PROSPECTUS
Please read section 32 of the Companies Act, 2013
Dated September 06, 2023
100% Book Built Offer

(Please scan this QR Code to view the Prospectus)

RATNAVEER PRECISION ENGINEERING LIMITED

(FORMERLY KNOWN AS RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.	Office No. 703 & 704, Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Vadiwadi, Vadodara - 390 023, Gujarat, India	Prerana Rajeshbhai Trivedi Company Secretary and Compliance Officer	Email: cs@ratnaveer.com Telephone: +91 8487878075	www.ratnaveer.com

THE PROMOTER OF OUR COMPANY IS VIJAY RAMANLAL SANGHAVI

DETAILS OF THE OFFER TO PUBLIC

Type	Fresh Issue Size	Offer For Sale Size	Total Offer Size	Eligibility And Reservations Among QIBS, NIIS, & RIBS
Fresh Issue and Offer for Sale	Up to 13,800,000 Equity Shares aggregating up to ₹ 1,352.40 Million	Up to 3,040,000 Equity Shares aggregating upto ₹ 297.92 Million	Up to ₹ 1,650.32 Million	The Offer was made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIIs, RIBs, see "Offer Structure" on page 376.

DETAILS OF OFFER FOR SALE BY PROMOTER SELLING SHAREHOLDER

Name of Promoter Selling Shareholder	Type	No. of Equity Shares Offered	Weighted Average Price Per Equity Share (In ₹)*
Vijay Ramanlal Sanghavi	Promoter	Up to 3,040,000 Equity Shares	Nil

**As certified by M/s. Pankaj R. Shah & Associates by way of their certificate dated July 14, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and the Offer Price, has been determined by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 128 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 RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 32.

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

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited and National Stock Exchange of India Limited. Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated April 28, 2023. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER

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

REGISTRAR TO THE OFFER

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

BID/ OFFER SCHEDULE

ANCHOR INVESTOR BID/ OFFER PERIOD	Friday, September 01, 2023*	**BID/ OFFER OPENED ON**	Monday, September 04, 2023	**BID/ OFFER CLOSED ON**	Wednesday, September 06, 2023

** Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date was one Working Day prior to the Bid/ Offer Opening Date.*

PROSPECTUS
Dated September 06, 2023
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

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

Our Company was incorporated under the provisions of the Companies Act, 1956 as "Ratnaveer Stainless Products Private Limited" on February 20, 2002, as a private limited company vide Certificate of Incorporation issued by Registrar of Companies, Dadra & Nagar Haveli, Gujarat. Subsequently the name of our Company was changed to "Ratnaveer Metals Private Limited" vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on May 28, 2018, and a fresh Certificate of Incorporation was granted by the Registrar of Companies on May 30, 2018. Pursuant to the conversion of our Company into a public limited company the name was changed to "Ratnaveer Metals Limited" vide Special Resolution passed by the shareholders of our Company at the Annual General Meeting held on September 27, 2018 and a fresh Certificate of Incorporation dated October 11, 2018 was issued by the Registrar of Companies. Further, the name of our Company was changed to 'Ratnaveer Precision Engineering Limited' vide Special Resolution passed by the shareholders of our Company at their Extra-Ordinary General Meeting held on October 12, 2022, and a fresh Certificate of Incorporation was granted by the Registrar of Companies on November 01, 2022. For details in relation to the change in our Registered and Corporate Office of our Company, see "History and Certain Corporate Matters" beginning on page 217.

Registered Office: Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India. **Telephone:** +91 8487878075;
Corporate Office: Office No. 703 & 704 Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Vadiwadi, Vadodara- 390 023, Gujarat, India
Contact Person: Prerana Rajeshbhai Trivedi, Company Secretary and Compliance Officer; **E-mail:** cs@ratnaveer.com; **Website:** www.ratnaveer.com
Corporate Identity Number: U27108GJ2002PLC040488

PROMOTER OF THE COMPANY: VIJAY RAMANLAL SANGHAVI

INITIAL PUBLIC OFFER OF UP TO 16,840,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RATNAVEER PRECISION ENGINEERING LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ 98.00 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 88.00 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 1,650.32 MILLION COMPRISING A FRESH ISSUE OF UP TO 13,800,000 EQUITY SHARES AGGREGATING UP TO ₹ 1,352.40 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,040,000 EQUITY SHARES AGGREGATING UP TO ₹ 297.92 MILLION **BY VIJAY RAMANLAL SANGHAVI (THE "PROMOTER SELLING SHAREHOLDER") AND SUCH EQUITY SHARES OFFERED BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFERED SHARES") (SUCH OFFER BY EACH OF THE PROMOTER SELLING SHAREHOLDER, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER AND NET OFFER SHALL CONSTITUTE 34.72% OF THE FULLY-DILUTED POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS 9.8 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT HAS BEEN DECIDED BY OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND HAS BEEN ADVERTISED IN ALL EDITIONS OF BUSINESS STANDARD, AN ENGLISH LANGUAGE NATIONAL DAILY WITH **WIDE CIRCULATION AND ALL EDITIONS OF BUSINESS STANDARD, AN HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION AND AHMEDABAD EDITION OF AHMEDABAD EXPRESS, THE GUJARATI REGIONAL NEWSPAPER WITH WIDE CIRCULATION (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT, WHERE OUR REGISTERED OFFICE IS LOCATED) , AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND HAS BEEN MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH ICDR REGULATIONS.**

In case of any revision to the Price Band, the Bid/ Offer Period would have been extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, could for reasons to be recorded in writing, have extended the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, would have been widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank, as applicable.

This was an Offer in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations. The Offer has been made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB Portion"), provided that our Company in consultation with the Book Running Lead Manager could have allocated up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares would have been added to the Net QIB Portion. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds was less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion would have been added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer was available for allocation on a proportionate basis to Non-Institutional Bidders of which one-third of the Non-Institutional Category was available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category was available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category could have been allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. Further not less than 35% of the Offer was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) were mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount were blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors were not permitted to participate in the Offer through the ASBA Process. For further details, see "Offer Procedure" on page 380.

RISKS IN RELATION TO THE FIRST OFFER

This having been the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹ 10. The Floor Price, Cap Price and Offer Price have been determined and justified by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in "Basis for Offer Price" beginning on page 128 should not have been taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 32.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited and National Stock Exchange of India Limited. Our Company has received 'in-principle' approvals from BSE Limited and National Stock Exchange of India Limited for the listing of the Equity Shares pursuant to letters dated April 28, 2023 and April 28, 2023, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be National Stock Exchange of India Limited. A signed copy of the Prospectus shall be filed with the Registrar of Companies, Ahmedabad ("RoC") for filing in accordance under Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of this Prospectus up to the Bid/ Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 444.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
UNISTONE CAPITAL PRIVATE LIMITED A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059, Maharashtra, India. **Telephone:** +91 9820057533 **Email:** mb@unistonecapital.com **Investor grievance email:** compliance@unistonecapital.com **Contact Person:** Brijesh Parekh **Website:** www.unistonecapital.com **SEBI registration number:** INM000012449 **CIN:** U65999MH2019PTC330850	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 247 Park, 1st Floor L.B.S. Marg, Vikhroli West Mumbai 400 083, Maharashtra, India **Telephone:** +91 8108114949 **Facsimile:** +91 22 49186195 **Email:** ratnaveerprecision.ipo@linkintime.co.in **Investor grievance email:** ratnaveerprecision.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **Website:** www.linkintime.co.in **SEBI Registration Number:** INR000004058 **CIN:** U67190MH1999PTC118368

BID/ OFFER PROGRAMME

ANCHOR INVESTOR BID/ OFFER PERIOD	Friday, September 01, 2023*	**BID/ OFFER OPENED ON**	Monday, September 04, 2023	**BID/ OFFER CLOSED ON**	Wednesday, September 06, 2023

* *Our* Company and the Promoter Selling Shareholder shall, *in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date was one Working Day prior to the Bid/ Offer Opening Date.*

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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, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time under that provision.

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations framed thereunder. Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Possible Special Tax Benefits", "Restated Financial Statements", "Basis for Offer Price", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of Articles of Association" beginning on pages 144, 210, 139, 249, 128, 340, 380 and 406 respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company" or "the Company" or "the Issuer" or "RPEL"	Ratnaveer Precision Engineering Limited, a public limited company incorporated under the Companies Act and having its registered office at Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
"Articles of Association" or "AoA"	Articles of association of our Company, as amended
Audit Committee	Audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "Our Management" on page 223
"Auditors" or "Statutory Auditors"	M/s. Pankaj R. Shah & Associates, the statutory auditors of our Company
"Board" or "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof
Chairman and Managing Director	The Chairman and Managing Director of our Company, Vijay Ramanlal Sanghavi
Chief Financial Officer/ CFO	Chief financial officer of our Company, Vijay Ramanlal Sanghavi
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, Prerana Rajeshbhai Trivedi
Director(s)	Director(s) on our Board

Term	Description
"D&B Report"	The Industry Report titled "Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes" dated August 2023 prepared and issued by Dun & Bradstreet ("D&B")
Equity Shares	Equity shares of face value of ₹10/- each of our Company
Executive Director(s)	Executive director(s) on our Board
Independent Director(s)	Independent director(s) appointed in accordance with the Companies Act and the SEBI Listing Regulations on our Board. For details of the Independent Directors, see *"Our Management"* on page 223
Group Companies	Our group companies as disclosed in *"Our Group Companies"* on page 247
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company shall have the meaning as set out under Regulation 2(1)(bb) of the SEBI ICDR Regulations and in terms of the section 2(51) of the Companies Act as described in *"Our Management – Key Managerial Personnel"* on page 240 on this Prospectus
KPI(s)	Key Performance Indicator(s)
Managing Director	Managing director of our Company, Vijay Ramanlal Sanghavi
Materiality Policy	The materiality policy adopted by our Board on May 12, 2022, for identification of (a) Group Companies; (b) material outstanding litigations; and (c) outstanding dues to material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus
"Memorandum of Association" or "MoA"	Memorandum of association of our Company, as amended
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and as described in "Our Management" on page 223
Non-Executive Director(s)	Non-Executive Director(s) on our Board appointed as per the Companies Act and the SEBI Listing Regulations as described in *"Our Management"* on page 223
Promoter	The promoter of our Company, namely Vijay Ramanlal Sanghavi. For details, see *"Our Promoter and Promoter Group"* on page 243
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in *"Our Promoter and Promoter Group"* on page 243
Registered Office	The registered office of our Company situated at Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.
"Registrar of Companies" or "RoC"	Registrar of Companies, Gujarat at Ahmedabad
Restated Financial Statements	Restated Financial Statements which comprise the Balance Sheet as restated for the years ended March 31, 2023, 31 March 31, 2022 and 31 March 2021, the Statement of Profit and Loss as restated for the years ended March 31, 2023, 31 March 31, 2022 and 31 March 2021, the Statement of Cash Flows as restated for the years ended 31 March 2023, 31 March 2022 and 31 March 2021 and the Statement of Changes in Equity as restated for the years ended as on that dates, and accounting policies and other explanatory information

Term	Description
	prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013. The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020.
Promoter Selling Shareholder / Selling Shareholder	Vijay Ramanlal Sanghavi
Shareholders	Equity Shareholders of our Company from time to time
Senior Management / SM	Senior management of our Company in terms of the SEBI ICDR Regulations and as disclosed in *"Our Management – Senior Management"* on page 240
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in *"Our Management"* on page 223
Unit 1/ Unit I	Our production facility situated at Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.
Unit 2/ Unit II	Our production facility situated at Plot no. E-120, G.I.D.C., Savli (Manjusar), Vadodara - 391 775, Gujarat, India.
Unit 3/ Unit III	Our production facility situated at Plot no. 548/549, G.I.D.C., Waghodia, Vadodara – 390019, Gujarat, India.
Unit 4/ Unit IV	Our production facility situated at Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440, Gujarat, India.

Offer Related Terms

Term	Description
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 relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the respective portion of the Offered Shares pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who had Bid for an amount of at least ₹100 Million
Anchor Investor Allocation Price	The price at which Equity Shares have been allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which has been

Term	Description
	decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which was considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Offer Period	One Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors were submitted and allocation to the Anchor Investors were completed
Anchor Investor Offer Price	The final price at which Equity Shares have been Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price is equal to the Offer Price, but not higher than the Cap Price. The Anchor Investor Offer Price has been decided by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager
Anchor Investor Portion	Up to 60% of the QIB Portion, which has been allocated by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and includes applications made by RIBs using the UPI Mechanism where the Bid Amount was blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and included the account of an RIB which was blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, which was used by ASBA Bidders to submit Bids and has been considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares were Allotted to successful Bidders under the Offer as described in "Offer Procedure" beginning on page 380

Term	Description
Bid	An indication to make an offer during the Bid/ Offer Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs, Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid.
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	150 Equity Shares and in multiples of 150 Equity Shares thereafter
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being Wednesday, September 06, 2023, which was notified in All editions of Business Standard, an English national daily newspaper, All editions of Business Standard, a Hindi national daily newspaper, and Ahmedabad editions of the Ahmedabad Express Gujarati regional newspaper (Gujarati being the regional language of Gujarat), where our Registered Office is located, each with wide circulation. Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, could have considered closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date was also to be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank, which was also to be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date were published, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries started accepting Bids, being Monday, September 04, 2023, which was published in All editions of Business Standard (English), an English national daily newspaper, All editions of Business Standard (Hindi), a Hindi national daily newspaper, and Ahmedabad editions of the Ahmedabad Express, Gujarati regional newspaper (Gujarati being the regional language of Gujarat), where our Registered Office is located, each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders could have submitted their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations, provided that such period had to be kept open for a minimum of three Working Days.

Term	Description
	Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, could have considered closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidder or Applicant	Any investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Manager" or "BRLM" or "Lead Manager"	The book running lead manager to the Offer, namely, Unistone Capital Private Limited
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders could submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price could not be finalised and above which no Bids were accepted. The Cap Price was at least 105% of the Floor Price and did not exceed 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	The Agreement dated July 14, 2023 entered amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, the Banker(s) to the Offer and Registrar to the Offer for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time
Cut-off Price	The Offer Price, finalised by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, which could have been any price within the Price Band.

Term	Description
	Only Retail Individual Bidders Bidding in the Retail Portion were entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders were not entitled to Bid at the Cut- off Price
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/ husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which was available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which funds from the Escrow Account(s) were to be transferred to the Public Offer Account(s) or the Refund Account(s), as appropriate, and the relevant amounts blocked in the ASBA Accounts were to be transferred to the Public Offer Account(s) and/ or were to be unblocked, as applicable, in terms of the Red Herring Prospectus and Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares could have been Allotted to successful Bidders in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIBs, Non-Institutional Bidders Bidding with an application size of up to ₹ 500,000 (not using the UPI Mechanism) and the Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIBs where the Bid Amount was blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders could submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which could collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmI d=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	The National Stock Exchange of India Limited

Term	Description
"Draft Red Herring Prospectus" or "DRHP"	The draft red herring prospectus dated January 26, 2023 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPI(s)	FPI(s) that are eligible to participate in this Offer in terms of applicable laws
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account(s)	The account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors transferred money through NACH/ direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	The agreement dated July 14, 2023 amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLM, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for, among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof
Escrow Collection Bank	Bank(s) which are clearing member(s) and registered with SEBI as banker(s) to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) was opened, in this case being IndusInd Bank Limited
First Bidder or Sole Bidder	Bidder whose name was to be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also had to appear as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted
Fresh Issue	Fresh issue of up to 13,800,000 Equity Shares aggregating to ₹ 1,352.40 Million by our Company
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued by SEBI, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Gross Offer Proceeds	The gross offer proceeds of the Fresh Issue that will be available to our Company
Monitoring Agency	CARE Ratings Limited
Monitoring Agency Agreement	Agreement dated July 13, 2023, entered between our Company and the Monitoring Agency
Mutual Fund Portion	5% of the Net QIB Portion, or 421,000 Equity Shares which were made available for allocation to Mutual Funds only, subject to valid Bids having been received at or above the Offer Price

Term	Description
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see *"Objects of the Offer"* beginning on page 118
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
"Non-Institutional Bidders" or "Non-Institutional Investors"	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000/- (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Offer being not less than 15% of the Offer consisting of 2,526,000 Equity Shares which will be made available for allocation on a proportionate basis to Non-Institutional Investors, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids having been received at or above the Offer Price
Non-Resident	Person resident outside India, as defined under FEMA and includes a non-resident Indian, FVCIs and FPIs
Offer/ Net Offer	Initial public offer of up to 16,840,000 Equity Shares for cash at a price of ₹ 98.00 per Equity Share (including a share premium of ₹ 88.00 per equity share) aggregating to ₹ 1,650.32 Million. The Offer comprises of a Fresh Issue of up to 13,800,000 Equity Shares aggregating to ₹ 1,352.40 Million and an Offer for Sale of up to 3,040,000 Equity Shares aggregating to ₹ 297.92 Million
Offer Agreement	Agreement dated January 23, 2023 entered amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the Offer
Offer for Sale	The offer for sale of upto 3,040,000 Equity Shares aggregating to ₹ 297.92 Million by the Promoter Selling Shareholder in the Offer
Offer Price	The final price at which Equity Shares have been Allotted to successful Bidders, other than Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. Equity Shares have been Allotted to Anchor Investors at the Anchor Investor Offer Price, which has been decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus and the Prospectus. The Offer Price has been decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus and the Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which are available to our Company and the proceeds of the Offer for Sale which are available to the Promoter Selling Shareholder, net of respective portion of the Offer related expenses. For further information about use of the Offer Proceeds, see *"Objects of the Offer"* beginning on page 118

Term	Description
Offered Shares	Up to 3,040,000 Equity Shares aggregating to ₹ 297.92 Million being offered by the Promoter Selling Shareholder in the Offer for Sale
Price Band	Price band of a minimum price of ₹ 93.00 per Equity Share (Floor Price) and the maximum price of ₹ 98.00 per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot size for the Offer has been decided by our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Manager, and has been advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in All editions of Business Standard, an English national daily newspaper, All editions of Business Standard, a Hindi national daily newspaper and Ahmedabad editions of the Ahmedabad Express, Gujarati regional newspaper (Gujarati being the regional language of Gujarat where our Registered Office is located), each with wide circulation and has been made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, has finalised the Offer Price
Prospectus	This prospectus dated September 06, 2023 being filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Bank account opened with the Public Offer Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Offer Account has been opened, in this case being Kotak Mahindra Bank Limited
QIB Category/ QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of 8,420,000 Equity Shares which were available for allotment to QIBs (including Anchor Investors), subject to valid Bids having been received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus dated August 22, 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 Offer price and size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus has been filed with the RoC at least three working days before the Bid/Offer Opening Date and has become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	Account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders have been made

Term	Description
Refund Bank	Banker(s) to the Offer and with whom the Refund Account has been opened, in this case being Kotak Mahindra Bank Limited
Registered Brokers	Stock brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated December 22, 2022 entered by and amongst our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), and the UPI Circulars, as per the lists available on the websites of BSE and NSE.
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Retail Individual Bidder(s)" or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000/- in any of the bidding options in the Offer (including HUFs who applied through their Karta and Eligible NRIs and does not include NRIs (other than Eligible NRIs)
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of 5,894,000 Equity Shares which was available for allocation to Retail Individual Bidders (subject to valid Bids having been received at or above the Offer Price)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders were not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other websites and updated from time to time.
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely, Link Intime India Private Limited
Share Escrow Agreement	Agreement dated July 11, 2023 entered amongst our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the respective portion of Offered Shares by the Promoter Selling Shareholder and credit of such Offered Shares to the demat account of the Allottees in accordance with the Basis of Allotment
SMS	Short Messaging Service
Specified Locations	Bidding Centres where the Syndicate could accept Bid cum Application Forms

