

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

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

Minimum Subscription and Underwriting:

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount‖ has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***"General Information - Underwriting"*** on page 46 of this Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board:

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25.00 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board. Or

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores and if the company fulfills the eligibility criteria for listing laid down by the main board, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of

votes cast by shareholders other than promoter shareholders against the proposal.

Market Making:

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (BSE SME), wherein the BRLM to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company the BRLM and the Market Maker please refer to section titled ***"General Information - Details of the Market Making Arrangements for this Issue"*** on page 46 of this Prospectus.

Arrangements for disposal of odd lots:

The trading of the Equity Shares will happen in the minimum contract size of 3000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form:

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments:

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI:

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting:

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled ***"Capital Structure"*** beginning on page 53 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled ***"Main Provisions of the Articles of Association"*** beginning on page 237 of this Prospectus.

Pre-Issue Advertisement:

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC published a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

In the pre-Issue advertisement, we stated the Bid/Issue Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Allotment Advertisement:

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of the English national newspaper i.e. Business Standard, all editions of Hindi national newspaper i.e. Business Standard and Raipur Edition of Regional newspaper i.e. Swadesh with wide circulation where our Registered office is located.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten Crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (***"SME Exchange"***, *in this case being the BSE SME i.e. SME platform of BSE).* For further details regarding the salient features and terms of such an issue please refer chapter titled **"*Terms of the Issue*"** and **"*Issue Procedure*"** on page 205 and 215 of this Prospectus.

Issue Structure:

Initial Public Issue of 32,40,000 Equity Shares of ₹10 each *(the "Equity Shares")* for cash at a price of ₹ 40 per Equity Share (including a Share Premium of ₹ 30 per Equity Share), aggregating up to ₹ 1296.00 Lakhs *("the Issue")* by the issuer Company *(the "Company").*

The Issue comprises a reservation of upto 1,68,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker *("the Market Maker Reservation Portion")* and Net Issue to Public of upto 30,72,000 Equity Shares of ₹ 10 each *("the Net Issue")*. The Issue and the Net Issue will constitute 26.47 % and 25.09 %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue(2)	Market Maker Reservation Portion	QIBs	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto 1,68,000 Equity Shares	Not more than 9,18,000* Equity Shares	Not less than 10,77,000* Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than 10,77,000* Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue Size available for allocation	5.19% of the Issue Size	Not more than 30% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the QIB Portion	Not less than 35% of the Net Issue or Net Issue less allocation to QIB Bidders and RIBs will be available for allocation.	Not less than 35% of the Issue or the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment(3)	Firm Allotment	Proportionate as follows: a) Upto 48,000 Equity Shares shall be available for allocation on a	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size,	Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability

Particulars of the Issue[2]	Market Maker Reservation Portion	QIBs	Non-Institutional Investors	Retail Individual Investors
		proportionate basis to Mutual Funds only; and b) Upto 8,70,000 Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	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. For details, see "Issue Procedure" beginning on page 215 of this Prospectus.	of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see "Issue Procedure" beginning on page 215 of this Prospectus.
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	1,68,000 Equity Shares	Such number of Equity Shares and in multiples of 3000 Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of 3000 Equity Shares that the Bid Amount exceeds ₹200,000	3000 Equity Shares
Maximum Bid Size	1,68,000 Equity Shares	Such number of Equity Shares in multiples of 3000 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of 3000 Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of 3000 Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	3000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	3000 Equity Shares and in multiples thereof	3000 Equity Shares and in multiples thereof	3000 Equity Shares and in multiples thereof
Terms of Payment	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.			
Mode of Bid	Only through the ASBA process.		Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment

** Subject to finalization of basis of allotment.*

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

(1) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being*

made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

(2) *Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.*

The Bids by FPIs with certain structures as described under ***"Issue Procedure - Bids by FPIs"*** on pages 215 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue.

after Bid/ Issue Opening but before allotment, and in such case the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

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

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

Issue Program

Event	Indicative Dates
Bid/ Issue Opened on	January 27, 2023
Bid/ Issue Closed on	January 31, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	February 03, 2023
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or about February 06, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or about February 07, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	February 08, 2023

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – 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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that their Application 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 this Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.

Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be 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 Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

PART A

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 30% of the Issue shall be allocated on a proportionate basis to QIBs Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 35% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bid cum Application Form

Copies of the Bid cum Application Form and the abridged prospectus were available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form was also available for download on the websites of the BSE, at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs captured and uploaded the relevant details in the electronic bidding system of stock exchange(s) and submitted/delivered the Bid Cum Application Forms to respective SCSBs where the Bidders had a bank account and had not submitted it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders hadonly used the specified Bid Cum Application Form for making an Application in terms of the Prospectus.

The Bid Cum Application Form contained information about the Bidder and the price and the number of Equity Shares that the Bidders wished to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange bear a system generated unique application number. Bidders were required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, submitted a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the

	stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange was done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB captured and uploaded the relevant details in the electronic bidding system as specified by the stock exchange and began blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary captured and uploaded the relevant details in the electronic bidding system of the stock exchange. Post uploading, they l forwarded a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shared application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank initiated request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange validated the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange allowed modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis

Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Member

The Book Running Lead Managers and the Syndicate Member were not allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Member could Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Member, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associates of the Book Running Lead Managers could apply in the Issue under the Anchor Investor Portion:

(I) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
(II) insurance companies promoted by entities which are associate of the Book Running Lead Managers;
(III) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
(IV) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Managers.

Further, persons related to our Promoters and Promoter Group did not apply in the Issue under the Anchor Investor Portion.

(I) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
(II) veto rights; or
(III) right to appoint any nominee director on the Board.

Option to Subscribe in the Issue

a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

The relevant Designated Intermediary could 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 was 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 was required to surrender the earlier Acknowledgement Slip and 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, the Book Running Lead Managers 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 this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds

by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.
Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There was no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders were treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUFS

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the

ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of Rs. 40/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Build of the Book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bids

a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement and Registering of Red Herring Prospectus/Prospectus with ROC

a) Our company has entered into an Underwriting Agreement dated January 13, 2023
b) A copy of Red Herring Prospectus has been filed with the ROC and copy of Prospectus will be filed with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company, after registering the Red Herring Prospectus with the ROC, published a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we stated the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Do's:

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed Rs. 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;

13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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 Issue through the Issue 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 than1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual 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 Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;

- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders),the Depository Participant‘s identity (DP ID) and the beneficiary‘s account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and

- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. **For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 10,77,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 10,77,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 3000 Equity Shares

and in multiples of 3000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. **For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 10,77,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 10,77,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 3000 Equity Shares and in multiples of 3000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. **For QIBs**

The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of 3000 Equity Shares and in multiples of 3000 Equity Shares thereafter for 95% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of 3000 Equity Shares and in multiples of 3000 Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 9,18,000 Equity Shares.

Issuance of Allotment Advice

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to

accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by Our Company

We undertake as follows:

1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.

3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

5) That our Promoter 's contribution in full has already been brought in;

6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;

7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

8) If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9) If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;

10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;

3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Tripartite Agreement dated December 16, 2022 between NSDL, the Company and the Registrar to the Issue;
b) Tripartite Agreement dated December 16, 2022 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0O4V01010

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and/ or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/ restrictions for overseas entities:

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an

issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/ statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis:

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in

any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

PRELIMINARY

The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed by the members on 27th August, 2022 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

1. **Table F to apply**

- The regulations contained in Table F, in the First Schedule to the Companies Act, 2013 shall apply to the Company, except so far and to the extent the same are inconsistent with these articles/excluded by the articles appearing herein under.

- The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

Interpretation

2. In these regulations –

**New set of Articles of Association adopted at AGM held on 27.08.2022.*

a) "The Company" or this Company means Earthstahl & Alloys Limited.

b) "the Act" means the Companies Act, 2013 and includes any amendments, re-enactments or other statutory modifications thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

c) "Articles" or "Articles of Association" or means the articles of association of the Company as amended from time to time.