Term	Description
Sponsor Bank(s)	Kotak Mahindra Bank Limited and IndusInd Bank Limited, being Bankers to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Syndicate Agreement	Agreement dated July 11, 2023 entered amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Manager, the Registrar and the Syndicate Members, in relation to collection of Bids by the Syndicate
Syndicate Member	Intermediary registered with the Board and who is permitted to accept bids, applications and place orders with respect to the issue and carry on the activity as an underwriter; namely, Rikhav Securities Limited
Underwriter	Being Unistone Capital Private Limited
Underwriting Agreement	Agreement dated September 06, 2023 entered amongst our Company, the Promoter Selling Shareholder and the Underwriter on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Bidders in the Retail Category, and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Category, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Member, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents. Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 are required to use the UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, March 2021 Circular, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, June 2021, April 5, 2022 Circular, April 20, 2022 Circular, May 30, 2022 Circular along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no.20220722-30 dated July 22, 2022 and

Term	Description
	reference no.20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that was used by UPI Bidders in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Waiver letters	Collectively, letters dated March 31, 2010, August 19, 2010, August 31, 2011, June 30, 2012, June 29, 2013, May 21, 2014, June 30, 2015, August 08, 2016, September 15, 2017, August 23, 2018, July 01, 2019, June 27, 2020, September 01, 2021 and July 01, 2022 issued by our Promoter to our Company waiving his right to claim 0% coupon on Non-cumulative Preference Shares
Wilful Defaulter or Fraudulent Borrower	Wilful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business provided however, with reference to (a) announcement of Price Band and (b) Bid/Offer Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI

Technical/ Industry Related Terms or Abbreviations

Term	Description
ABC	Architecture, building & construction
Alstom	Alstom Transport India Limited
ART	Automotive, railway & transport
BEML	BEML Limited
Bombardier	Bombardier Transportation India Private Limited
CAGR	Compounded Annual Growth Rate (as a %): (End Year Value/ Base Year Value) ^ (1/No. of years between Base year and End year) –1 [^ denotes 'raised to']
Capital Employed	Capital employed is calculated as total assets less current liabilities, plus borrowings under current liabilities, current maturities of long-term debts and lease liabilities under current liabilities
CAPEXIL	Chemicals and Allied Products Export Promotion Council
CARO	Companies Auditor's Report Order, 2020

Term	Description
CFM	Centrifugal Finishing Machine
CWIP	Capital work-in-progress
Debt to Equity	Debt to equity is calculated as borrowings under non-current liabilities plus current maturities of long- term debts plus borrowings under current liabilities, divided by total equity
DG Set(s)	Diesel generator set(s)
EBITDA	EBITDA is calculated as restated profit for the year/ period, plus total tax expenses, exceptional items, finance costs and depreciation and amortization expenses, less other income
EBITDA Margin	EBITDA Margin is the percentage of EBITDA divided by revenue from operations
GIDC/G.I.D.C.	Gujarat Industrial Development Corporation
Gross Margin	Gross Margin is calculated as revenue from operations less Material Cost
GSM	Grams per square meter
HVAC	Heating, ventilation, and air conditioning
ISO	International Organization for Standardization
ITES	Information Technology Enabled Services
mm./ MM/ M.M./m.m.	Millimetres
MRP	Maximum Retail Price
MT	Metric tonnes
MTPA	Metric tonnes per annum
Non- GAAP Measure(s)	Non-GAAP measures comprises EBIT, EBITDA, EBITDA Margin, Gross Margin, Other Operating Expenses, Capital Employed, Return on Capital Employed, Return on Equity, Debt to Equity, PAT Margin, CAGR and others
NPS	Nominal Pipe Size
NSF	National Sanitation Foundation
Other Operating Expenses	Other operating expenses is calculated as other expenses less freight and forwarding charges and advertisement and sales promotion expenses.
PAT Margin	PAT Margin is calculated as restated profit for the year/ period divided by total income, represented as a percentage.
P&M	Plant and machinery
PPE	Property, plant and equipment
R&D	Research and development
RONW	Return on net worth
ROCE	Return on Capital Employed is calculated as EBIT divided by Capital Employed
ROE	Return on equity is calculated as restated profit for the year/ period divided by total equity
ROU	Right to use assets
Titagarh	Titagarh Wagon Limited
SEZ	Special Economic Zone
SKU/SKUs	Stock keeping unit(s)
Sq.Ft./ sqft/ sq. ft.	Square feet

Term	Description
Sq.M/ sqm/ sq. mtr.	Square meters
SS/S.S.	Stainless Steel
Total Borrowings	Total borrowings is calculated as borrowings under non-current liabilities, plus current maturities of long-term debts, plus borrowings under current liabilities

Conventional and General Terms or Abbreviations

Term	Description
₹/ Rs./ Rupees/ INR	Indian Rupees
A/c	Account
Adv. Est.	Advance Estimates
AIFs	Alternative Investments Funds
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AGM	Annual general meeting
B2B	Business to business
BSE	BSE Limited
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 2013 and Companies Act, 1956, as applicable
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have an effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections by the Ministry of Corporate Affairs, Government of India as of the date of this Prospectus, along with the relevant rules made thereunder.
COVID-19	Coronavirus disease 2019, a respiratory illness caused by the Novel Coronavirus and a public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CSR	Corporate Social Responsibility
CST	Central Sales Tax
Demat	Dematerialised
Depositories	NSDL and CDSL

Term	Description
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
Dist./Dist	District
DP or Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion)
DP/ Depository Participant	Depository participant as defined under the Depositories Act
DRT	Debt Recovery Tribunal
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
ERP	Enterprise resource planning
Est.	Estimated
EU	European Union
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations there under
FEMA Non-debt Instruments Rules/ FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FEMA Regulations	The Foreign Exchange Management (Non Debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non Debt Instruments) Regulations, 2019 and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable
Financial Year/ Fiscal/Fiscal Year/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIR	First information report
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
FZE	Free Zone Establishment
GAAR	General Anti-Avoidance Rules
Gazette	Gazette of India
GDP	Gross domestic product
GFCF	Gross fixed capital formation

Term	Description
GoI or Government or Central Government	Government of India
GST	Goods and services tax
GVA	Gross value added
HNI	High Net worth Individual
H.R./HR	Human Resources
HUF	Hindu undivided family
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICAI Guidance Note	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 110	Indian Accounting Standard 110, "Consolidated Financial Statements", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP/ IGAAP	Accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules 2006 and the Companies (Accounts) Rules, 2014 in so far as they apply to our Company, as amended
IPC	The Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act, 1961
MCA	Ministry of Corporate Affairs
MICR	Magnetic Ink Character Recognition
Mn/ mn	Million
MSME	Micro, small or a medium enterprise.
m-o-m	Month on Month

Term	Description
MOSPI	The Ministry of Statistics and Programme Implementation
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N/A/ N.A./ NA	Not applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Funds Transfer
No(s).	Number(s)
Novel Coronavirus	Severe acute respiratory syndrome coronavirus 2, a strain of coronavirus that causes coronavirus disease 2019, a respiratory illness.
NPCI	National Payments Corporation of India
NRE Account	Non-resident external rupee account
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit after tax
P/E	Price/earnings
P/E Ratio	Price to Earnings ratio
PFCE	Private Final Consumption Expenditure
RVAT	Rajasthan Value Added Tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SAP	Systems, Applications & Products in Data Processing
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act

Term	Description
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
U.K./UK	United Kingdom
U.A.E./ UAE	United Arab Emirates
U.S. Securities Act	U.S. Securities Act of 1933
U.S./USA/United States	United States of America
USD or US$	United States Dollars
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations
Water Act	Water (Prevention and Control of Pollution) Act, 1974
WPI	Wholesale Price Index
y-o-y	Year on Year

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

Certain Conventions

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

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

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

Financial Data

Unless otherwise stated or context requires otherwise, the financial information and financial ratios included in this Prospectus have been derived from our Restated Financial Statements as at and for the Fiscals 2023, 2022 and 2021, prepared in accordance with Ind AS.

The restated financial statements of the Company and in the periods applicable, comprising the restated balance sheet as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated statement of cash flows for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, and the statement of significant accounting policies, and other explanatory information relating to such financial periods ("Restated Financial Statements") prepared in accordance with Ind AS specified under Section 133 of the Companies Act 2013, the Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019), issued by the ICAI. For further information, see *"Financial Information"* beginning on page 249 of this Prospectus.

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

Non-GAAP Measures

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS, Indian GAAP and other accounting principles, see Risk Factor No. 70 *" – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which*

investors may be more familiar with and may consider material to their assessment of our financial condition." beginning on page 69 of this Prospectus.

Unless the context requires otherwise, any percentage amounts (excluding certain operational metrics), as set forth in *"Risk Factors"*, *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 32, 188 and 317 respectively, and elsewhere in this Prospectus have been calculated on the basis of the Restated Financial Information.

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

Currency and Units of Presentation

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

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

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

Exchange Rates

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

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

(in ₹)

Currency	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
US$*	82.36	75.81	73.50

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

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

Industry and Market Data

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

Certain information in the sections entitled "Summary of the Offer Document", "Industry Overview" and "Our Business" on pages 26, 144 and 189, respectively of this Prospectus has been obtained and exclusively commissioned and paid for by us in connection with the Offer, the report titled "Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes" dated August, 2023 prepared by Dun & Bradstreet which has issued the following disclaimer:

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

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

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

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

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

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

In accordance with the SEBI Regulations, we have included in the chapter *"Basis for Offer Price"* on page 128, information pertaining to the peer company of our Company. Such information has been derived from publicly available data of the peer company. Accordingly, no investment decision should be made solely on the basis of such information. Such industry sources and publications are

also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in *"Risk Factors"* beginning on page 32 of this Prospectus.

FORWARD LOOKING STATEMENTS

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

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

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

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

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

For details regarding factors that could cause the actual results to differ from the expectations, please refer to the chapter titled *"Risk Factors"*, *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 32, 188 and 317 respectively of

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

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

Forward-looking statements reflect the current views of our Company as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Our Company, our Directors, the Promoter Selling Shareholder, members of the Syndicate or any of their respective affiliates or advisors do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

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

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

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including "Risk Factors", "Objects of the Offer", "Our Business", "Industry Overview", "Financial Information", "Outstanding Litigation and Material Developments", "Main Provisions of Articles of Association" and "Offer Procedure" beginning on pages 32, 118, 188, 144, 249, 340, 406 and 380, respectively.

Primary business of our Company

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

Industry in which our Company operates

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

Promoter of our Company

The Promoter of our Company is Vijay Ramanlal Sanghavi.

Size of the Offer

Offer	Up to 16,840,000 Equity Shares aggregating to ₹ 1,650.32 Million
of which	
Fresh Issue[(1)]	Up to 13,800,000 Equity Shares aggregating to ₹ 1,352.40 Million
Offer for Sale[(1)(2)]	Up to 3,040,000 Equity Shares aggregating to ₹ 297.92 Million by the Promoter Selling Shareholder

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

(2) The Equity Shares offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Prospectus with the SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder has consented to participate in the Offer for Sale pursuant to his consent letter dated November 15, 2022. For details of authorizations received for the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 352.

Objects of the Offer

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

(₹ in Million)

Particulars	Total estimated cost	Amount already deployed	Amount proposed to be funded from the Net Proceeds	Estimated deployment of Net Proceeds	
				FY 2024	FY 2025
Funding working capital requirements of our Company	850.00	-	850.00	550.00	300.00
General corporate purposes	300.22	-	300.22	300.22	-
Total	1,150.22	-	1,150.22	850.22	300.00

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

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

Financial Information

The following table sets forth summary financial information derived from the Restated Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with Ind AS and the Companies Act:

(₹ in Million)

Particulars	For the Fiscal		
	2023	2022	2021
Share Capital	348.94	42.62	42.62
Net Worth	1060.54	659.74	565.77
Total Income	4,811.45	4,284.72	3,640.51
Profit/ (loss) after tax	250.44	94.76	54.59
Basic and Diluted EPS (in Rs.)	7.26	2.75	1.59
Net asset value per share (in Rs.)	30.74	19.20	16.21
Total borrowings	2,299.89	1,907.27	1,507.60

The Restated Financial Statements for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 referred to above are presented under *"Financial Information"* on page 249 of this Prospectus.

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

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

Outstanding Litigations

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

Name of the Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoter	Material civil litigations	Aggregate amount involved (INR in Million)*
Company						
By the Company	1	-	-	-	1	48.06
Against the Company	-	21	18	-	1	197.97
Directors						
By the Directors	1	-	-	-	-	-
Against the Directors	-	1	6	-	-	1.16
Promoter						
By the Promoter	-	-	-	-	-	-
Against the Promoter	-	5	6	-	-	2.38

**To the extent quantifiable*

The amounts mentioned above may be subject to additional interest/ penalties being levied by the concerned authorities which have not been included above as not being ascertainable as on date of this Prospectus. For further details regarding these legal proceedings, please refer to chapter titled *"Outstanding Litigations and Material Developments"* on page 340 of this Prospectus.

Risk Factors

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. The section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. For further details, please refer to chapter titled *"Risk Factors"* on page 32 of this Prospectus.

Contingent Liabilities

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

As at March 31, 2023, our Company had the following contingent liabilities:

I. Contingent Liabilities

(₹ in Million)

Sr. No.	Particulars	As at March 31, 2023
1.	Income tax	100.02
2.	Sales tax	26.07
3.	CESTAT	17.05
4.	Civil	1.28
	Total	***144.42***

II. Commitments

(₹ in Million)

Sr. No.	Particulars	As at March 31, 2023
1.	Estimated value of contracts in capital account remaining to be executed	18.54
	Total	**18.54**

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

For further details, please see the *"Note 36 – Restated Contingent Liabilities and Capital Commitments"* under the chapter *"Restated Financial Statements"* on page 292 of this Prospectus.

Related Party Transactions

Following are the details of related party transactions for the Fiscals 2023, 2022 and 2021 as disclosed in the Restated Financial Statements:

Details of Transaction Entered during the year	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
1. Loan Transactions			
Loan Taken from			
Vijay Sanghavi	145.43	97.03	122.04
Seema Sanghavi	0.19	-	-
Loan Repaid to			
Vijay Sanghavi	154.64	83.13	157.34
2. Expenses			
2.1 Interest Expenses			
Vijay Sanghavi	8.69	8.69	7.62
2.2 Directors' Remuneration			

Details of Transaction Entered during the year	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Vijay Sanghavi	5.40	5.40	5.40
Babulal Chaplot	0.82	0.84	0.81
2.3 Employees Benefit Expenses			
Seema Sanghavi	1.50	1.50	1.50
Briyanshi Sanghavi	0.60	0.20	-
Prerna Trivedi	0.30	-	-
2.4 Rent Paid			
Vijay Sanghavi	0.60	0.60	0.60
Seema Sanghavi	0.60	0.60	0.60
Ratnaveer Industries	7.20	7.20	7.20
Vijay Sanghavi HUF	0.30	0.30	0.30

Compensation of Key Managerial Personnel of the Company

Details of Transaction Entered during the year	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Short Term Employee Benefit	8.62	7.94	7.71
Director's Sitting Fees	0.63	0.12	0.12
Post employment benefits	-	-	-
Termination benefits	-	-	-
Share Based Payments	-	-	-

For details of related party transactions of our Company, as per the requirements under Ind AS 24 'Related Party Disclosures' for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, please see *"Note 44 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 309 of this Prospectus.

Financing Arrangements

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

Weighted Average Price

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

Name of Promoter Selling Shareholder	No. of Equity Shares acquired in last one year from the date of this Prospectus	Weighted Average Price (in ₹)
Vijay Ramanlal Sanghavi	25,382,000	Nil

Average Cost of Acquisition

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

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

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

Name of Promoter Group Members	No. of Equity Shares held	Average cost of acquisition (in ₹)
Seema Vijay Sanghavi	937,560	0.31
Briyanshi Sanghavi	16	0.80

**As certified by M/s. Pankaj R. Shah & Associates by way of their certificate dated July 14, 2023*

Pre- IPO Placement

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

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

Except as disclosed in the chapter titled *"Capital Structure"* beginning on page 96 of this Prospectus, our Company has not issued Equity Shares for consideration other than cash during the last one year immediately preceding the date of filing the Prospectus.

Split/ consolidation of Equity Shares in the last one year

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

Exemption from complying with any provisions of securities laws

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

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Financial Statements" beginning on pages 189, 144, 317, and 249, respectively, of this Prospectus, as well as the other financial and statistical and other information contained in this Prospectus. In making an investment decision, prospective investors must rely on their own examination of our Company and our business and the terms of the Offer including the merits and risks involved.

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

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

Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Prospectus. For further information, see "Restated Financial Statements" beginning on page 249 of this Prospectus. Unless the context otherwise requires, in this section, references to "we", "us", "our", "our Company", or "the Company" refers to Ratnaveer Precision Engineering Limited.

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

RISKS RELATING TO OUR BUSINESS

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

   Our purchases of raw materials are concentrated from a few suppliers. The details of this concentration are provided in the following table:

(₹ in million, except the percentages)

Types of Suppliers	FY 2023		FY 2022		FY 2021	
	Amount of purchases of raw materials	% of total purchases of raw materials	Amount of purchases of raw materials	% of total purchases of raw materials	Amount of purchases of raw materials	% of total purchases of raw materials
Top 10 suppliers	3,663.98	85.64%	2,890.74	68.80%	2,644.30	70.87%
Top 3 domestic suppliers	2,688.65	62.84%	2,389.89	58.24%	1,890.64	52.23%
Top 3 foreign suppliers	559.63	13.08%	282.08	6.71%	459.37	12.31%

However, there is no direct/ indirect relationship between such entities and our Company, our Promoter, Directors and Promoter Group members. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. Our major raw materials include Stainless Steel Sheets, Stainless Steel Coils, Stainless Steel wire and Stainless Steel Scrap. For further information, see *"Our Business – Procurement of Raw Materials"* on page 204 of this Prospectus. We depend on external suppliers for all the raw materials required and typically purchase raw materials on a purchase order basis and place such orders with them in advance based on our projected requirements. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. The absence of long-term supply contracts subjects us to risks such as price volatility caused by various factors viz. commodity market fluctuations, currency fluctuations, climatic and environmental conditions, transportation cost, changes in domestic as well as international government policies, regulatory changes and trade sanctions. Some part of our raw materials and consumables are also imported. The USA, Singapore, Malaysia, Hong Kong and UAE constituted the top 5 countries from which the raw materials were imported during the last three financial years. As a result, we continue to remain susceptible to the risks arising out of foreign exchange rate fluctuations as well as import duties, which could result in a decline in our operating margins. If we cannot fully offset the increase in raw material prices with increase in the prices for our products, we will experience lower profit margins, which in turn may have a material adverse effect on our results of operations, financial condition and ultimately lead to a liquidity crunch. In the absence of such contracts, we are also exposed to the risk of unavailability of raw materials in desired quantities and qualities, in a timely manner.

Although we have not faced significant disruptions in the procurement of raw materials in the past, COVID-19 pandemic temporarily affected our ability to source raw materials from certain vendors who were unable to transport raw materials to us. There can thus, be no assurance that in future we will be able to procure the required quantities and quality of raw materials commensurate with our requirements. In Fiscals 2021, 2022 and 2023, the cost of raw materials and components consumed amounts to ₹ 3,224.55 million, ₹ 3,735.22 million, and ₹ 4,189.58 million representing 89.65%, 87.49% and 87.32% respectively, of our revenue from operations. There can also be no assurance that a particular supplier will continue to supply us with raw materials in the future. Any delay in supplying finished products to customers in accordance with the terms and conditions of the purchase orders, such as delivery within a specified time, as a result of delayed raw material supply, could result in the customer refusing to accept our products, which may have an adverse effect on our business and reputation. Further, we cannot assure you of our ability to enter into fresh agreements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner as well as the commitments to our customers, which may impact our business and profitability.

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

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

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

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

Our sales are concentrated to a few customers and our revenue from operations from our top 10 customers as in Fiscal 2023, Fiscal 2022 and Fiscal 2021 is set out below:

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations
Customer 1	869.51	18.12	739.29	15.06	457.28	10.98
Customer 2	529.18	11.03	292.46	5.96	236.51	5.68
Customer 3	335.09	6.98	207.41	4.22	181.50	4.36
Customer 4	111.34	2.32	125.33	2.55	112.37	2.70
Customer 5	106.36	2.22	123.87	2.52	109.82	2.64
Customer 6	90.37	1.88	113.62	2.31	107.61	2.58

Customer 7	86.56	1.80	99.61	2.03	95.83	2.30
Customer 8	86.37	1.80	85.38	1.74	71.79	1.72
Customer 9	86.32	1.80	65.03	1.32	58.77	1.41
Customer 10	79.51	1.66	54.95	1.13	40.51	0.98
Total	***2,380.61***	***49.62***	***1,906.95***	***38.84***	***1,471.99***	***35.35***

However, there is no direct/ indirect relationship between such entities and our Company, our Promoter, Directors and Promoter Group members. We presently do not have any long-term or exclusive arrangements with any of our customers and we cannot assure you that we will be able to sell the quantities we have historically supplied to such customers. In the event our competitors' products offer better margins to such customers or otherwise incentivize them, there can be no assurance that our customers will continue to place orders with us. Most of our transactions with our customers are typically on a purchase order basis without any commitment for a fixed volume of business. There can also be no assurance that our customers will place their orders with us on current or similar terms, or at all. Further, our customers could change their business practices or seek to modify the terms that we have customarily followed with them, including in relation to their payment terms. While we negotiate product prices and payment terms with our customers, in the event our customers alter their requirements, it could have a material adverse effect on our business growth and prospects, financial condition, results of operations and cash flows. In addition, our customers may also cancel purchase orders at short notice or without notice, which could have an impact on our inventory management. In the event of frequent cancellations of purchase orders, the same could have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

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

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

Zone	**Break-up of total domestic revenue from operations (%)**		
	FY 2023	**FY 2022**	**FY 2021**
West[(1)]	69.16%	68.36%	71.53%
North[(2)]	11.63%	12.06%	13.09%
South[(3)]	Negligible		
East	Nil		
Total	**80.79%**	**80.42%**	**84.62%**

[(1)] West includes state of Maharashtra, Gujarat and Rajasthan

[(2)] North includes state of Delhi and Haryana

[(3)] South includes Tamil Nadu and Karnataka

We have historically derived a significant portion of our revenue from sales in the western and north zone. Our revenue from domestic sales for the Fiscals 2023, 2022 and 2021 was ₹ 3,875.39 million, ₹ 3,431.72 million and ₹ 3,041.76 million respectively which was 80.79%, 80.42% and 84.62% of revenue from operations respectively. In Financial year ended March 31, 2023 the revenue generated from sales in western and northern zone represented 69.16% and 11.63% respectively of our revenue from domestic sales.

Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in these regions could adversely affect our manufacturing and distribution activities, result in modification of our business strategy or require us to incur significant capital expenditure, which will in turn have a material adverse effect on our business, financial condition, results of operations, and cash flows. Further, our sales from these regions may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products or services, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products or services in these markets could adversely affect our business, prospects, results of operations, financial condition, and cash flows. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

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

Our business requires significant amount of working capital primarily as a considerable amount of time passes between purchase of raw materials and collection of receivables post sales to customers. As a result, we are required to maintain sufficient stock at all times in order to meet manufacturing requirements as well as extend credit period to customers as per the industry practice, thus increasing our storage and working capital requirements. Consequently, there could be situations where the total funds available may not be sufficient to fulfil our commitments and hence we may need to incur additional indebtedness in the future or utilize internal accruals to satisfy our working capital needs. Our future success depends on our ability to continue to secure and successfully manage sufficient amounts of working capital. Our working capital turnover ratio for the Fiscals 2023, 2022 and 2021 was 5.80, 8.35 and 8.69, respectively. Further, the average credit period given to the customers by our Company is 75 days and average credit period offered to our Company by the Suppliers is 30 days. Moreover, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions and the effect of events such as the pandemics, outbreak of wars, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner.

As we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. If we experience insufficient cash flows or are unable to borrow funds on a timely basis, or, at all, to meet our working capital and other requirements, or to pay our debts, it could materially and adversely affect our business and results of operations. Management of our working capital requirements involves the timely payment of, or rolling over of, our short-term indebtedness and securing new and additional loans on acceptable terms, or re-negotiation of our payment terms for our trade payables, collection of trade receivables and preparing and following accurate and feasible budgets for our business operations. If we are unable to manage our working capital requirements, our business, results of operations, financial condition and cash flows could be materially and adversely affected. There can be no assurance that we will be able to effectively manage our working capital. Should we fail to effectively implement sufficient internal control procedures and management systems to manage our working capital and other sources of financing, we may have insufficient capital to

maintain and grow our business and we may breach the terms of our financing agreements with banks, face claims under cross-default provisions and be unable to obtain new financing, any of which would have a material adverse effect on our business, results of operations, financial condition and cash flows. For further information on the working capital facilities currently availed of by us, please see "Restatement Financial Statements" and *"Financial Indebtedness"* on page 249 and 336 of this Prospectus.

6. Our business is a high volume-low margin business. Due to this nature of our business, sudden changes with respect to price movements in goods being traded or sudden ad hoc anomalies in business or operations could substantially affect our net bottom lines and hence, adversely affect our results of operations and financial conditions.

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

For the financial year 2023, 2022 and 2021, our revenue from operations was ₹ 4,797.48 millions, ₹ 4,269.38 millions and ₹ 3,596.63 millions, respectively. Our profit before tax and profit after tax margin was ranging between 2% to 7%.

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

Particulars	FY2023	FY 2022	FY 2021
Return Based			
ROE	29.12%	15.46%	10.15%
ROCE	12.62%	9.67%	10.33%
Margin Based			
EBIDTA	9.80%	6.81%	6.76%
PBT	6.38%	3.15%	2.67%
PAT	5.22%	2.22%	1.52%

As part of our growth strategy, we aim to improve our functional efficiency and expand our business operations. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Due to the nature of our business involving low profit margins, sudden changes with respect to price movements in goods being traded or sudden *ad hoc* anomalies in business or operations could substantially affect our net bottom lines and hence, adversely affect our results of operations and financial conditions.

For further details regarding the discussions and explanations for our past results, please refer to the chapter titled *"Management's Discussions and Analysis of Financial Condition and Results of Operations"* beginning on page 317 of this Prospectus.

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

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

(₹ in million)

Particulars	FY 2023	FY 2022	FY 2021
Net cash used/ generated from operating activities	(143.36)	(155.09)	129.30
Net cash used/ generated from investing activities	(170.17)	(116.10)	(111.50)
Net cash used/ generated from financing activities	420.32	280.44	(9.98)
Net increase/ (decrease) in cash and cash equivalent	106.79	9.26	7.82

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see *"Financial Statements"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on pages 249 and 317, respectively.

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

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

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

operate in, whether on the basis of pricing, quality or range of services or otherwise, which could have a material adverse effect on our business, results of operations and financial condition.

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

We have in the past entered into transactions with certain our related parties. While all such transactions have been conducted on an arm's length basis and are in compliance with the provisions of Companies Act, 2013 for the financial reporting period, we cannot assure you that we could not have obtained more favourable terms had such transactions been entered into with unrelated parties.

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

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

Sr. No.	**Type of Related Party Transactions**	**For the period ended March 31, 2023**		**For the period ended March 31, 2022**		**For the period ended March 31, 2021**	
		₹ in Million	**% of total rent paid**	**₹ in Million**	**% of total rent paid**	**₹ in Million**	**% of total rent paid**
1	Business Transactions (Rent paid) [(1)]	8.7	48.96	8.70	53.19	8.70	86.67
Sr. No.	**Type of Related Party Transactions**	**₹ in Million**	**% of total unsecured loan**	**₹ in Million**	**% of total unsecured loan**	**₹ in Million**	**% of total unsecured loan**
2	Closing balance of loan payable	102.32	45.21	111.33	49.17	97.43	48.52
Sr. No.	**Type of Related Party Transactions**	**₹ in Million**	**% of total interest expenses**	**₹ in Million**	**% of total interest expenses**	**₹ in Million**	**% of total interest expenses**
3	Interest Expenses	8.69	7.07	8.69	9.04	7.62	8.62
Sr. No.	**Type of Related Party Transactions**	**₹ in Million**	**% of Employee Benefit Expenses**	**₹ in Million**	**% of Employee Benefit Expenses**	**₹ in Million**	**% of Employee Benefit Expenses**
4	Remuneration & Bonus Paid	8.62	10.94	7.94	10.17	7.71	11.08

[1] *Rent is being paid by our Company in respect of (i) Unit II, (ii) Bungalow Nos. 20 & 21, Vijay Society No. 1, New Khanderao Road, Vadodara, Gujarat; and (iii) Bungalow No.2, Solace Park, Manjusar, Vadodara, Gujarat.*

The above-mentioned related-party transactions have been done on arm's length basis and are in compliance with the provisions of Companies Act, 2013 for the financial reporting period. For further information on our related party transactions, please see "*Note 44 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 309.

10. Most of our Directors do not have any prior experience of being a director in any other listed company in India.

Our current Board comprises of six directors which includes Chairman and Managing Director, one Whole-time Director, three non-executive independent directors and one non-executive non-independent director. Most of our board of directors do have any prior experience of being a director in any other listed company in India. While our Board members are qualified and have relevant experience in their respective field, not having any prior experience as being a director in any other listed company in India may present some potential challenges to our Company in effectively meeting with good corporate governance norms and practices. Additionally, having lack of such experience amongst the board of directors may impact our Company's credibility and reputation among the investors and other stakeholders. For further details, please see chapter titled "Our Management" on page no. 223 of this Prospectus.

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

As of March 31, 2023, we are operating out of four units in Vadodara and Ahmedabad, Gujarat with an aggregate estimated installed production capacity of 6,000 metric ton per annum for stainless steel washers, 18,500 metric ton per annum for stainless steel finishing sheets, 2,000 metric ton per annum for pipes & tube. Our ability to maintain our profitability depends on our ability to optimize the product mix to support high-margin products and products with consistent long-term demand and the demand-supply balance of our products in the principal and target markets. In particular, the level of our capacity utilization can impact our operating results. Capacity utilization is also affected by our product mix and the demand and supply balance. The following table sets forth certain information relating to capacity utilization of our Units calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

(Units In MT)

Fiscal	Units	Finishing Sheets	Washers & Solar hook	Tubes & Pipes
2022-23	*Capacity*	18,500	6,000	2,000
	Production	15,830	2,091	1,109
	Utilization	85.56%	34.85%	55.45%
2021-22	*Capacity*	18,500	5,500	2,000
	Production	14,906	3,707	1,134
	Utilization	80.57%	67.40%	56.70%
2020-21	*Capacity*	16,500	4,800	2,000
	Production	15,919	2,408	1,385
	Utilization	96.48%	50.17%	69.25%

As certified by Upendra Nath Mahto, Independent Chartered Engineer vide his certificate dated July 13, 2023

For further information, see *"Our Business – Capacity and Capacity Utilization"* on page 203 of this Prospectus. These percentage are not indicative of future capacity utilization, which are dependent on

various factors, including demand for our products, availability of raw materials, shipping cost, our ability to manage our inventory and improving operational efficiency. Under-utilization of our production capacities over extended periods or significant under-utilization in the short-term could materially and adversely impact our business, growth prospects and future financial performance.

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

12. We have not received necessary approval from the competent authority for construction of a portion of our factory premises at Unit-I admeasuring about 1,300 square meters.

Our factory premises which are located at Plot E/77, Savli Industrial Estate, Gujarat (Unit-I) admeasuring about 7,005.25 sq. mtrs. have been constructed in accordance with the plans sanctioned by the competent authority i.e. Executive Engineer, GIDC. Subsequently, our Company has constructed additional area of about 1,300 sq. mtrs. at Unit-I which area is being used to undertake production of SS finishing sheets. As per terms of the lease deed dated October 30, 2002 executed by GIDC in our favour, any alternation or addition to any building or construction on Unit-I requires prior written approval from Executive Engineer, GIDC which approval has not been obtained by us in respect of the aforesaid additional constructed area. Our Company has on January 13, 2023 applied to GIDC for seeking such approval from Executive Engineer, GIDC which approval is still pending.

There can be no assurance that the relevant authority (i.e. Executive Engineer, GIDC) will approve/ authorize the construction of the aforesaid additional area carried out by us. Further, there is no assurance that the relevant authorities will not initiate penal action against us, restrain our operations, impose fines/ penalties, initiate legal proceedings or suspend or terminate the lease granted to us for our inability to obtain the prior approval for the additional construction. Non-receipt of such approval / authorization could adversely affect our operations relating to SS finishing sheets business. Our revenues from finishing line business were INR 3,057.33 Million, INR 2,713.04 Million and INR 2,389.23 Million which constitutes 63.73%, 63.55% and 66.43% of our total revenues for the Fiscals 2023, 2022 and 2021, respectively. Further, there is no assurance that the relevant authorities will not initiate penal action against us, restrain our operations, impose fines/ penalties, initiate legal proceedings or suspend or terminate the lease granted to us for our inability to obtain the prior approval for the additional construction. Such approval, if granted, may also be subject to numerous conditions some of which may be onerous or may require further compliances to be undertaken by us.

We cannot assure you that such non-compliances will not occur in the future or that we may not be subject to any penalties in relation to such non-compliances which may affect our profitability, business, financial conditions and results of operations. If there is any failure by us to obtain the aforesaid approval from Executive Engineer, GIDC, we may have to incur increased costs, be subject to penalties, suffer a disruption in our operations or might result in revocation of some of our approvals and permits, any of which would adversely affect our business, financial conditions, results of operations and cash flows.

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

Our operations involve extending credit for extended periods of time to our customers in respect of our products and consequently, we face the risk of non-receipt of these outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with our customers.

While we have not adopted any credit policy, we typically operate on pre-sanctioned credit limits with customers and cannot guarantee that our customers will not default on their payments. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend to what is reasonable and based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while we maintain a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. As majority of our customers operate from foreign jurisdictions, pursuing legal remedies to collect the trade receivables may involve paying higher legal fees and other expenses. Our inability to collect receivables from our customers in a timely manner or at all in future, could adversely affect our working capital cycle and cash flows. In Fiscals 2023, 2022 and 2021, our trade receivables were ₹ 633.72 Million, 402.89 Million and ₹ 332.50 Million respectively, which represented 13.21% 9.44% and 9.24% of our revenues from operations for such periods, respectively. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy of our customers and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements or default on their payment obligations to us. During the Fiscals 2023, 2022 and 2021, our bad debts were Nil, Nil and Nil, respectively. An increase in bad debts or in defaults by our customers may compel us to utilize greater amounts of our operating working capital and result in increased financing costs, thereby adversely affecting our results of operations and cash flows.

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

We have entered into agreements with banks for short-term and long-term borrowings. These borrowings include secured fund based and non-fund based facilities. As of March 31, 2023, we had Total Borrowings (consisting of borrowings under non-current liabilities, current maturities of long-term debts and borrowings under current liabilities) of ₹ 2,299.89 Million, which comprises of secured loans from banks and financial institutions. Our ability to meet our debt service obligations and repay our outstanding borrowings shall depend primarily on the cash generated by our business. The financing agreements that we have entered into for availing the secured loans contain negative covenants, including for availing fresh credit facility, giving fresh loans and advances, issuing corporate guarantee, etc. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to termination of one or more of our credit facilities or incur penalties and acceleration of payments under such credit facilities, foreclosure on our assets, trigger cross-default provisions under certain of our other financing agreements which may adversely affect our financial condition and our ability to conduct and implement our business plans. The financing agreements that we have entered into for availing the secured loans contain negative covenants, including for availing fresh credit facility, giving fresh loans and advances, issuing corporate guarantee, etc. Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to termination of one or more of our credit facilities or incur penalties and acceleration of payments under such credit facilities, foreclosure on our assets, trigger cross-default provisions under certain of our other financing agreements which may adversely affect our financial condition and our ability to conduct and implement our business plans. Although we have received consents/NOC from our lenders for undertaking the Offer, these restrictive covenants may affect some of the rights of our Shareholders.

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

other covenants or that we will be able to obtain consents necessary to take the actions that are required to operate and grow our business. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs.

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

Further, any fluctuations in the interest rates may directly impact the interest costs of such loans and affect our business, financial condition, results of operations and prospects. Our ability to make repayments and refinance our indebtedness will depend on our continued ability to generate cash from our future operations. We may not be able to generate enough cash flow from operations or obtain enough capital to service our debt. For further information, please see *"Financial Indebtedness"* beginning on page 336 of this Prospectus.

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

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

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

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

Further, any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect our manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuous operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. Further, continuous addition of industries in and around our units without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which

may adversely affect our business. Further, the spiralling cost of living around our manufacturing facilities may push our manpower costs higher, which may reduce our margin and cost competitiveness.

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

    Our Company has availed loans in business. Our Promoter has provided personal guarantee in relation to certain loans availed by our Company, for details please see *"Financial Indebtedness"* on page 336. In the event of default in repayment of the loans by the Company, the personal guarantee extended by our Promoter may be invoked by our lenders thereby adversely affecting our Promoter's ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations.

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

    While we have experienced significant growth and have expanded our operations over in the last three Fiscals and anticipate that we will continue to potentially grow and take advantage of market opportunities. For the Fiscal 2023, Fiscal 2022 and Fiscal 2021, our revenue from operations were ₹ 4,797.48 million, ₹ 4,269.38 million and ₹ 3,596.63 million, respectively, registering a CAGR of 9.64% in last 3 years. Similarly, our profit after tax has grown from INR 54.59 million in Fiscal 2021 to INR 250.44 million in Fiscal 2023, registering a CAGR of 65.65% in last 3 years. We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand further or at the same rate. The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes growing our product portfolio, strengthening our brand, deepening our penetration in existing markets and expanding our presence in select new territories and expanding our manufacturing capacities. For further information, see *"Our Business – Strategies"* on page 194 of this Prospectus.

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

to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected.

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

    We carry out backward integration processes of melting and rolling stainless steel scrap at our Units III and IV, respectively situated at Plot no. 548/549, G.I.D.C., Waghodia, Vadodara – 390019, Gujarat and Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440, Gujarat which have been given on leave and license basis to us for a period of one year, subject to option to renew the same. The backward integration provides us an edge over our competitors. If we are not able to renew these licenses or if the terms of renewal are not favourable to our Company, we may have to suspend or outsource these backward integration processes. While we have not faced such disruption in the past however, in the event that we are not able to find alternate sources to carry out these processes for us or if the costs incurred in such outsourcing are higher than our current operating costs for these units, it may have an adverse effect on the profitability of our Company. For instance, if the entire melting work and rolling work is required to be outsourced by our Company then an additional cost of approx. ₹ 8.40 million (for production of 8,400 MT) and approx. ₹ 7.80 million (the production of 7,800 MT) is estimated. This may also lead to disruption of budgeting and planning of the management which could have an adverse impact on the financial results of our Company. Further, it may also interrupt the operations thus compelling us to halt the manufacturing activities of our Company.

19. ***A major portion of our public shareholding is held by Shareholders who are extended family members of our Promoter. After the successful completion of the Offer, these Shareholders shall have the ability to influence the outcome of matters that are submitted to public shareholders for their approval.***

    As on date of this Prospectus, some of our public shareholders who are the extended family members of our Promoter hold 2,592,000 Equity Shares representing 7.48% of the pre-Offer, subscribed and paid-up Equity Share capital of our Company. After successful completion of this Offer, these Shareholders shall continue to hold significant public shareholding in our Company. As a result, these Shareholders shall have the ability to exercise significant influence on the outcome of matters submitted to public shareholders for their approval. These Shareholders may take or block actions with respect to our business, which may conflict with our interests or the interests of other minority shareholders. If these Shareholders sell 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 these Shareholders shall not be sold any time after the Offer, which could cause the price of the Equity Shares to decline.