3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Business

4. The business of the Company shall include everything within the scope of these presents or as may be permitted or authorized by the object clause of the Memorandum of Association.

Share Capital and variation of rights

5. The Authorized Share Capital of the Company shall be such amount as may from time to time be authorized by the Memorandum of Association of the Company.

6. Subject to the provisions of the Companies Act, 2013, the Board may issue, at a discount, shares of a class already issued.

7. Any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

8. Any option or right to call of shares shall not be given to any person except with the sanction of the Issuer in General meetings.

Foreign Register of Members

9. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

Dematerialization

10. For the purpose of this article –

    i. 'Beneficial Owner' means a person or persons whose name is recorded as such with a depository.
    ii. 'SEBI' means the Securities and Exchange Board of India.
    iii. 'Depository' means a company formed and registered under the Companies Act, 1956 / Companies Act, 2013, and which has been /shall be granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992; and
    iv. 'Security' means such security as may be specified by SEBI from time to time.

11. Notwithstanding anything contained in these articles, the company shall be entitled to dematerialize its securities, to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.

12. 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 the applicable 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 / or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottees and / or transferee as the beneficial owner of the security.

13. All securities held by a depository shall be dematerialized and be in fungible form.

14. Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.

Rights of Depositories and Beneficial Owners

15. 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. 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.

    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 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.

Service of Documents

16. Notwithstanding anything to the contrary contained in the Act or these articles, 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.

Transfer of Securities

17. The transfer of shares, debentures or other marketable securities of the Company in respect of which no certificate has been issued or in cases where such shares, Debentures or other marketable Securities are held in an electronic and fungible form, shall be governed by the provisions of the Depositories Act, 1996.

18. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the issuer on any account whatsoever.

19. A common form of transfer shall be used, if required anytime in future.

Allotment of Securities dealt in a depository

20. Notwithstanding anything contained in the Act or these articles, where securities dealt in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities.

Register and Index of Beneficial Owners

21. 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.

Issue of Preference Shares

22. Subject to the provisions of section 55, any preference shares may be issued redeemable on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Bonus Shares

23. Subject to the provisions of the Act, the Company may issue Bonus Shares.

Reduction of Capital

24. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

    a. Its share capital;

    b. Any capital redemption reserve account; or

    c. Any share premium account.

Directors

25. The Board of Directors may, subject to the provisions of the Companies Act, 2013, the rules made there under, appoint any of the directors as the Chairperson of the Board.

26. The Board of Directors may, subject to the provisions of the Companies Act, 2013, the rules made there under and subject to the approval of the members in the general meeting, appoint any one of them as managing director and entrust him with substantial powers of management of the affairs of the company. The Chairperson of the Board may also hold the position of the Managing Director/CEO of the Company in addition to the position of Chairperson.

27. The Directors shall not be required to hold any qualification shares.

28. The Board of Directors may at any time and from time to time Co-opt any official of financial institution / bank as a Director of the Company at their request. Such Director shall not be required to hold any share qualification and shall not be liable to retirement by rotation so long as any part of the loan taken by the Company from any of the Financial Institutions /bank remains outstanding. The Director so co-opted will be entitled to the usual fee and allowances payable to the Directors otherwise.

29. The Company may appoint not less than two-thirds of the total number of the directors of a company in accordance with the principle of proportional representation, whether by the single transferable vote or by a system of cumulative voting or otherwise and such appointments may be made once in every three years and casual vacancies of such directors shall be filled as provided in sub-section (4) of section 161.

30. A person shall not be capable of being appointed a Director of the Company if he has attained the age of 75 years provided that where a person has been appointed as director of the Company before he has attained the age of 75 years, he shall not be required to vacate his office after his appointment before the expiry of his term merely on the ground that he has attained that age within that period.

31. Subject to the provisions of the Companies Act, 2013 and Rules made there under each Director shall be paid as sitting fees, for each meeting of the Board or a committee thereof, attended by him, a sum not exceeding the maximum amount as prescribed under the Act.