20. ***The Offer Price of our Equity Shares, our market capitalization to revenue from operations, market capitalization to total income, market capitalization to tangible assets and our Enterprise Value to EBIDTA ratio may not be indicative of the market price of our Equity Shares after the Offer***

    While our market capitalization is subject to the determination of the Offer Price, which will be determined by our Company and the Promoter Selling Shareholder in consultation with the BRLM through the Book Building Process, certain ratios vis-à-vis market capitalization to revenue from operations, market capitalization to total income, market capitalization to tangible assets and our Enterprise Value to EBIDTA ratio for the Financial Year 2023 are set out below:

    Ratio in relation to Price band of ₹ 93.00 to ₹ 98.00 per Equity Share

Particulars	At the lower end of the price band (no. of times) *	At the higher end of the price band (no. of times) *
a) Market capitalization/ Revenue from operations	0.94	0.99
b) Market capitalization/ Total Revenue	0.94	0.99
c) Market capitalization/ Tangible Assets	4.72	4.97
d) EV/ EBITDA	14.48	15.00

** To be updated at Prospectus stage.*

The Offer Price of our Equity Shares will be determined by our Company and the Promoter Selling Shareholder in consultation with the BRLM, and through the Book Building Process. This price is based on numerous factors, as described herein above and under "Basis for Offer Price" and may not be indicative of the market price for our Equity Shares after the Offer. Further, our Offer Price and the multiples and ratios specified above may not be comparable to the market price, market capitalization and price-to-earnings ratios of our peers and be dependent on the various factors included under chapter "Basis of Offer Price" on page 128.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company and the Promoter Selling Shareholder, in consultation with the BRLM, would not be based on a benchmark with our industry peers. The relevant financial parameters on the basis of which Price Band will be determined, have been disclosed under "Basis for Offer Price" and shall be disclosed in the Price Band advertisement.

The following table sets forth certain ratios vis-à-vis our total revenue, tangible assets and EBITDA for the Financial Year 2023 of our Company compared to our listed peers:

Peers Ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	Market capitalization/ Revenue from Operations	Market capitalization/ Total revenue	Market capitalization/ Tangible Assets	EV/ EBITDA
M.M. Forgings Limited	1.82	1.78	3.61	11.76
Menon Bearings Limited	3.48	3.43	5.51	14.43
Venus Pipes & Tubes Limited	4.98	4.95	8.50	39.71

Notes:

a) Market capitalization/ Revenue from operations is computed company's stock price on BSE as on August 8, 2023, and the number of outstanding shares divided by Revenue from operations of the company for the period.

b) Market capitalization/Total Revenue is computed company's stock price on BSE as on August 8, 2023, and the number of outstanding shares divided by Total revenue of the company for the period.

c) Market capitalization/ Tangible assets is computed company's stock price on BSE as on August 8, 2023, and the number of outstanding shares divided by tangible assets which include all assets less intangible assets and total liabilities (except deferred tax liabilities).

d) EV/EBITDA ratio is computed as the market capitalization of the peer group on BSE as on August 8, 2023, plus the total debt of the respective peer groups on March 31, 2023, divided by the EBITDA for Fiscal 2023

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

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

The summary of outstanding litigation involving our Company, Promoter and Directors as on the date of this Prospectus have been provided below in accordance with the materiality policy adopted by our Board. As of the date of this Prospectus, there are no outstanding litigation proceedings involving our Group Companies, the outcome of which could have a material impact on our Company. For details, please see *"Outstanding Litigation and Material Developments"* on page 340.

Name of the Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoter	Material civil litigations	Aggregate amount involved (INR in Million)*
Company						
By the Company	1	-	-	-	1	48.06
Against the Company	-	21	18	-	1	197.97
Directors						
By the Directors	1	-	-	-	-	-
Against the Directors	-	1	6	-	-	1.16
Promoter						
By the Promoter	-	-	-	-	-	-
Against the Promoter	-	5	6	-	-	2.38

**To the extent quantifiable*

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

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

with regulatory authorities in the course of our operations, which may subject us to legal proceedings and unfavourable decisions that may result in penalties or delay or disrupt our development and operations.

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

We require certain material environmental consents under the Air (Prevention and Control of Pollution) Act, 1981 ("Air Act"), Water (Prevention and Control of Pollution) Act, 1974 ("Water Act") and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Management Rules") in the form of (i) Consent to Establish ("CTE") to establish our Manufacturing Facility and (ii) a Consolidated Consent and Approval ("CCA") to commence our manufacturing operations, from the Gujarat Pollution Control Board ("GPCB") for our units.

In past, our production capacity has been in excess of the capacity of 6,240 MT p.a. granted to us by GPCB on November 30, 2017 under CCA for SS washers/ SS Metal Products / SS Finish. Therefore, we have been in contravention of the Air Act, Water Act, and the Hazardous Waste Management Rules ("Environmental Laws") for operating our Manufacturing Facility at Unit-I over and above the authorised capacity of 6,240 MT p.a. as per the CCA granted by GPCB. The penalty for contravention of these sections and rules as per the Air Act, Water Act and Hazardous Waste Management Rules includes imprisonment and monetary penalty. Our Company has filed an application dated April 18, 2023 with the GPCB for seeking modification/amendment to CCA for Unit I.

As per section 25 read with section 44 of the Water Act and section 21 read with section 37 of the Air Act, contravention of the aforesaid violation can attract penalty under each of the aforesaid enactments of imprisonment for a term which shall be not less than eighteen months but may extend upto six years and with fine on every person who at the time of commission of the offence was in charge of, and was responsible for the conduct of the business of the Company, as well as the Company, shall be deemed to be guilty of the offence. While no further actions have been taken in relation to such violations mentioned above, we may, in the future, be subjected to regulatory actions for such violations including closure of our units, imposition of penalties and other penal actions against our Company and key personnel, which may have a negative impact on our business, reputation, results of operations and cash flows. Further, any failure to comply with environmental laws and/or the terms and conditions of approvals issued under such environmental laws and regulations could also impact our ability to obtain or renew the approvals with respect to our units in a timely manner or at all and may also adversely affect our ability to operate our units and consequently affect our results of operations.

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

As of March 31, 2023, our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, were as follows:

Contingent Liabilities

(₹ in Millions)

Sr. No.	Particulars	As at March 31, 2023
1.	Income tax	100.02
2.	Sales Tax	26.07
3.	CESTAT	17.05
4.	Civil	1.28
	Capital Commitments	
5.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	18.54
	Total	**162.96**

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition, results of operations and cash flows. For further information on our contingent liabilities as per Ind AS 37, see *"Restated Financial Statements – Note 36 – Contingent Liabilities and Capital Commitments"* on page 292 of this Prospectus.

24. The average cost of acquisition of Equity Shares by our Promoter Selling Shareholder is lower than the Floor Price.

The average cost of acquisition of Equity Shares by Vijay Ramanlal Sanghavi, the Promoter Selling Shareholder being Nil, is lower than the Floor Price. For further details regarding the average cost of acquisition of Equity Shares by the Promoter Selling Shareholder in our Company, please see "Summary of the Offer Document – Average Cost of Acquisition" on page 31 of the Prospectus.

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

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

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

Our Company had in the year 2008 issued 1,850,000 9% Redeemable Non-Cumulative Preference Shares (RPS) of face value ₹ 10/- each. The Preference shares were allotted for a tenure upto 20 years with a right to the Company to redeem the Preference shares before expiry of tenure at its own or at the request of Preference Shareholders. Our Company has however not paid dividend/coupon on preference shares on the respective due dates to its Preference Shareholder. As per the provisions of Section 47 of the Companies Act, where the dividend in respect of a class of preference shares has not

been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the members of the Company. Vijay Sanghavi has been holding 100% of our Preference Shares since 2010 and has pursuant to the Waiver Letters issued, from time to time, waived his right to claim the dividend / coupon under the RPS. Further, pursuant to receipt of written consent from Vijay Sanghavi vide letter dated December 24, 2022, the terms of the 9% Redeemable Non-Cumulative Preference Shares have been varied to 0% Redeemable Non-Cumulative Preference Shares. Furthermore, our Promoter has vide his letter dated December 24, 2022 irrevocably and unconditionally waived and relinquished all voting rights, if any, exercisable by him at the general body meetings with respect to the said Redeemable Non-Cumulative Preference Shares.

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

Our business depends on our estimate of the demand for our products from customers. We estimate demand for our products based on past sales and advance purchase order. If we overestimate demand, we may purchase more raw materials and manufacture more products than required. If we underestimate demand, we may manufacture fewer quantities of products than required, which could result in delayed or non-fulfilment of purchase orders resulting in loss of customers, goodwill and business. Our Inventory turnover ratio for the Fiscals 2023 2022 and 2021 was 2.08, 2.31 and 2.44, respectively. Our Storage and handling expenses for the Fiscals 2023, 2022 and 2021 was Nil, Nil and Nil and ₹ 72.92 million, ₹ 45.61 million and ₹ 30.89 million, respectively. In addition, if our products do not achieve widespread acceptance or our customers, change their procurement preferences, we may be required to incur significant inventory markdowns or may not be able to sell the products at all, which would affect our business, results of operations and financial condition. As such, our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, results of operations, cash flows and financial condition.

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

There have been some instances of delayed filing/ incorrect filing, non-filing of prescribed forms in the past with the Registrar of Companies including Form 2, DIR-12, Form MGT-14, DPT-3, Form 5, Form PAS-6 which may attract penalties. For instance, there are errors in the Form 2 filed by our Company with the ROC in relation to allotment dated April 12, 2010, Form DIR-12 for regularization of the appointment of our Director, Babulal Chaplot has not been filed with the RoC, our Company has not filed Form MGT-14 during the fiscal 2021 for availing financial facility form Auriolus Finvest Private Limited as per the requirements of section 117 of the Company Act, 2013, there has been delay in filing Forms DPT-3 for the period One time return, March 31, 2019 and March 31, 2020, there has been delay in filing Forms 5 for increase in authorized capital from Rs. 70 million to 80 million, there has been delay in filing Forms PAS-6 in respect of preference shares for the period 01-04-2019 to 30-09-2019, 01-10-2019 to 31-03-2020, 01-04-2020 to 30-09-2020 and Forms PAS-6 in respect of equity shares for the period 01-04-2019 to 30-09-2019. We have filed adjudication application(s) u/s. 454 of the Act with the ROC in respect of the aforesaid forms. Furthermore, the term of the Managing Director had, in the past, ended on June 1, 2021 and he was re-appointed as our Managing Director with effect from June 1, 2022. Consequently, he continued to act as our Managing Director for the period June 1, 2021 till May 30, 2022 without requisite approval. We have filed adjudication application u/s. 454 of the Act with the ROC in respect of the aforesaid non-compliance. Our Company has, in the past, not complied with the requirements of section 314 of the Companies Act, 1956 wherein approval our shareholders and the Central Government was required in the case of appointment of relatives of the Directors in officer or place of profit. Our Company has received a refund of the entire amount paid to the relative of the Director as office of profit. Further, (i) we have not appointed Company Secretary in accordance with the provisions of the Companies Act, 1956 during the period from November 2003 to December 2018; (ii) our Board was not properly constituted in accordance with the provisions of section 149 of the Companies Act with respect to the requirement

of appointing Independent Directors for the period October 2018 to May 2022 onwards; (iii) necessary committees namely, Audit Committee and Nomination and Remuneration Committees were not duly constituted by us during the period October 2018 to May 2022. We have filed adjudication applications u/s. 454 of the Act with the ROC in respect of the aforesaid non-compliances. Furthermore, Ankita Dineshbhai Soni, our Independent Director appointed on November 30, 2018, did not have Independent Director Database (IDD) registration till July 2022. We have applied for adjudication of this offence *vide* application dated December 24, 2022.

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

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

Our operations are subject to government and statutory regulations and we are required to obtain and maintain several permits, consents and regulations and approvals under central, state and local government rules for operating our business generally for our manufacturing facility and depots. While we have obtained the necessary and material approvals, licenses, registrations and permits from the relevant authorities, there could be instances where we may not have applied, obtained or applied with a delay for certain requisite approvals applicable to us. We also need to apply for renewal, from time to time, of some of such approvals, licenses, registrations and permits, which expire or seek fresh approvals, as and when required, in the ordinary course of our business. While we generally apply for the renewal of approvals in a timely manner, we cannot assure that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. For instance, we have not taken consent and registration as required under the Contract Labour (Regulation and Abolition) Act, 1970. We cannot assure you that non-compliances will not occur in the future or that we may not be subject to any penalties in relation to such non-compliances which may affect our profitability, business, financial condition and results of operations. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could adversely affect our related operations. Further, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all. For further details regarding the pending material licenses, please see "Government and other Approvals - Approvals applied for but not yet received/ Renewals made in the usual course of business" on page 351 of the Prospectus.

The approvals required by us are also subject to numerous conditions including, among others, quantum of raw materials to be used, fire and safety measures, etc. We cannot assure you that the approvals, licenses, registrations and permits issued to us will not be suspended or cancelled or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business, financial conditions, results of operations, and cashflows.

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

We have availed the services of an independent third-party chartered engineer, Upendra Nath Mahto, to prepare a Chartered Engineer certificate dated July 13, 2023 for purposes of inclusion of such information in this Prospectus. Information relating to the installed production capacity and capacity utilization of our units included in this Prospectus are based on various assumptions and estimates of our management that have been considered by an independent chartered engineer while calculating the installed production capacity of, and actual production volumes at, our units. The assumptions and estimates include the standard capacity calculation practices of the stainless steel industry after examining the period during which the units were operational during the year, the expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and taking into account the number of working days in a year, number of days in a month, number of shifts in a day and average number of batches per day. Actual production capacity, production levels and utilization rates may therefore vary from the information of our units included in this Prospectus or from the historical installed production capacity information of our units depending on the product type. Accordingly, undue reliance should not be placed on our historical installed capacity information for our existing facilities included in this Prospectus.

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

We do not own any registered copyright, trademark, trade name or other intellectual property right in or to the names or logos trade names or trademarks with the Trade Mark Registry. We sell our products under the label "RATNAVEER". We have applied for registration of the aforesaid trademark in India and may apply for further registrations in the future. We, therefore, do not enjoy the statutory projections accorded to a registered trademark. The registration of intellectual property including trademarks is a time-consuming process and there can be no assurance that any registration application we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand could deteriorate, which could have a material adverse effect on our business growth and prospects, reputation and goodwill. Furthermore, it is possible that we are not aware of misuse of our trademarks, and this could potentially cause loss of our reputation, which could impact our business and may even affect our goodwill. The use of a deceptively similar or identical third-party mark may result in a loss/injury to us. Such an action may also become a lengthy and costly exercise for us and may not always be in our favor.

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

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

Our business activities are working capital intensive in nature. Our debt to equity ratio has been 2.17%, 2.89% and 2.67% for the fiscal 2023, 2022 and 2021, respectively. Our capacity to service these debts depends on our continued profitability and availability of liquidity. In case we are unable to achieve

the desired growth, due to internal constraints or external factors like adverse developments in the industry, we may find it difficult to service the debt and this may affect our credit rating, profitability and growth adversely.

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

Our success depends on the supply and transport of the various raw materials required for our units and of our finished products from our units to our customers, which are subject to various uncertainties and risks. We rely on third-party freight and transportation providers for the delivery of our products to customers with whom we have no formal arrangement, to provide rail, road and other transportation facilities. There is no direct/ indirect relationship between third party transportation and our Company, our Promoter, Group Companies and its Directors, Directors, Key Managerial Personnel and Promoter Group members. We also depend on sea borne freight in respect of import and export operations. Such transportation providers are arranged on an as-needed basis. We maintain marine cargo open insurance policy to cover any damage to our products during domestic transit. Transportation strikes, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, we undertake our import and export facilities majorly from Mundra and Hazira ports situated in Gujarat and are therefore, heavily dependent on the smooth functioning of the said ports for our export activities. Also, we are situated away from the port which increases the transportation cost and time required to complete any order. Further to the transportation cost, it also increases the insurance cost and the risk faced in conveyance to and from the ports to our Units.

Raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and products which may also affect our business and results of operations negatively. Our average stock of finished goods for the Fiscals 2023, 2022 and 2021 was ₹ 188.36 Million, ₹ 378.09 Million and ₹ 236.14 Million, respectively which was 3.92%, 8.85% and 6.56% of revenue from operations, respectively and raw material and consumables for the Fiscals 2023, 2022 and 2021 was ₹ 4,189.58 Million, ₹ 3,735.22 Million and ₹ 3,224.54 Million respectively which was 89.65%, 87.49% and 87.32% of revenue from operations respectively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet customer orders in a timely manner or at all. Any such inability may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations and cash flows. Any compensation received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers and the goodwill of the Company in the market. The current war between Ukraine and Russia has resulted in various global sanctions being levied on Russia which is a major exporter of fossil fuels and natural gas, these sanctions have corresponded in an economic slowdown and an increase in fuel costs throughout the world. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third- party transportation providers. Our freight and forwarding charges were ₹ 72.92 Million, ₹ 75.63 Million and ₹ 16.83 Million in Fiscal 2023, 2022 and 2021, respectively. A continued rise in the cost of fuels could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations or passing these charges on to our customers, which could adversely affect demand for our products.

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

The success of our business depends in part on our ability to anticipate, identify and respond promptly to evolving trends in demographics and preferences, customer requisitions, and develop new products to meet these requirements. Our success is dependent on our ability to identify and respond to the

economic, technological, and other developments that affect demographic and end-customer preferences in the variety of our product categories.

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

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

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

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

We are holding our manufacturing units and registered office premises on leave and licence / leasehold basis. Our Unit I and Registered Office located at Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara– 391 775, Gujarat, India has been taken on long term lease basis on 99 years by us from G.I.D.C. Our other Unit (Unit II) is located at Plot no. E-120, G.I.D.C., Savli (Manjusar), Vadodara – 391 775, Gujarat, India which has been taken on sub-lease basis on 7 years by us from our promoter group concern, M/s. Ratnaveer Industries. Our Unit III is located at Plot no. 548/549, G.I.D.C., Waghodia, Vadodara – 390019, Gujarat, India has been taken by us on leave and license for a period of 11 months from Jagdish Enterprise Private Limited. Our Unit IV is located at Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440, Gujarat, India has been taken by us on leave and license for a period of 11 months from one Prabhulal Badrilal Kabra. Save as disclosed above, there is no direct/ indirect relationship between the lessor and our Company, our Promoter, Group Companies and its Directors, Directors, Key Managerial Personnel and Promoter Group members.

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

or if they seek to renew such agreements on terms and conditions unfavourable to us, or if they terminate our agreements, we may suffer a disruption in our operations and shall have to look for alternate premises.

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

36. There have been some instances of delay/ default in payment of statutory dues by our Company in the past.

There have been some instances of delay/ default in payment of statutory dues by our Company in the past which were not material in nature and the same were regularised subsequently. For the last three Fiscals, our Company has generally been regular in depositing undisputed statutory dues such as Provident Fund, Employee State Insurance, Tax deducted at source, Income Tax, Good and Service Tax etc. and other statutory dues applicable to it (except delay of less than ten days in depositing of contribution to Employees' Provident Fund for last 3 Fiscals). As at on March 31, 2023, March 31, 2022 and March 31, 2021, there were no outstanding amounts of such undisputed statutory dues for a period exceeding six months from the date they became due for payment.

There can be no assurance that delays or default with respect to payment of statutory dues will not occur in the future or that our audit reports for any future financial years will not contain any qualifications, matters of emphasis or other observations on account of such delay/default which in turn may affect our reputation and financial results.

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

Our total insurance cover includes property, plant and equipment and inventory, as of March 31, 2023, March 31, 2022 and March 31, 2021 was ₹ 1,851.91 Million, ₹ 1,740.90 Million and ₹ 1,490.90 Million, respectively, which was 69.97%, 80.69% and 88.39%, respectively of our net block of property, plant and equipment, and inventory. As of March 31, 2023, we operate from four units situated in the state of Gujarat. We generally perform scheduled and unscheduled maintenance and operating and other asset management services. We also sub-contract certain maintenance services to third-parties who may not perform their services adequately. Manufacturing stainless steel products involves handling of certain risky material which, if not handled properly, can be dangerous. In addition to natural risks such as earthquake, flood, lightning, cyclones and wind, other hazards, such as fire, structural collapse and machinery failure are inherent risks in our operations. They can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and may result in the suspension of operations. The occurrence of any one of these events may result in our being named as a defendant in lawsuits asserting claims for substantial damages, including for cleanup costs, personal injury and property damage and fines and/ or penalties.

We maintain an amount of insurance protection that we consider adequate including insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods), vehicles and policy covering damage to goods in domestic transit. We may not have identified every risk and further may not be insured against every risk because such risks are either uninsurable or not insurable on commercially acceptable terms, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies such as COVID-19 and other pandemics, or due to the same being inadequate, could materially harm our cash flows, financial condition and

future results of operations. However, we cannot provide any assurance that our insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which we may be subject. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or which exceeds our insurance coverage, or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see *"Our Business – Insurance"* on page 208 of this Prospectus.

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

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

Accordingly, the BRLM and we have placed reliance on declarations, undertakings and affidavits furnished by our Senior Management Personnel to disclose details of his educational qualifications in this Prospectus and we have not been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that our Senior Management Personnel will be able to trace the relevant documents pertaining to his educational qualifications in the future, or at all. Therefore, we cannot assure you that all or any of the information relating to his educational qualifications included in *"Our Management"* on page 223 are complete, true and accurate.

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

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

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

Our reputation could also be negatively impacted if we fail to maintain our established standards of service, or if our products fail to meet the expectation of our customers. Any allegations of deterioration in product quality even when false or unfounded, could tarnish our image and may cause our customers to choose other competing products. Any negative publicity regarding us, our reputation, our products or the stainless steel industry generally could adversely affect our business and our results of operations. Other risks associated with our industry include improper disclosure of proprietary information, negative comments about our brands or standard of service, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. The

inappropriate use of social media by our customers, employees, suppliers or other third parties could also harm our reputation thereby increasing our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition. In addition, counterfeit products, product defects and ineffective promotional activities are all potential threats to the image and potency of our brand. Our failure to develop, maintain and enhance our brand may result in decreased revenue and loss of customers and in turn adversely affect our reputation, business, financial condition, results of operations and cash flows.

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

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

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

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

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

relationships with new customers, could therefore limit our business prospects, which could adversely affect our financial performance.

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

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

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

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

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

A few of our agreements such as those relating to immovable properties, may not be stamped adequately or registered or may not have the necessary disclosures. The following agreements entered into by our Company in relation to its immovable properties are found to be inadequately stamped:

a. Leave and License Agreement dated May 8, 2022 entered between our Company and Prabhulal Badrilal Kabra for our Unit IV
b. Lease Agreement dated July 21, 2020 entered between our Company and the Lessor for our Corporate Office
c. Lease Extension Agreement dated December 9, 2022 entered between our Company and the Lessor for our Corporate Office
d. Supplementary Deed dated April 05, 2019 entered between our Company and the Lessor for our Unit II
e. Lease Deed dated December 24, 2022 entered between our Company and the Lessor for our Unit II
f. Leave and License Agreement dated June 08, 2021 entered between our Company and the Lessor for Bungalow no.2, Solace Park, Manjusar, Vodadara, Gujarat.

g. Leave and License Agreement dated June 08, 2021 entered between our Company and the Lessor for Bungalow no.20, Vijay Society no.1, New Khanderao Road, Vodadara, Gujarat.
h. Leave and License Agreement dated June 08, 2021 entered between our Company and the Lessor for Bungalow no.21, Vijay Society no.1, New Khanderao Road, Vodadara, Gujarat.

Our Company has on April 05, 2023, adjudication applications before the Office of Deputy Collector, Stamp Duty Valuation Org Vibhag -1, Vadodara under Section 39 of the Gujarat Stamp Act, 1958, for adjudication of the deficiency in stamp duty payable in respect eight instruments to which the Company is a party for an aggregate deficient stamp duty of approx. ₹ 0.90 million. As per Section 40 of the Gujarat Stamp Act, 1958, a penalty not exceeding ten times the amount of the proper duty or of the deficient portion thereon can be directed, in addition to the deficient stamp duty amount. The said adjudication applications are currently pending before the stamp duty authorities.

The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. Our Company has submitted the aforesaid documents in for adjudication with the Registration and Stamp Department to pay the differential stamp duty with/ without penalty, as may be determined. The matter is still pending before the department. The effect of non-registration of documents required to be registered, is that such document will not have any effect on the property or be eligible to be received as evidence in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

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

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

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

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

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

Our industry is labour intensive. The success of our operations depends on availability of labour and maintaining a good relationship with our workforce. As of June 30, 2023, we employed about 151 employees across our production units and corporate office. We do not have any trade union registered under the Trade Unions Act, 1926. In the past three years, we have not experienced any labour dispute. We do not have any formal policy for redressal of labour disputes. Although we have not experienced any major interruption to our operations as a result of labour disputes in the recent past, there can be no assurance that we will not experience any such disruption in the future as a result of disputes or disagreements with our work force, which may adversely affect our ability to continue our business operations. We may also have to incur additional expense to train and retain skilled labour. We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that imposes financial obligations on employers upon retrenchment. There can be no assurance that we will not experience labour unrest in the future, which may delay or disrupt our operations. Any labour unrest including labour disputes, strikes and lockouts, industrial accidents, experienced by us could directly or indirectly prevent or hinder our normal operating activities and, if not resolved in a timely manner, could lead to disruptions in our operations. In the event of any prolonged delay or disruption of our business, results of operations and financial condition could be materially and adversely affected.

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

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

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

We are dependent on our Promoter, Directors and key managerial personnel for setting our strategic business direction and managing our business. Our Promoter, being Managing Director and Chief Financial Officer of our Company and several of our key managerial personnel have extensive experience in the stainless steel sector. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. Two (2) of our Key Managerial Personnel resigned during the financial year 2022-23 and in respect of our Directors, one (1) director has resigned during the financial year 2022-23. The reason for such attrition rate for our Key Managerial Personnel and Directors was for better prospects. The attrition rate in respect of our employees was 19.35%, 21.52% and 14.04% and in respect of labour was Nil, Nil and Nil for the Fiscals 2023, 2022 and 2021, respectively. We may experience similar attrition rates in the future. A significant increase in the attrition rate among skilled employees could decrease our operating efficiency and productivity and could lead to a decline in the profitability of our Company. Competition for qualified technical personnel and operators is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impacted.

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

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

Infometrics Valuation and Rating Private Limited has on June 13, 2023 assigned IVR BBB/Positive Outlook rating for the long-term bank facilities and IVRA3 rating for the short-term bank facilities of our Company.

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

Particulars	***13-June-23***		***02-August-22***		***21-January-21***	
	Long Term Instruments	***Short Term Instruments***	**Long Term Instruments**	***Short Term Instruments***	***Long Term Instruments***	***Short Term Instruments***
Rating	IVR BBB/Positive Outlook	IVRA3	BWR BBB/Stable	BWRA3	BWR BBB/Stable	BWRA3
Rating Agency	Infometrics Valuation and Rating Private Limited		Brickworks Ratings India Private Limited			

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

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

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

Further, if our products are alleged or found to be defective, we may be subject to product liability claims. While there have been no instances during the last three financial years (Fiscal 2021 to Fiscal 2023) where we have faced issues in product liability claims. There could be instances in which our products do not meet the specifications. We have, at some times, encountered certain claims with respect to the quality of our products and we may be subject to product liability claims and litigation for compensation in the future also which could result in substantial and unexpected expenditure and could materially affect our cash flow and operating results. Further, there can be no assurance that we will be able to successfully defend such claims. If any such claims against us are ultimately successful, we could be required to pay substantial damages, which could materially and adversely affect our business, financial condition, results of operations and cash flows.

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

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

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

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

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

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

In Fiscals 2023, 2022 and 2021, the cost of raw materials and components consumed amounts to ₹ 4,189.58 Million, ₹3,735.22 Million, and ₹ 3,224.55 Million representing 87.32%, 87.49% and 89.65% respectively, of our revenue from operations. We currently import some portion of our raw materials. Raw material imports are regulated by certain specific laws and regulations that permit concerned authorities to stop any import if it is deemed that the goods proposed to be imported may be hazardous. While the raw materials we import may not be hazardous in nature, we cannot assure you that such regulations will not be made applicable to us or that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import raw materials. While we have not in the recent past experienced any challenges in importing such materials, we cannot assure you that we will not experience any such challenges in the future. In light of the COVID-19 pandemic and the current war scenario in Eastern Europe, the import of raw materials could be affected in the future. In the event we are unable to import these materials, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner or at all. Any change in law or applicable governmental policies relating to imports, change in international geo-political situations, restriction on import of raw materials could have an adverse effect on our ability to deliver products to our distributors, business and results of operations.

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

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

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

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

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India and in respective regions that we have operations, generally for carrying out our business, producing and marketing our Products, for our production units, and corporate office. For details of applicable regulations and approvals relating to our business and operations, see *"Government and Other Approvals"* on page 349.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. While we have obtained key approvals required for our business, we have also applied for, and are awaiting grant/renewal of certain key approvals. Failure to obtain or validly maintain such approvals could materially and adversely affect our business, results of operations and financial condition. For further details, see "*Government and Other Approvals*" on page 349. The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

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

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

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

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

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

The Offer includes an offer for sale of such number of Equity Shares aggregating up to 3,040,000 by the Promoter Selling Shareholder, which is the Promoter of our Company. The Promoter is therefore interested in the Offer Proceeds to the extent of the Equity Shares offered by him in the Offer for Sale. The entire proceeds (net of offer expenses) from the Offer for Sale will be paid to the Promoter Selling Shareholder pursuant to the Offer for Sale, and our Company will not receive any such proceeds. Further, except for listing fees of the Offer, which will be borne by our Company, all cost, fees and expenses (including all applicable taxes) in respect of the Offer will be shared amongst our Company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Issue and the Offered Shares sold by the Promoter Selling Shareholder in the Offer for Sale, upon successful completion of the Offer. See *"Capital Structure"* and *"Objects of the Offer"* on pages 96 and 118, respectively of this Prospectus.

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

We have issued and allotted 30,361,660 equity shares, at prices which may be lower than the Offer Price. For further details, please see *"Capital Structure – Notes to the Capital Structure – Equity Share capital history of our* Company*"* on page *97* of this Prospectus.

58. Industry information included in this Prospectus has been derived from an industry report commissioned and paid by us exclusively in connection with the Offer issued by Dun & Bradstreet

for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

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

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

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

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

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

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

We have foreign currency receivables and payables for sale of our products and supply of certain raw materials and equipment and are therefore, exposed to foreign exchange risk between the Indian Rupee and U.S. Dollars and other foreign currencies. However, we have adopted foreign exchange risk mitigation measures like forward exchange contract, there can be no assurance that we will be able to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against other relevant foreign currencies. We have in the past experienced net foreign currency exchange (losses)/gain to the extent of ₹ (2.86)million, ₹ 4.86 million and ₹ 30.89 million respectively, which represents (0.05)%, 0.11% and 0.86%, of our revenues from operations for the Fiscals 2023, 2022 and 2021respectively. There can be no assurance that we shall not be subject to foreign currency exchange losses in the future. Further, volatility in exchange rates would result in an increase in the cost of our products. We may not be able to pass on such increase in costs to our customers. Any significant fluctuation in the value of the Indian Rupee against such currencies may adversely affect our results of operations. Any appreciation of foreign currencies against the Indian Rupee may result in reduction of our margins and consequently have an adverse effect on business and result of operations.

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

Our business involves complex manufacturing processes that can be dangerous to our employees. Although we employ safety procedures, including providing safety equipment on the shop floor, in the operation of our facilities and maintain, to be adequate insurance, there is a risk that an accident or death may occur in any of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations and prospects. While we maintain legally mandated insurance policies such as accident and medical insurance policies for our employees and a public liability insurance, we cannot assure you that the coverage under such policies will be sufficient to cover loss sustained or that an affected employee or third party will not additionally seek legal recourse against us.

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

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

63. Unsecured loans of ₹ 102.32 million taken by our Company from related party can be recalled at any time.

As on March 31, 2023, we have two outstanding unsecured loan aggregating to ₹102.32 million taken by our Company from our Promoter and Promoter Group member for business purpose. Although, as on date, neither the loan arrangement has been terminated nor the outstanding amounts have been

called to be repaid by the said related party. However, there can be no assurance that such party shall not recall the outstanding amount (in part, or in full) at any time. We intend to repay the said loan in due course, however, any failure to service such indebtedness, or discharging any obligations thereunder could have a material adverse effect on our business, financial condition and results of operations. For further details refer to the section entitled *"Financial Indebtedness"* beginning on page 336.

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

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

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

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

Our Promoter, also being the Managing Director and Chief Financial Officer of our Company, is interested in our Company, in addition to his remuneration or benefits and reimbursement of expenses, to the extent of his shareholding in our Company. Our Promoter shall abide by the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and protect the interests of the Company. However, in case of any conflict of interest our Promoter shall keep the interests of our Company first over his personal interest, we cannot assure you that he will exercise his rights as shareholder to the benefit and best interest of our Company. Our Promoter may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoter of our Company, other than reimbursement of expenses incurred or remuneration or benefits, please see the chapters titles *"Our Management"* and *"Our Promoter and Promoter Group"* beginning on pages 223 and 243, respectively, of this Prospectus.

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

We have not declared dividend in the past. For further information, see *"Dividend Policy"* on page 248 of this Prospectus. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board in accordance with the dividend distribution policy as may be adopted by our Board from time to time and will depend on factors that our Board deems relevant, including among others, our Company's profitability, capital requirements, financial commitments and requirements, including business and expansions plans, applicable legal restrictions and any other financing arrangements. We cannot assure you that we will be able to pay

dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

EXTERNAL RISK FACTORS

RISKS RELATING TO INDIA

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

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

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

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

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

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

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

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

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

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

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

70. Significant differences exist between Indian Accounting Standards (Ind AS) and other accounting principles, such as Indian Generally Accepted Accounting Principles (Indian GAAP), United States Generally Accepted Accounting Principles (U.S. GAAP) and International Financial Reporting Standards (IFRS), which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Financial Statements as at and for the financial year ended March 31, 2023 have been derived from our audited financial statements as at and for the financial year ended March 31, 2023 prepared in accordance with Ind AS. Our Restated Financial Statements as at and for the financial year ended March 31, 2022 and March 31, 2021 have been derived from our audited financial

statements as at and for the year ended March 31, 2022 and March 31, 2021 prepared in accordance with Accounting Standards and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

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

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

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

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax, past claims of central excise, state VAT, and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017. For further information on litigations arising out of such claims, see *"Outstanding Litigation and Other Material Developments"* beginning on page 340 of this Prospectus.

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

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

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

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

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

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

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

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see *"Restrictions on Foreign Ownership of Indian Securities"* on page 404 of this Prospectus.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

RISKS RELATING TO THE OFFER AND THE EQUITY SHARES

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

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

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

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

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

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

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

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

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

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification) and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long term capital gains tax in India. Such long-term capital gains exceeding ₹ 100,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 10% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax exempt in such cases. Further, STT will be levied on and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in an off-market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹ 100,000. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess), while short term capital gains arising in an off-market sale would

be subject to tax at a higher rate of 40% (plus applicable surcharge and cess) in the case of foreign companies and 30% (plus applicable surcharge and cess) in the case of other non-resident taxpayers.

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

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

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

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

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

83. Our Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market

for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

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

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

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

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

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

After the completion of the Offer, our Promoter will own, directly, more than 59% of our outstanding Equity Shares. Upon expiry of the lock-in period provided under the SEBI ICDR Regulations, our Promoter will be eligible to sell part or all of the Equity Shares held by it. Future sales of a large number of the Equity Shares by our Promoter, either in one sale or over a series of sales, could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoter will not dispose of, pledge or encumber their Equity Shares in the future, or that the market price of the Equity Shares will not be adversely affected by any such disposal, pledge or encumbrance of their Equity Shares.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of equity shares or the Bid amount) at any stage after submitting a Bid. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the bid/ offer period and until the Bid/ offer closing date, but not thereafter. While we are required to complete all necessary

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

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares[(1)(2)]	Upto 16,840,000 Equity Shares aggregating to ₹ 1,650.32 Million
of which:	
(i) Fresh Issue[(1)]	Upto 13,800,000 Equity Shares aggregating to ₹ 1,352.40 Million
(ii) Offer for Sale[(1)(2)]	Upto 3,040,000 Equity Shares aggregating to ₹ 297.92 Million by the Promoter Selling Shareholder
The Offer consists of:	
A) QIB Portion[(3)(4)]	Not more than 8,420,000 Equity Shares
of which:	
Anchor Investor Portion	Upto 5,052,000 Equity Shares
Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	3,368,000 Equity Shares
of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)[(3)]	421,000 Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	2,947,000 Equity Shares
B) Non-Institutional Portion[(3)]	Not less than 2,526,000 Equity Shares
of which:	
One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000	842,000 Equity Shares
Two-third of the Non-Institutional Category available for allocation to Non-Institutional Bidders with an application size of more than ₹ 1,000,000	1,684,000 Equity Shares
C) Retail Portion[(3)]	Not less than 5,894,000 Equity Shares
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	34,699,040 Equity Shares
Equity Shares outstanding after the Offer	48,499,040 Equity Shares
Utilisation of Net Proceeds	See *"Objects of the Offer"* beginning on page 118 of this Prospectus for details regarding the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

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

(2) The Promoter Selling Shareholder has confirmed and approved his participation in the Offer for

Sale as set out below:

Sr. No.	Promoter Selling Shareholder	Maximum Shares offered in the Offer for Sale	Date of Board Resolution	Date of consent letter
1.	Vijay Ramanlal Sanghavi	Upto 3,500,000 Equity Shares	November 16, 2022	November 15, 2022

(3) Subject to valid Bids having been received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would have been allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, subject to receipt of minimum subscription for 90% of the Fresh Issue, compliance with Rule 19(2)(b) of the SCRR and allotment of not more than 50% of the Net Offer to QIBs, Equity Shares would have been allocated in the manner specified in the section "Terms of the Offer" beginning on page 368 of this Prospectus.

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

(4) Our Company and the Promoter Selling Shareholder could, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion was accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the QIB Portion (excluding Anchor Investor Portion) would have been available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding Anchor Investor Portion) would have been available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. In the event the aggregate demand from Mutual Funds was less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion would have been added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 380.

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, was made on a proportionate basis subject to valid Bids having been received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder was not less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, could have been allocated on a proportionate basis. For further details, please see *"Offer Procedure"* on page 380 of this Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Statements. The Restated Financial Statements has been prepared, based on financial statements as at for the Fiscals 2023, 2022 and 2021. The Restated Financial Statements have been prepared in accordance with Ind AS and the Companies Act 2013, restated in accordance with the SEBI ICDR Regulations and are presented in the section entitled "Financial Information" on page 249.

The summary financial information presented below should be read in conjunction with the chapters titled "Restated Financial Statement" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 249 and 317 respectively.