32. Subject to the provisions of Section 161 of the Act, the Board of directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.

33. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy created before expiry of office of any director.

34. The remuneration payable to the directors/managing director/whole time director(s) shall be determined in accordance with the provisions of the Act and shall be subject to the approval of the members in the general meeting by way of an ordinary resolution.

35. The Board of Directors may delegate any of its power to, any committee of directors or any other director or any other officer/executive of the Company by way of a resolution subject to such conditions as may be deemed necessary. The power may include sub-delegation of powers by the delegate.

Additional Director

36.

I) Subject to the provisions of section 161 and other applicable provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength as provided in section 149 of the Act or such higher number as may be approved by the Shareholders by way of Special Resolution.

II) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Quorum of Board Meeting

37. The quorum required for conducting the Board meeting shall be as prescribed in Section 174 of the Act.

Books of Accounts/Registers

38. All the registers permitted by law to be inspected by the members/other persons (as permitted by the Act) shall be open for inspection from Monday to Friday from 11.00 a.m. to 1.00 p.m

General Power

39. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

40. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law;

Indemnity

41. Every officer or agent for time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the tribunal.

42. The Company may defend its officer(s) against any suits, etc. filed in connection with the work done or action taken by such officer(s) in good faith while performing his duties.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of the Red Herring Prospectus until the Issue Closing Date.

Material Contracts

1. Agreement dated January 07, 2023 between our Company and the Book Running Lead Manager to the Issue.
2. Agreement dated January 07, 2023 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated January 17, 2023 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated January 13, 2023 between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated January 13, 2023 between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated January 19, 2023 between our Company, Book Running Lead Manager and Registrar to the Issue and Syndicate Members.
7. Tripartite Agreement dated December 16, 2022 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated December 16, 2022 among NDSL, the Company and the Registrar to the Issue.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated December 09, 2009 issued by the Registrar of Companies, Madhya Pradesh and Chhattisgarh.
3. Fresh Certificate of Incorporation dated September 21, 2022 issued by the Registrar of Companies, Chhattisgarh consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated January 02, 2023 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated January 03, 2023 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the stub period ended September 30, 2022 and period ended March 31 2022, March 31, 2021 and March 31, 2020.
7. Statutory Auditors Report dated January 04, 2023 on the Restated Financial Statements for the stub period ended September 30, 2022 and financial years ended March 31 2022, March 31, 2021 and March 31, 2020.
8. Copy of the Statement of Tax Benefits dated January 04, 2023 from the Peer Review Auditor.
9. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Syndicate Member, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
10. Certficate on KPI's issued by our statutory auditor namely APAS & Co. LLP. Chartered Accountants dated January 11, 2023
11. Board Resolution dated January 11, 2023 for approval of Draft Red Herring Prospectus, dated January 20, 2023 for approval of Red Herring Prospectus and dated February 02, 2023 for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated January 11, 2023
13. Approval from BSE vide letter dated January 19, 2023 to use the name of BSE in the Prospectus for listing of Equity Shares on the BSE SME (SME Platform) of the BSE Ltd.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Rajesh Somani Whole-Time Director DIN: 01719930	**Sd/-**

Date:February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Prawin Somani Whole-Time Director DIN: 01143972	**Sd/-**

Date: February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Padma Somani Whole-Time Director DIN: 01719952	**Sd/-**

Date: February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Ravi Thakurdasji Laddha Non- Executive Director DIN: 00008358	**Sd/-**

Date: February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Surendra Kumar Jain Chairman and Independent Director DIN: 00179336	**Sd/-**

Date: February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Vinod Kumar Arora Independent Director DIN: 03213317	**Sd/-**

Date: February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Utsabanand Nath Chief Financial Officer	**Sd/-**

Date: February 02, 2023
Place:Raipur

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Rahul Kumar Sinha Company Secretary and Compliance officer M.No. A66805	**Sd/-**

Date: February 02, 2023
Place:Raipur