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RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Assets and Liabilities

(Rs in Million)

	Particulars	Note	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
A	**ASSETS**				
1	**Non-current assets**				
	Property Plant & Equipment	5.1	348.52	327.93	267.19
	Capital work-in-progress	5.2	88.04	36.71	33.74
	Intangible assets	5.3	152.07	79.98	51.37
	Financial Assets				
	Non-current investments				
	Loan	6	-	-	4.98
	Other Financial Assets	7	18.71	15.69	15.69
	Deferred Tax Assets (net)		-	-	-
	Other Non-Current Assets	8	13.43	25.81	24.69
			620.77	**486.12**	**397.66**
2	**Current assets**				
	Inventories	9	2,058.26	1,712.83	1,355.25
	Financial Assets				
	Trade receivables	10	633.72	402.89	332.50
	Cash and cash equivalents	11	2.35	2.00	7.37
	Bank Balance other than above	12	301.39	194.95	180.32
	Loans				
	Other Financial Assets	13	1.61	3.17	2.36
	Current Income Tax				
	Other current assets	14	272.37	284.36	283.78
			3,269.70	**2,600.20**	**2,161.58**
	TOTAL ASSETS		**3,890.48**	**3,086.32**	**2,559.24**
B	**EQUITY AND LIABILITIES**				
1	**Equity**				
	Equity Share capital	15	348.94	42.62	42.62
	Other Equity	16	711.60	617.12	523.15
	Share Application Money		-		
			1,060.54	**659.74**	**565.77**
	Liabilties				
2	**Non-current liabilities**				
	Financial Liabilities				
	Borrowings	17	340.04	306.07	223.70
	Deferred tax liabilities (net)	18	47.06	31.67	21.83
			387.10	**337.74**	**245.53**
3	**Current liabilities**				
	Financial Liabilities				
	Borrowings	19	1,959.85	1,601.20	1,283.90
	Trade payables	20			
	Total Outstanding dues of Micro and Small Enterprise		4.07	-	-
	Total Outstanding dues of creditors other than Micro and small Enterprise		370.26	412.69	357.71
	Other Financial Liabilities	21	-	3.35	0.10
	Other Current Liabilities	22	50.04	33.14	71.83
	Current Tax Liabilities (Net)	23	33.69	19.92	17.69
	Short-Term Provisions	24	24.93	18.52	16.72
			2,442.85	**2,088.83**	**1,747.95**
	TOTAL EQUITY AND LIABILITIES		**3,890.48**	**3,086.32**	**2,559.24**
	The accompanying notes are integral part of these financial statements	1 - 66			

Significant Accounting Policy 1-4

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

SD/-
CA Nilesh Shah
Partner
Membership No. - 107414
UDIN 23107414BGUYYH7431

Place: Ahmedabad
Date: 16-06-2023

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

SD/-
B. S. Chaplot
Whole Time Director
DIN: 03539750

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

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

Place: Vadodara
Date: 16-06-2023

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Profit and Loss for the Ended March 31, 2023

(Rs in Million)

	Particulars	Note No.	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
I	Revenue from operations	25	4,797.48	4,269.38	3,596.63
II	Other income	26	13.97	15.34	43.88
III	**Total Income (I+II)**		**4,811.45**	**4,284.72**	**3,640.51**
IV	**Expenses**				
	Cost of materials consumed	27	4,189.58	3,735.22	3,224.55
	Purchases of stock-in-trade		-	-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(266.22)	(185.69)	(169.18)
	Employee benefits expenses	29	78.78	78.05	69.62
	Finance costs	30	122.92	116.71	120.53
	Depreciation expenses	31	40.18	39.37	26.74
	Other expenses	32	339.09	366.55	272.33
	Total expenses		**4,504.33**	**4,150.21**	**3,544.59**
V	**Profit before exceptional and extraordinary items and Tax (I-IV)**		307.12	134.51	95.92
VI	Exceptional items				-
VII	**Profit before tax (V-VI)**		307.12	134.51	95.92
VIII	**Tax expense:**	33			
	Current tax expense for current year		40.00	26.00	20.25
	Short / (Excess) Provision for income tax		1.35	3.61	11.93
	Deferred tax		15.33	10.15	9.15
			56.68	**39.75**	**41.33**
IX	**Profit from continuing operations (VII-VIII)**		250.44	94.76	54.59
X	Profit / (Loss) from discontinuing operations (before tax)		-	-	-
XI	Tax expense of discontinuing operations		-	-	-
XII	**Profit/(loss) from Discontinued operations (X-XI)**		-	-	-
XIII	**Profit for the period (IX+XII)**		**250.44**	**94.76**	**54.59**
XIV	**Other Comprehensive Income**				
	A (i) Items that will not be reclassified to profit or loss	34	(0.18)	1.18	0.58
	(ii) Income tax relating to items that will not be reclassified to profit and loss	34	0.05	(0.30)	(0.15)
	B (i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss		-	-	-
			(0.13)	0.88	0.43
XV	**Total Comprehensive Income for the period (XIII+XIV)**		**250.31**	**95.64**	**55.02**
XVI	**Earnings per share for continued operation**	35			
	Basic & diluted (of ₹ 10/- each)		7.26	2.75	1.59
XVII	**Earnings per share for discontinued operation**				
	Basic & diluted (of ₹ 10/- each)		-	-	-
XVIII	**Earnings per share for continued operation and discontinued operation**				
	Basic & diluted (of ₹ 10/- each)		7.26	2.75	1.59
	Significant Accounting Policy	1-4			
	The accompanying notes are integral part of these financial statements	1 - 66			

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

SD/-
CA Nilesh Shah
Partner
Membership No. - 107414
UDIN: 23107414BGUYYH7431

Place: Vadodara
Date: 16-06-2023

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

SD/-
B. S. Chaplot
Whole Time Director
DIN: 03539750

Place: Vadodara
Date: 16-06-2023

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

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

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Cashflow for the Year Ended MARCH 31, 2023

(Rs in Million)

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
(A) Cash Flow from Operating Activities :			
Net Profit before Tax	**307.12**	**134.51**	**95.92**
Adjustments for :			
Depreciation	40.17	39.37	26.74
Interest Income	(13.87)	(10.35)	(12.44)
Interest expenses	122.92	116.71	120.53
(Profit) / Loss on sale of PPE	(0.15)	(0.09)	-
Adjustment on Account of First Time Adoption of IND AS			
Operating Profit Before Working Capital Changes	**456.19**	**280.15**	**230.75**
Adjustments for:			
Non-current/current financial and other assets			
Decrease/(Increase) in Other Financial Assets	1.56	(0.80)	1.45
Decrease/(Increase) in Loans	-	4.98	-
Decrease/(Increase) in Other Non-Current Assets	9.36	(1.13)	0.04
Decrease/(Increase) in Other Current Assets	11.99	(0.58)	(136.49)
Trade Receivables	(230.83)	(70.39)	306.83
Inventories	(345.43)	(357.58)	(201.02)
Non-current/current financial and other liabilities/provisions	13.77	2.23	(28.63)
Increase/(Decrease) in Trade Payables	(38.35)	54.98	(6.64)
Increase/(Decrease) in Other Current Liabilities	16.90	(38.69)	11.61
Increase/(Decrease) in Other Financial Liabilities	(3.35)	3.25	(0.23)
Increase/(Decrease) in Short Term Provisions	6.18	(1.90)	(16.19)
Cash Generated from/(used in) Operating Activities	**(102.01)**	**(125.48)**	**161.48**
Direct Taxes Paid (Net)	(41.35)	(29.61)	(32.18)
Nat Cash from Operating Activities (A)	**(143.36)**	**(155.09)**	**129.30**
(B) Cash Flow from Investing Activity :			
Purchase of property, plant and equipment's	(184.61)	(127.85)	(124.60)
Proceeds from sale of PPE	0.57	1.40	0.66
Non-Current Investments Written off	-	-	-
Interest Received	13.87	10.35	12.44
Net Cash form Investing Activities (B)	**(170.17)**	**(116.10)**	**(111.50)**
(C) Cash Flow from Financial Activities :			
Proceeds /(Repayment) of Long Term Borrowings (Net)	33.97	82.38	(66.24)
Proceeds /(Repayment) from Short Term Borrowings (Net)	358.65	317.32	176.78
Interest Paid	(122.92)	(116.71)	(120.52)
Increase in share Capital	2.70		
Proceeds on account of Securities Premium	147.92	(2.55)	
Net Cash Flow from/(used in) Financing Activities (C)	**420.32**	**280.44**	**(9.98)**
Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	**106.79**	**9.26**	**7.82**
Add : Opening Cash & Bank Balances	196.95	187.69	179.87
Closing Cash & Bank Balances	**303.74**	**196.95**	**187.69**

Refer Note 3.18 for Cash flow method

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

SD/-
CA Nilesh Shah

Partner
Membership No. - 107414
UDIN: 23107414BGUYYH7431

Place Vadodara
Date: 16-06-2023

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

SD/-
B. S. Chaplot

Whole Time Director
DIN: 03539750

Place: Vadodara
Date:16-06-2023

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

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

Financial Metrics

Revenue from Top Customers

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount (₹ in million)	%	Amount (₹ in million)	%	Amount (₹ in million)	%
Top 3	1,733.78	36.14	1,239.16	25.24	875.29	21.02
Top 10	2,380.61	49.62	1,906.95	38.84	1,471.99	35.35

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations
Customer 1	869.51	18.12	739.29	15.06	457.28	10.98
Customer 2	529.18	11.03	292.46	5.96	236.51	5.68
Customer 3	335.09	6.98	207.41	4.22	181.50	4.36
Customer 4	111.34	2.32	125.33	2.55	112.37	2.70
Customer 5	106.36	2.22	123.87	2.52	109.82	2.64
Customer 6	90.37	1.88	113.62	2.31	107.61	2.58
Customer 7	86.56	1.80	99.61	2.03	95.83	2.30
Customer 8	86.37	1.80	85.38	1.74	71.79	1.72
Customer 9	86.32	1.80	65.03	1.32	58.77	1.41
Customer 10	79.51	1.66	54.95	1.13	40.51	0.98
Total	***2,380.61***	***49.62***	***1,906.95***	***38.84***	***1,471.99***	***35.35***

Revenue from Domestic and Export Sales

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Amount (₹ in million)	%	Amount (₹ in million)	%	Amount (₹ in million)	%
Domestic Sales	3,875.57	80.79	3,432.33	80.39	3,043.68	84.63
Export Sales	921.91	19.21	837.05	19.61	552.95	15.37
Total	**4,797.48**	**100.00**	**4,269.38**	**100.00**	**3,596.63**	**100.00**

Financial Information

(₹ in Million)

Particulars	For the Fiscal		
	2023	2022	2021
Share Capital	348.94	42.62	42.62
Net Worth	1060.54	659.74	565.77
Total Income	4,811.45	4,284.72	3,640.51
Profit/ (loss) after tax	250.44	94.76	54.59
Basic and Diluted EPS (in Rs.)	7.26	2.75	1.59
Net asset value per share (in Rs.)	30.74	19.20	16.21
Total borrowings	2,299.89	1,907.27	1,507.60

Product wise bifurcation

(₹ in Million)

Product Category	For the Fiscal		
	2023	**2022**	**2021**
SS Finishing Sheets	3,057.30	2,713.05	2,389.23
SS Washers	840.84	794.48	557.91
SS Solar Roofing Hooks	105.46	70.24	35.91
SS Scrap Metals	493.82	257.49	234.17
SS Tubes & Pipes	299.88	433.51	377.48
Total	**4,797.30**	**4,268.77**	**3,594.71**

Financial and Operational KPI of our Company

Metric	As of and for the Fiscal		
	2023	**2022**	**2021**
Financial KPIs			
Revenue From operations (₹ in Millions)	4,797.48	4,269.38	3,596.63
Total revenue (₹ in Millions)	4,811.45	4,284.72	3,640.51
Gross Profit (₹ in Millions)	569.21	414.96	321.20
Gross margin (%)	11.83%	9.68%	8.82%
EBITDA (₹ in Millions)	470.22	290.59	243.21
EBITDA Margin (%)	9.80%	6.81%	6.76%
Profit/(loss) after tax for the year/ period (₹ in Millions)	250.44	94.76	54.59
Net profit Ratio/ Margin (%)	5.22%	2.22%	1.52%
Return on Equity (ROE) (%)	29.12%	15.46%	10.15%
Debt To Equity Ratio	2.17	2.89	2.67
Debt Service Coverage Ratio	25.26	13.14	6.27
Interest Coverage Ratio	3.83	2.49	2.02
ROCE (%)	12.62%	9.67%	10.33%
Current Ratio	1.34	1.24	1.24
Net Capital Turnover Ratio or Working Capital Turnover Ratio	5.80	8.35	8.70
Return on Net Worth (%)	29.12%	15.46%	10.15%
Operational KPIs			
Total production (MT)	19030.38	19747.20	19711.98
Power and fuel cost/ MT. (Rs)	2096.90	2180.99	1762.68
Labours per /MT	0.18	0.21	0.24
Backward integration of raw material process/ MT (Rs)	0.03	0.03	0.03

Geography-wise Revenue

Zone	Break-up of total domestic revenue from operations (%)		
	FY 2023	**FY 2022**	**FY 2021**
West[(1)]	69.16%	68.36%	71.53%
North[(2)]	11.63%	12.06%	13.09%

South[(3)]	Negligible		
East	Nil		
Total	**80.79%**	**80.42%**	**84.62%**

[(1)] West includes state of Maharashtra, Gujarat and Rajasthan

[(2)] North includes state of Delhi and Haryana

[(3)] South includes Tamil Nadu and Karnataka

Details of Suppliers

(₹ in million, except the percentages)

Types of Suppliers	***Fiscal 2023***		***Fiscal 2022***		***Fiscal 2021***	
	Amount of purchases of raw materials	**% of total purchases of raw materials**	**Amount of purchases of raw materials**	**% of total purchases of raw materials**	**Amount of purchases of raw materials**	**% of total purchases of raw materials**
Top 10 suppliers	3,663.98	85.64%	2,890.74	68.80%	2,644.30	70.87%
Top 3 domestic suppliers	2,688.65	62.84%	2,389.89	58.24%	1,890.64	52.23%
Top 3 foreign suppliers	559.63	13.08%	282.08	6.71%	459.37	12.31%

GENERAL INFORMATION

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

For details of changes in registered offices of our Company, please refer to the section titled *"History and Certain Corporate Matters"* beginning on page 217 of this Prospectus.

Brief Information about the Company and the Offer	
Registered Office & Unit I	Plot no. E-77, G.I.D.C., Savli (Manjusar), Vadodara – 391 775, Gujarat, India. Telephone: 02667 264594 Website: www.ratnaveer.com Email id: info@ratnaveer.com
Corporate Office	Office No. 703 & 704 Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Vadiwadi, Vadodara- 390 023, Gujarat, India Telephone: +91 8487878075
Date of Incorporation	February 20, 2002
Company Registration No.	040488
Company Identification No.	U27108GJ2002PLC040488
Company Category	Company Limited by Shares
Company Sub Category	Indian Non-Government Company
Address of Registrar of Companies	Registrar of Companies, Ahmedabad ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380 013, Gujarat. Phone: 079-27438531 Fax: 079-27438371 Email Id: roc.ahmedabad@mca.gov.in
Designated Stock Exchange	National Stock Exchange of India Limited
Offer Programme	Offer Opens on: Monday, September 04, 2023 Offer Closes on: Wednesday, September 06, 2023
Company Secretary & Compliance Officer	**Prerana Rajeshbhai Trivedi** c/o Ratnaveer Precision Engineering Limited E-77, G.I.D.C., Savli (Manjusar), Vadodara- 391 775, Gujarat, India. Telephone: +91 8487878075 Website: www.ratnaveer.com Email id: cs@ratnaveer.com

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

Board of Directors

Our Company's Board comprises of the following Directors:

Name, Nature of Directorship and DIN	Age	Residential Address
Vijay Ramanlal Sanghavi Chairman & Managing Director DIN: 00495922	45 years	20 Vijay Society No-1, New Khanderao Road, Bakarawadi, Vadodara – 390001, Gujarat, India
Babulal Sohanlal Chaplot Wholetime Director DIN: 03539750	79 years	61, Geet Gunjan Society, Opp. Corporation School, Harni Road, Harni Colony, Vadodara – 390 022, Gujarat, India
Binita Verdia Non-Executive Non-Independent Director DIN: 09724262	47 years	61, Geet Gunjan Society, Opp. Corporation School, Harni Road, Harni Colony, Vadodara-390022, Gujarat
Ankita Dineshbhai Soni Independent Director DIN: 08126490	31 years	A-12, Vaibhav Apartment part 1, Opp. Bombay Gargage, Near Under Bridge, Shahibaug, Ahmedabad – 380 004, Gujarat, India
Bharatkumar Kanchanlal Shah Independent Director DIN: 00587810	58 years	Survey No. 273/1/1, Saumya Murti Bunglow, Near Ahmedabad Kalibari Temple, Ahmedabad – 380 058, Gujarat, India
Sreeram Vishwanathan Rishinaradamangalam Independent Director DIN: 09537193	60 years	A-2, Raag Duplex, Near Gorwa Workshop, Subhanpura, Vadodara – 390 023, Gujarat, India

For further details of the Board of Directors, please refer to the section titled "*Our Management*" beginning on page 223 of this Prospectus.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY

Book Running Lead Manager	Registrar to the Offer
Unistone Capital Private Limited A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059, Maharashtra Telephone: +91 9820057533 Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Brijesh Parekh Website: www.unistonecapital.com SEBI Registration number: INM000012449	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400 083 Maharashtra, India. Telephone: +91 022 4918 6200 Facsimile: +91 022 4918 6195 E-mail: ratnaveerprecision.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance: ratnaveerprecision.ipo@linkintime.co.in SEBI Registration No: INR000004058

CIN: U65999MH2019PTC330850	Contact person: Shanti Gopalkrishnan CIN: U67190MH1999PTC118368
Legal Advisor to the Offer	**Statutory & Peer Reviewed Auditors**
M/s. Alliance Law Address: 801, 8th Floor, Raheja Centre, Free Press Journal Marg, Nariman Point, Mumbai – 400 021. Telephone: +91 22-2204 0822/23/24 E-mail: info@alliancelaw.in	**M/s. Pankaj R. Shah & Associates** Address: 7th Floor, Regency Plaza, Opp. Rahul Tower, Nr. Madhur Hall, Ahmedabad – 380 015, Gujarat Telephone: 079 26931024 E-mail: nilesh.shah@prsca.in Contact Person: CA Nilesh Shah Firm Registration No.: 107361W Peer Review Number: 013474
Share Escrow Agent	**Public Offer Bank/ Banker to the Offer/ Refund Banker**
Link Intime India Private Limited Address: C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai – 400 083 Maharashtra, India. Telephone: +91 8108114949 Fax: NA E-mail: ratnaveerprecision.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishna SEBI Cert Registration No: INR000004058 CIN No.: U67190MH1999PTC118368	**Kotak Mahindra Bank Limited** Address: Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra, India. Telephone: 022-66056603 Fax: 022-67132416 E-mail: cmsipo@kotak.com Website: www.kotak.com Contact Person: Siddhesh Shirodkar SEBI Cert Registration No: INBI00000927 CIN No.: L65110MH1985PLC038137
Syndicate Member	**Banker to our Company**
Rikhav Securities Limited Address: Office No. 922-A, 9th Floor, P.J. Tower, Dalal Street, Mumbai, Maharashtra – 400 001 Telephone: 022-69078300 Fax: NA E-mail: info@rikhav.net Website: www.rikhav.net Contact Person: Hitesh Lakhani SEBI Cert Registration No: INZ000157737 CIN No.: U99999MH1995PLC086635	**IndusInd Bank Limited** Address: 3rd Floor, Parkar House, Nr. Radisson Blu Hotel, Panchawati Cross Road, Ahmedabad-380007. Telephone: 079-61916965 E-mail: suhas.das@indusind.com Website: www.indusind.com Contact Person: Suhas Das SEBI Cert Registration No: INBI00000002 CIN No.: L65191PN1994PLC076333
Sponsor Bank	
IndusInd Bank Limited Address: PNA House, Plot no.57, Road Number 17, Marol MIDC, Andheri East, Mumbai 400 093, Maharashtra Telephone: 022 61069389 Fax: - E-mail: nseclg@indusind.com Website: www.indusind.com Contact Person: Prasad Shigwan SEBI Cert Registration No.: INBI00000002 CIN No.: L65191PN1994PLC076333	**Kotak Mahindra Bank Limited** Address: Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East), Mumbai – 400 097 Maharashtra, India. Telephone: 022-66056603 Fax: 022-67132416 E-mail: cmsipo@kotak.com Website: www.kotak.com Contact Person: Siddhesh Shirodkar SEBI Cert Registration No: INBI00000927 CIN No.: L65110MH1985PLC038137

Advisor to the Company*	Monitoring Agency
Neomile Corporate Advisory Limited Address: Unit No. 1215, C Wing, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India. Contact No.: +91 22 62398080 Email ID: info@neomilecapital.com Website: www.neomilecapital.com Contact Person: Kirtan Rupareliya	**CARE Rating Limited** Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, off. Eastern Express Highway, Sion East, Mumbai - 400 022, Maharashtra. Contact No.: 079-40265656 Fax No.: 079-40265656 Email ID: kalpesh.patel@careedge.in Website: www.careratings.com Contact Person: Kalpesh Patel SEBI Cert Registration No: IN/CRA/004/1999 CIN No.: L67190MH1993PLC071691

** Scope and responsibility of the advisor is assisting in selling and marketing of the Offer.*

Changes in Auditors during last three Financial Years

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

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

Investor grievances

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

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

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP

ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

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

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

A copy of the Draft Red Herring Prospectus was filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in in accordance with SEBI master circular bearing reference SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, as specified in Regulation 25(8) of the SEBI ICDR Regulations. It has also been filed with the SEBI at:

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

A copy of the Red Herring Prospectus has been filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in in accordance with SEBI master circular bearing reference SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, as specified in Regulation 25(8) of the SEBI ICDR Regulations.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 were filed with the RoC and a copy of this Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC at Registrar of Companies, Ahmedabad and through the electronic portal at https://www.mca.gov.in/mcafoportal/login.do

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

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

Designated Intermediaries

Self-Certified Syndicate Banks (SCSBs)

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

Registered Broker

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

Registrar to the Offer and Share Transfer Agents

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

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35).

Self Certified Syndicate Banks eligible as Sponsor Banks for UPI

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

Collecting Depository Participants

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

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

Experts

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

(i) Consent dated July 14, 2023 from our Statutory and the Peer Review Auditor namely, M/s. Pankaj R. Shah & Associates, Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated June 16, 2023.
(ii) Consent dated January 14, 2023 from our Statutory and the Peer Review Auditor namely, M/s. Pankaj R. Shah & Associates, Chartered Accountants, in respect of the Statement of Possible Special Tax Benefits dated July 14, 2023 included in this Prospectus.
(iii) Consent dated July 15, 2023 from Upendra Nath Mahto, Independent Chartered Engineer in respect of his certificate dated July 13, 2023 on our Company's installed capacity and capacity capitalized at our manufacturing units included in this Prospectus.

Brokers to the Offer

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

Credit Rating

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

Trustees

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

Debenture Trustees

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

Green Shoe Option

No green shoe option is contemplated under the Offer.

IPO Grading

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

Monitoring Agency

Our Company has appointed CARE Ratings Limited as monitoring agency in accordance with Regulation 41 of SEBI ICDR Regulations.

Appraising Entity

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

Book Building Process

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

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

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

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

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

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

For further details, please refer to the chapters titled "*Offer Structure*" and "*Offer Procedure*" beginning on pages 376 and 380, respectively of this Prospectus.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled "*Offer Procedure*" on page 380 of this Prospectus.

Withdrawal of the Offer

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

If our Company withdraws the Offer any time after the Offer Opening Date but before the allotment of Equity Shares, a public notice within two (2) Working Days of the Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

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

Underwriting

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

The Underwriting Agreement is dated September 06, 2023. The Underwriter has indicated its intention to underwrite the following number of Equity Shares:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten **	% of the total Offer size Underwritten
Unistone Capital Private Limited A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai –400 059, India Telephone: +91 9820057533 E-mail: mb@unistonecapital.com	15,156,000	1,485.29	90%

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

In the opinion of the Board of Directors, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriter are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board of Directors, at its meeting held on September 06, 2023, has accepted and entered into the Underwriting Agreement on behalf of our Company.

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

CAPITAL STRUCTURE

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

(₹ in Millions except the share data)

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price[(1)]
I.	**Authorized share capital [(2)]**		
	50,000,000 Equity Shares of face value ₹10.00 each	500.00	--
	3,000,000 0% Redeemable Non-Cumulative Preference Shares of face value ₹10.00 each	30.00	--
II.	**Issued, subscribed and paid-up share capital prior to the Offer**		
	34,699,040 Equity Shares of face value ₹10.00 each	346.99	--
	1,850,000 0% Non-convertible Preference Shares of face value ₹ 10.00 each	18.50	
	Share Forfeiture Account	1.95	
	Total	**367.44**	
III.	**Present Offer in terms of the Prospectus**		
	Offer of up to 16,840,000 Equity Shares of face value ₹ 10 aggregating to up to ₹ 1,650.32 million[(4)]		
	Of which includes		
	Fresh Issue of up to 13,800,000 Equity Shares of face value ₹10.00 each at a price of ₹ 98.00 per Equity Share[(4)]	138.00	1,352.40
	Offer for Sale of up to 3,040,000 Equity Shares of face value ₹10.00 each at a price of ₹ 98.00 per Equity Share[(4)(5)]	30.40	297.92
IV.	**Issued, subscribed and paid-up share capital after to the Offer**		
	48,499,040 Equity Shares of face value ₹ 10.00 each		484.99
	1,850,000 0% Non-convertible Preference Shares of face value ₹ 10.00 each		18.50
V.	**Securities premium account**		
	Before the Offer		172.79
	After the Offer[(1)]		1,387.19

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

[(2)] *For details of the changes in the authorized share capital of our Company in the last 10 years, please refer to chapter titled "History and Certain Corporate Matters – Changes in Memorandum of Association in the last 10 years" on page 220 of this Prospectus.*

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

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

[(5)] *Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to a resolution passed at its meeting held on November 16, 2022. For further details on authorizations of the Promoter Selling Shareholder received for his shares being offered in the Offer for Sale, see "Other Regulatory and Statutory Disclosures" on page 352. The Promoter Selling Shareholder confirms that the Equity Shares being offered by him in the Offer for Sale are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations and the Promoter Selling Shareholder has confirmed and authorized his participation in the Offer for Sale.*

1. Notes on Capital Structure

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

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

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	List of Allotees	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
						4. Arvindkumar Dalichand Sanghavi – 600,000		
December 28, 2003	900,000	10.00	10.00	Cash	Further Allotment	Allotment of Equity Shares to: 1. Ramanlal Dalichand Sanghavi – 400,000 2. Babulal Dalichand Sanghavi – 500,000	3,000,000	30,000,000
September 13, 2004	100,000	10.00	10.00	Cash	Further Allotment	Allotment of Equity Shares to: Vijay Ramanlal Sanghavi – 100,000	3,100,000	31,000,000
March 28, 2005	900,000	10.00	10.00	Cash	Further Allotment	Allotment of Equity Shares to: 1. Ramanlal Dalichand Sanghavi – 250,000 2. Pyariben Ramanlal Sanghavi – 150,000 3. Suresh Ramanlal Sanghavi – 200,000 4. Rekha Suresh Sanghavi – 100,000 5. Vijay Ramanlal Sanghavi – 200,000	4,000,000	40,000,000
February 12, 2010	67,200	10.00	110.00	Cash	Further Allotment	Allotment of Equity Shares to: 1. Bhikhubhai Lakhabhai HUF by karta Bhikhubhai Lakhabhai Radadiya – 20,000 2. Pragjibhai Nathubhai Padsala – 9,000 3. Parshottambhai Keshavbhai Dhorajjya – 15,500	4,067,200	40,672,000

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	List of Allotees	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
						4. Parulben Jayantilal Patel – 12,700 5. Jayantilal M Patel HUF by karta Jayantilal M. Patel – 10,000		
April 12, 2010*	230,000	10.00	110.00	Cash	Further Allotment	Allotment of Equity Shares to: 1. Sanskar Distributers Private Limited – 150,000 2. Columbia Granite Private Limited – 80,000	4,297,200	42,972,000
March 29, 2011**	160,000	10.00	125.00	Cash	Further Allotment	Allotment of Equity Shares to: 1. Arthodock Vinimay Private Limited – 40,000 2. Gourav Finance Private Limited – 120,000	44,57,200	44,572,000
March 27, 2014	(390,000)	-	-	-	Forfeiture of Shares	Allotment of Equity Shares to: 1. Sanskar Distributers Private Limited – 150,000 2. Columbia Granite Private Limited – 80,000 3. Arthodock Vinimay Private Limited – 40,000 4. Gourav Finance Private Limited – 120,000	4,067,200	44,572,000
December 27, 2022	182,000	10.00	535.00	Cash	Private Placement	Refer note (1)	4,249,200	46,392,000
January 04, 2023	88,180	10.00	575.00	Cash	Private Placement	Refer note (2)	4,337,380	47,273,800
January 12, 2023	30,361,660	10.00	-	Other than Cash	Bonus Issue of equity shares in the	Refer note (3)	34,699,040	350,890,400

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of Allotment	List of Allotees	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
					ratio of seven equity shares for every one equity shares held			
Total	**34,699,040**							

**The Equity Shares were issued as partly paid-up shares wherein ₹ 55.00 per Equity Share (comprising of face value of ₹ 5.00 per Equity Share and premium amount of ₹50.00) was paid by the allottees at the time of application and ₹ 55.00 (inclusive of premium amount of ₹ 50.00 per Equity Share) was due to be paid at a future date. Our Company vide a resolution dated December 16, 2011 passed by the Board of Directors made a final call for the payment of the outstanding amount on such Equity Shares along with an interest of 18% p.a. and issued notices dated February 26, 2014 to the allottees in furtherance of the same. Due to non-payment of the balance amount on the Equity Shares, our Company vide resolution passed by the Board of Directors at the meeting held on March 27, 2014 forfeited these Equity Shares. Subsequently, the forfeited shares were cancelled by our Company.*

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

Notes:

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

Sr. No.	Name of the allotees	Number of equity shares allotted
1	Shikhar Enterprises	20,000
2	Mahendra Kankaria & Sons HUF	10,000
3	Ashok Kumar Lodha	25,000
4	Bupesh Kumar Lodha	25,000
5	Kusum Poddar	5,000

6	Yash Rameshchandra Shah	5,000
7	Alka Bohra	5,000
8	Ronak Ravi Patel	9,500
9	Niket Ravibhai Patel	9,500
10	Dhirajlal Amrutlal Amlani	9,000
11	Saryu Dhirajlal Amlani	5,000
12	Narmada Amrutlal Amlani	5,000
13	Equity 4 Life LLP	5,000
14	IH Consultancy Services LLP	5,000
15	Jainish Harshadkumar Sheth	9,500
16	Harshad Jethalal Sheth	9,500
17	Rashmi Rajesh Bafna	5,000
18	Babita Mahendrakumar Bafna	5,000
19	Devang H Shah	5,000
20	Manish N Honarao	5,000
	Total	**182,000**

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

Sr. No.	Name of the allotees	Number of equity shares allotted
1	Sukhman Singh HUF	4,350
2	Upasana Ray Sethia	4,350
3	Omish Kunal Anadkat	4,350
4	Pawan Kumar Jain	5,220
5	Shree Mahaveer Commodeals Pvt Ltd	4,350
6	Rishabh Bothra	4,350
7	Abhishek Patni	4,350
8	Kartik S	4,560
9	Chaudhary & Sons	4,350

10	Parnita	4,350
11	Radha Kudikala	4,350
12	Zeba Waseem Siddhiqui	4,350
13	Pradeep CR	4,350
14	Sujata Devi Bondala	4,350
15	Shobha Surana	4,500
16	Hina D Doshi	4,350
17	Venkataramanaswamy Anantha Raju	4,350
18	Kavita Rajeshbhai Shah	1,000
19	Shilpa H Shah	1,000
20	Priya Jayesh Shah	1,000
21	Vaishali Kalpen Doshi	5,000
22	Shobhana Kishorebhai Doshi	5,000
	Total	**88,180**

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

Sr. No.	Name of the allotees	Number of equity shares allotted
1	Vijay Sanghavi	25,382,000
2	Seemaben Vijay Sanghavi	820,365
3	Briyanshi Vijay Sanghavi	14
4	Dipal Prakash Daga	7
5	Anjana Babulal Chaplot	7
6	Binita Verdia	7
7	Rashmi Prakashmal Sanghvi	567,000
8	Shashi Shantilal Sanghvi	567,000
9	Sheetal Nilesh Sanghvi	567,000
10	Shobhna Jayanti Sanghvi	567,000
11	Shikhar Enterprises	140,000

12	Mahendra Kankaria & Sons HUF	70,000
13	Ashok Kumar Lodha	175,000
14	Bupesh Kumar Lodha	175,000
15	Kusum Poddar	35,000
16	Yash Rameshchandra Shah	35,000
17	Alka Bothra	35,000
18	Ronak Ravi Patel	66,500
19	Niket Ravibhai Patel	66,500
20	Dhirajlal Amrutlal Amlani	63,000
21	Saryu Dhirajlal Amlani	35,000
22	Narmada Amrutlal Amlani	35,000
23	Equity 4 Life LLP	35,000
24	IH Consultancy Services LLP	35,000
25	Jainish Harshadkumar Sheth	66,500
26	Harshad Jethalal Sheth	66,500
27	Rashmi Rajesh Bafna	35,000
28	Babita Mahendrakumar Bafna	35,000
29	Devang H Shah	35,000
30	Manish N Honarao	35,000
31	Sukhman Singh HUF	30,450
32	Upasana Ray Sethia	30,450
33	Omish Kunal Anadkat	30,450
34	Pawan Kumar Jain	36,540
35	Shree Mahaveer Commodeals Pvt ltd	30,450
36	Rishabh Bothra	30,450
37	Abhishek Patni	30,450
38	Kartik S	31,920
39	Chaudhary & Sons	30,450

40	Parnita	30,450
41	Radha Kudikala	30,450
42	Zeba Waseem Siddhiqui	30,450
43	Pradeep CR	30,450
44	Sujata Devi Bondala	30,450
45	Shobha Surana	31,500
46	Hina D Doshi	30,450
47	V Anantha Raju	30,450
48	Kavita Rajeshbhai Shah	7,000
49	Shilpa H Shah	7,000
50	Priya Jayesh Shah	7,000
51	Vaishali Kalpen Doshi	35,000
52	Shobhana Kishorebhai Doshi	35,000
	Total	**30,361,660**

(ii) The history of Redeemable Non-Cumulative Preference Shares of our company is set forth below:

Date of Allotment	Number of Preference Shares	Face Value per Preference Share (₹)	Issue Price per Preference Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	List of Allotees	Cumulative Number of Preference Shares	Cumulative Preference Share Capital (₹)
October 11, 2008	1,850,000	10	10	Cash	Further Allotment	Allotment of Redeemable Non-Cumulative Preference Shares to: 1. Ambition Tie Up Private Limited – 500,000	1,850,000	18,500,000

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

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

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

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

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

3. No Equity Shares have been allotted pursuant to any scheme of arrangement approved under Section 391-394 of the Companies Act, 1956 or section 230-234 of the Companies Act, 2013.

4. Our Company has not issued any Preference Shares for consideration other than cash or out of revaluation of reserves as on the date of this Prospectus.

5. Our Company has not issued any shares pursuant to employee stock option scheme.

6. Issue of Equity Shares which may be at a price lower than offer price in the last one (1) year

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

7. **Shareholding Pattern of our Company**

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

(*Face value of Equity Shares of ₹10 each*)

S. No	*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 securities (including Warrants)*	*Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)*	*Number of Locked in shares**		*Number of Shares pledged or otherwise encumber*		*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^*	*Total*								
I	**II**	**III**	**IV**	**V**	**VI**	**VII = IV+V+VI**	**VIII**	**IX**			**X**	**XI=VIII+IX**	**XII**		**XIII**		**XIV**
(A)	Promoter & Promoter Group	3	29,945,576	-	-	29,945,576	86.30	29,945,576	29,945,576	86.30	-	86.30	-		-		29,945,576
(B)	Public	49	4,753,464	-	-	4,753,464	13.70	4,753,464	4,753,464	13.70	-	13.70	-		-		4,753,464
(C)	Non-Promoter-Non-Public	-	-										-		-		-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Total	**52**	**34,699,040**	**-**	**-**	**34,699,040**	**100.00**	**34,699,040**	**34,699,040**	**100.00**	**-**	**100.00**	**-**		**-**		**34,699,040**

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

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

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

a. As on the date of the Prospectus:

Sr. No.	Name of the Shareholder	Relationship with Promoter	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	-	29,008,000	83.60
2.	Seema Vijay Sanghavi	Spouse	937,560	2.70
3.	Rashmi Prakashmal Sanghvi*	Paternal uncle's wife	648,000	1.87
4.	Shashi Shantilal Sanghvi*	Paternal uncle's wife	648,000	1.87
5.	Sheetal Nilesh Sanghvi*	Paternal cousin brother's wife	648,000	1.87
6.	Sobhana Jayanti Sanghvi*	Paternal uncle's wife	648,000	1.87
	Total		**32,537,560**	**93.77**

** Falling outside the Promoter Group*

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

Sr. No.	Name of the Shareholder	Relationship with Promoter	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	-	29,008,000	83.60
2.	Seema Vijay Sanghavi	Spouse	937,560	2.70
3.	Rashmi Prakashmal Sanghvi*	Paternal uncle's wife	648,000	1.87
4.	Shashi Shantilal Sanghvi*	Paternal uncle's wife	648,000	1.87
5.	Sheetal Nilesh Sanghvi*	Paternal cousin brother's wife	648,000	1.87
6.	Sobhana Jayanti Sanghvi*	Paternal uncle's wife	648,000	1.87
	Total		**32,537,560**	**93.77**

** Falling outside the Promoter Group*

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
1.	Vijay Ramanlal Sanghavi	3,626,000	89.15
2.	Seema Vijay Sanghavi	117,195	2.88
	Total	**4,067,195**	**92.03**

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

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

Sr. No.	Name of the Shareholder	Number of Equity Shares	% of the then existing paid up capital
	Total	**4,067,195**	**99.99**

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

10. Our Company does not have any proposal or intention to alter the equity capital structure by way of split/ consolidation of the denomination of the Equity Shares, or the issue of securities on a preferential basis or issue of bonus or rights or further public issue of securities or qualified institutions placement within a period of six (6) months from the date of opening of the Offer. However, if business needs of our Company so require, our Company may alter the capital structure by way of split/ consolidation of the denomination of the Equity Shares/ issue of Equity Shares on a preferential basis or issue of bonus or rights or public or preferential issue of Equity Shares or any other securities during the period of six (6) months from the date of opening of the Offer or from the date the application moneys are refunded on account of failure of the Offer, after seeking and obtaining all the approvals which may be required

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

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

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

i. Build-up of Promoter's shareholdings.

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

Vijay Ramanlal Sanghavi

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Offer equity share capital	% of post Offer equity share capital
February 20, 2002	3,000	10	10	Cash	Subscription of MOA	0.01	0.01
December 20, 2002	127,000	10	10	Cash	Further Allotment	0.37	0.26
September 13, 2004	100,000	10	10	Cash	Further Allotment	0.29	0.21
March 28, 2005	200,000	10	10	Cash	Further Allotment	0.58	0.41
September 20, 2010	600,000	10	10	Cash	Transfer from Babulal Dalichand Sanghavi	1.73	1.24
September 20, 2010	1,540,000	10	10	Cash	Transfer from Pyariben Ramanlal Sanghavi	4.44	3.18
September 20, 2010	300,000	10	10	Cash	Transfer from Tarachand Dalichand Sanghavi	0.86	0.62
September 20, 2010	600,000	10	10	Cash	Transfer from Arvindkumar Dalichand Sanghavi	1.73	1.24
April 13, 2011	150,000	10	10	Cash	Transfer from Rekha Suresh Sanghavi	0.43	0.31
April 13, 2011	330,000	10	10	Cash	Transfer from Suresh Dalichand Sanghavi	0.95	0.68
March 29, 2022	(81,000)	10	144	Cash	Transfer to Rashmidevi Prakash Sanghvi	(0.23)	-0.17

Date of Allotment/ Transfer/ when made fully paid up*	Number of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Sale Price per Share (₹)**	Nature of Consideration (Cash/ Other than Cash)	Nature of Transaction	% of pre Offer equity share capital	% of post Offer equity share capital
March 29, 2022	(81,000)	10	144	Cash	Transfer to Sheetal Nilesh Sanghvi	(0.23)	-0.17
March 29, 2022	(81,000)	10	144	Cash	Transfer to Shashi Shantilal Sanghvi	(0.23)	-0.17
March 29, 2022	(81,000)	10	144	Cash	Transfer to Shobhna Jayanti Sanghvi	(0.23)	-0.17
January 12, 2023	25,382,000	10	-	Other than Cash	Bonus Issue	73.15	52.34
Total	**29,008,000**					**83.60**	**59.81**

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

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

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

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

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

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

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

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

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

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

Accordingly, Equity Shares aggregating to 20.10% of the post-Offer capital of our Company, held by our Promoter shall be locked-in for a period of eighteen (18) months from the date of Allotment in the Offer as follows:

Date on which the Equity Shares were Allotted/ made fully paid up/Acquired	**No. of Equity shares locked-in***	**Face Value Per Share (Rs.)**	**Issue/ Acquisition Price Per Share (Rs.)**	**Nature of transaction**	**% of post-Offer share capital**	**Period of Lock-in**
Vijay Ramanlal Sanghavi						
January 12, 2023	9,750,000	10.00	-	Other than Cash	20.10	18 months
Total	**9,750,000**				**20.10**	

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

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

i) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;

ii) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are ineligible for minimum promoter's contribution;

iii) that the minimum Promoter's Contribution does not consist of Equity Shares acquired during the one (1) year immediately preceding the date of this Prospectus at a price which may be lower than the price at which the Equity Shares are being Offered to the public in the Offer;

iv) that the Equity Shares held by our Promoter which are offered for minimum Promoter's Contribution are not subject to any pledge or any other form of encumbrance whatsoever; and all the Equity Shares of our Company held by the Promoter are dematerialized;

v) our Company has not been formed by conversion of one or more partnership firms or a limited liability partnership firm;

vi) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's Contribution subject to lock-in.

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

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

The shares which are in dematerialized form shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

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

50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

d) Other requirements in respect of lock-in

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

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

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

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

e) We further confirm that our Promoter's Contribution of 20% of the post-Offer Equity Share capital does not include any contribution from Alternative Investment Fund, Foreign Venture Capital Investors, Scheduled Commercial Banks, Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India.

13. As on the date of this Prospectus, our Company has fifty-two (52) equity shareholders and one (01) preference shareholder.

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

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

**As certified by M/s. Pankaj R. Shah & Associates by way of their certificate dated July 14, 2023.*

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

Name of Promoter Group Members	No. of Equity Shares held	Average cost of acquisition (in ₹)
Seema Vijay Sanghavi	937,560	0.31
Briyanshi Sanghavi	16	0.80

**As certified by M/s. Pankaj R. Shah & Associates by way of their certificate dated July 14, 2023*

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

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	**Percentage (%) holding**	**Number of Equity Shares**	**Percentage (%) holding**
Promoter				
Vijay Ramanlal Sanghavi	29,008,000	83.60	25,968,000	53.54
Total (A)	**29,008,000**	**83.60**	**25,968,000**	**53.54**
Promoter Group				
Seema Vijay Sanghavi	937,560	2.70	937,560	1.93
Briyanshi Vijay Sanghavi	16	0.00	16	0.00
Total (B)	**937,576**	**2.70**	**937,576**	**1.93**
Total (A+B)	**29,945,576**	**86.30**	**26,905,576**	**55.48**

16. Members of our Promoter Group or our Directors or their immediate relatives have not sold or purchased Equity Shares by any other person during the six (6) months immediately preceding the date of this Prospectus.

17. There are no financing arrangements whereby the members of our Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the Issuer during the period of 6 (six) months immediately preceding the date of filing the Prospectus.

18. Our Company, our Directors, our Promoter and the BRLM have not entered into any buy-back and/ or standby and/ or similar arrangements for the purchase of Equity Shares of our Company, offered through this Prospectus, from any person.

19. Since the entire Offer price per share was called up on application, all the successful applicants are allotted fully paid-up shares.

20. The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus. The BRLM and their respective affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may, in the future, engage in investment banking transactions with our Company, for which they may receive customary compensation.

21. We have not granted any options or issued any shares under any scheme of employee stock option or employees stock purchase in the preceding three (3) years and we do not intend to allot any Equity Shares to our Employees under ESOS/ ESOP scheme from proposed Offer.

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

23. An applicant cannot make an application more than the number of Equity Shares being issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

24. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Prospectus until the Equity Shares to be issued pursuant to the Offer have been listed or all application monies have been refunded, as the case may be.

25. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 49 of SEBI ICDR Regulations.

26. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.

27. An over-subscription to the extent of 1% of the Offer could have been retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which was the minimum application size in this Offer. Consequently, the actual allotment could go up by a maximum of 1% of the Offer, as a result of which, the post-Offer paid up capital after the Offer would also have increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 18 months lock- in would have been suitably increased; so as to ensure that 20% of the post Offer paid-up capital was locked in.

28. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

29. The unsubscribed portion in any reserved category, if any, may be added to any other reserved category.

30. There are no Equity Shares against which depositories receipts have been issued.

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

32. As per RBI regulations, OCBs are not allowed to participate in this Offer.

33. Our Company has not raised any bridge loans against the proceeds of the Offer.

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

35. Our Promoter and Promoter Group will not participate in this Offer.

36. This Offer is being made through Book Building method.

37. The BRLM, our Company, our Directors, our Promoter, our Promoter Group and/ or any person connected with the Offer shall not offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant, for making an Application.

38. There were no safety net arrangements for this Offer.

39. Our Company has ensured that transactions in Equity Shares by our Promoter and members of the Promoter Group, if any, between the date of filing of the Draft Red Herring Prospectus and the Offer Closing Date have been reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE OFFER

The Offer comprises the Offer for Sale and the Fresh Issue. The Fresh Issue comprises of upto 13,800,000 Equity Shares, aggregating to ₹ 1,352.40 million by our Company and the Offer for Sale comprises of upto 3,040,000* Equity Shares, aggregating to ₹ 297.92 million by the Promoter Selling Shareholder Vijay Ramanlal Sanghavi.

Offer for Sale

The proceeds of the Offer for Sale shall be received by the Promoter Selling Shareholder Vijay Ramanlal Sanghavi. Our Company has not received any proceeds from the Offer for Sale. The Promoter Selling Shareholder was entitled to the proceeds from the Offer for Sale, net of respective portion of the Offer related expenses. For further details, please see "*Objects of the Offer - Offer Expenses*" on page 123.

Fresh Issue

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

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

(Collectively, referred to herein as the "**Objects**")

The deployment of funds and the intended use of the Net Proceeds as described herein have not been appraised by any bank or financial institution. In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company's visibility and brand image and creation of a public market for our Equity Shares in India.

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

Net Proceeds

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

(₹ in Million)

Particulars	Amount
Gross proceeds from the Fresh Issue	1,352.40
Less: Estimated Offer related expenses in relation to the Fresh Issue [(1)]	202.18
Net Proceeds	**1,150.22**

[(1)] See – "Objects of the Offer - Offer Expenses" below

Utilization of Net Proceeds and Proposed Schedule of Implementation and Deployment

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

(₹ in Million)

Particulars	Total estimated cost	Amount already deployed	Amount proposed to be funded from the Net Proceeds[(1)]	Estimated deployment of Net Proceeds	
				FY 2024	FY 2025
Funding working capital requirements of our Company	850.00	-	850.00	550.00	300.00
General corporate purposes[(2)]	300.22	-	300.22	300.22	-
Total	**1,150.22**	**-**	**1,150.22**	**850.22**	**300.00**

[(1)] Subject to finalization of basis of allotment
[(2)] The amount does not exceed 25% of the gross Offer Proceeds

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

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

Means of finance

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

Details of the objects of the fresh issue

1. Funding working capital requirements of our Company

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

Basis of estimation of working capital requirement

The details of Company's working capital as at March 31, 2021, March 31, 2022, and March 31, 2023 and the source of funding, on the basis of restated financial statements of our Company, as certified by our Statutory Auditors, through their certificate dated July 14, 2023, are provided in the table below:

(₹ in Million)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Current Assets			
Inventories	2,058.26	1,712.82	1,355.26
Trade receivables	633.72	402.89	332.50
Cash and bank balances	303.74	196.95	187.69
Other current assets	273.98	287.53	286.14
Total Current Assets (A)	**3,269.70**	**2,600.20**	**2,161.59**
Current Liabilities			
Trade payables	374.33	412.69	357.71
Other financials liabilities	-	3.35	0.10
Other current liabilities	108.66	71.58	106.24
Total Current Liabilities (B)	**482.99**	**487.62**	**464.05**
Net working capital requirements (A-B)	**2,786.71**	**2,112.58**	**1,697.54**
Source of funds			
Borrowings from banks and financial institutions	1,959.85	1,601.20	1,283.90
Internal accruals / Networth	826.86	511.38	413.64
Total source of funds	**2,786.71**	**2,112.58**	**1,697.54**

On the basis of existing and estimated working capital requirement of our Company, and key assumptions for such working capital requirements, which are mentioned below, our Board pursuant to its resolution dated June 16, 2023, has approved the projected working capital requirements for financial years 2024 and 2025, and the proposed funding of such working capital requirements as set forth in the table below:

(₹ in Million)

Particulars	As at March 31, 2024	As at March 31, 2025
Current Assets		
Inventories	1,947.19	2,034.07

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

Assumptions for our estimated working capital requirements

Provided below are details of the holding levels (days) for financial years 2021, 2022 and 2023, as well as projections for financial years 2024 and 2025:

Particulars	As at March 31, 2021	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025
Trade Receivables	49.33	31.44	39.43	59.16	58.88
Inventories	149.90	157.75	175.41	127.85	117.39
Trade Payables	43.13	39.61	36.61	11.18	9.64

Note: Pursuant to the certificate dated July 14, 2023, issued by our Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants

Key justifications for holding levels

Key assumptions for working capital projections made by our Company:

Particulars	Assumptions
Inventories	Our inventory days for the year ended FY 2021, FY 2022 and FY 2023, were 149.90,157.75 and 175.41 respectively. We estimate our inventory days to be 127.85 and 117.39 for the year ended FY 2024 and FY 2025, respectively. We have estimated reduction in our inventory days going forward on account of reducing cost in inventory
Trade receivables	Our trade receivables days for the year ended FY 2021, FY 2022 and FY 2023 were 49.33, 31.44 and 39.43, respectively. We estimate our trade receivables days to be 59.16 and 58.88 for the year ended FY 2024 and FY 2025, respectively. We estimate our trade receivables days to be slightly higher as we

	intend to provide more credit period to our customer to achieve higher sales growth
Trade payables	Our trade payables days for the year ended FY 2021, FY 2022 and FY 2023 were 43.13, 39.61 and 36.61. We estimate our trade payables days to be 11.18 and 9.64 for the year ended FY 2024 and FY 2025, respectively. We have estimated our trade payables days to be lower as we want to avail best pricing and to maintain relationship with large suppliers

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

2. General corporate purposes

Our Company proposes to deploy the balance gross Offer Proceeds, aggregating to ₹ 300.22 million, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the gross Offer Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise net proceeds include, business development initiatives, research and development, meeting any expense including salaries and wages, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law

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

Interim use of net proceeds

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

Bridge financing facilities

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

Offer expenses

The total offer related expenses are estimated to be approximately ₹ 246.72 million. The offer related expenses consist of listing fees, fees payable to the BRLM, legal counsel, Registrar to the offer, Banker to the Offer, processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. The expenses directly attributable to the portion with regard to the offer for sale shall be borne by the Promoter Selling Shareholder in proportion to the number of Equity Shares sold by him in the offer and will be deducted from the offer proceeds, as appropriate, and only the balance amount will be paid to the Promoter Selling Shareholder, in accordance with Section 28(3) of the Companies Act, 2013. Further, the expenses directly attributable to the portion with regard to the Gross Proceeds shall be borne by us.

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

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

Activity	Estimated expenses (in ₹ million)*	As a % of the total estimated offer expenses	As a % of the total offer size
BRLM fees and underwriting commission	84.13	34.10%	5.10%
Fees payable to registrars to the issue	5.52	2.24%	0.33%
Fees payable to legal advisors and Advisor to the Company	5.00	2.03%	0.30%
Advertising and marketing expenses	97.47	39.51%	5.91%
Fees payable to the Regulators including stock exchange	20.52	8.32%	1.24%
Printing and distribution of issue stationary	1.00	0.41%	0.06%
Brokerage and selling commission and bidding charges for members of the Syndicate, registered brokers, RTAs and CDPs (1)(2)	8.52	3.44%	0.52%
Commission / processing fees to SCSBs and Banker to the Offer and fee payable to the Sponsor Banks for bids made by RIBs using UPI (3)(4)	10.37	4.20%	0.63%
Miscellaneous	14.19	5.75%	0.86%

** Offer expenses are subject to change*

1) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:*

*Portion for Retail Individual Bidders**	*0.35% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.20% of the Amount Allotted (plus applicable taxes)*

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

2) *No uploading/ processing fees shall be payable by us to the SCSBs on the applications directly procured by them. Processing/ uploading 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/RTAs/ 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)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

3) *Selling commission on the portion for UPI Bidders (using the UPI Mechanism and Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs 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**	*0.35% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.20% of the Amount Allotted (plus applicable taxes)*

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

4) *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.*

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

6) *The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.*

7) *Selling commission/ uploading charges payable to the Registered Brokers on the portion for UPI Bidders procured through UPI Mechanism and Non Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, 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)*

**For each valid application*

8) Uploading charges/ processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Payable to Members of the Syndicate (including their sub-Syndicate Members)/ RTAs / CDPs	*₹ 10 per valid Bid cum Application Form (plus applicable taxes)*
Payable to Sponsor Banks	*Kotak Bank – Rs.5 (plus applicable taxes) per application* *Indusind Bank – Rs.5 (plus applicable taxes) per application* *The Sponsor Banks shall be responsible for making payments to third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws*

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

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

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

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

Monitoring utilization of funds

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

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. Further, our Company, on a quarterly basis, shall include the deployment of Net Proceeds under various heads, as applicable, in the notes to our financial results. The statement shall be certified by the Statutory Auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our director's report, after placing the same before the Audit Committee. Further, if any investments in acquisitions or strategic partnership or any inorganic growth initiative are made, post the Offer, from the Net Proceeds, detailed disclosures of same shall be made in public domain at that time.

Bridge Financing

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

Variation in objects

In accordance with Sections 13(8) and 27 of the Companies Act, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act. The notice will be published in the newspapers, one in English and one in Gujarati (Gujarati being the regional language of Gujarat, where our Registered Office is located). Pursuant to Sections 13(8) and 27 of the Companies Act, 2013, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations

Appraising agency

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

Other confirmations

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

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the BRLM, and on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is 9.3 times the face value and the Cap Price is 9.8 times the face value. Investors should refer to "*Risk Factors*", "*Our Business*", "*Financial Statements*" and "*Management Discussion and Analysis of Financial Position and Results of Operations*" on pages 32, 189, 249 and 317, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

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

For further details, see *"Risk Factors"* and *"Our Business"* on pages 32 and 189, respectively.

Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see *"Financial Statements"* on page 249. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Offer price are as follows:

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

Year ended	Basic EPS *(in ₹)*	Diluted EPS *(in ₹)*	Weight
FY 2022-23	7.26	7.26	3
FY 2021-22	2.75	2.75	2
FY 2020-21	1.59	1.59	1
Weighted Average	**4.81**	**4.81**	

Notes:

a) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x weight) for each year divided by the total of weights.*
b) *Basic and diluted EPS are based on the Restated Financial Information.*
c) *The face value of each Equity Share is ₹10.*
d) *Earnings per Share (₹) = Profit after tax excluding exceptional items before other comprehensive income attributable to equity shareholders for the year/period divided by the weighted average*

number of equity shares outstanding during the respective year/period. Adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Prospectus.

e) Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.

f) The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.

g) Our Company have issued seven bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on January 12, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.

2. Price / Earning (P/E) Ratio in relation to Price band of ₹ 93.00 to ₹ 98.00 per Equity Share

Particulars	P/E at the lower end of the price band (no. of times) *	P/E at the higher end of the price band (no. of times) *
e) P/E ratio based on Basic EPS as at March 31, 2023	12.81	13.50
f) P/E ratio based on Diluted EPS as at March 31, 2023	12.81	13.50

** To be updated at Prospectus stage.*

Industry Price / Earning (P/E) Ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	Industry P/E
Highest	**59.93**
Lowest	**20.26**
Average	**34.42**

3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
FY 2022-23	29.12%	3
FY 2021-22	15.46%	2
FY 2020-21	10.15%	1
Weighted Average	**18.20%**	

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

Notes:

a) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

b) The figures disclosed above are based on the Restated Financial Statements of our Company.

4. Net Asset Value (NAV) per Equity Share

Financial Year	Net Asset Value per equity shares
As of March 31, 2023	30.74
After Completion of the Offer	
- At the Floor Price	48.49
- At the Cap Price	49.92
Offer Price	49.92

Notes:

a) *Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equity shares outstanding during the respective year/period. Net worth represents aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information. Adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Prospectus.*

b) *Our Company have issued seven bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on January 12, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.*

5. Comparison with listed industry peer:

There are no listed companies that are exclusive Stainless-Steel manufacturer of finished sheets, washers, solar roofing hooks, pipes and tubes. Thus, we have identified below listed peers who are in similar line of business and manufacturer of Stainless-Steel products in India, a set of listed peers of M.M. Forgings Limited, Menon Bearings Limited and Venus Pipes & Tubes Limited (the "Industry Peers") have been identified for our Company.

Name of the Company	For the year ended 2023						
	Face Value (₹)	Revenue from Operations (₹ in Mn) (1)	Basic EPS (₹)	Diluted EPS (₹)	P/e (based on diluted eps)	Return on net worth (%)	Nav per equity share (₹)
Ratnaveer Precision Engineering Limited	10	4,797.48	7.26	7.26	13.50	29.12%	30.74
Peer Group							
M.M. Forgings Limited	10	13,951.10	52.02	52.02	20.26	18.23%	285.31
Menon Bearings Limited	1	2,169.40	5.84	5.84	23.07	24.47%	23.79
Venus Pipes & Tubes Limited	10	5,523.96	22.60	22.60	59.93	9.83%	158.75

Source: All the financial information for listed industry peers mentioned above is on a consolidated/Consolidated basis as available sourced from the financial Reports of the peer company uploaded on the BSE website for the year ended March 31, 2023

Notes:

a) *P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on August 8, 2023 divided by the Diluted EPS.*
b) *RoNW is computed as net profit after tax divided by the closing net worth. Net worth has beencomputed as sum of share capital and reserves and surplus.*
c) *NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.*

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", *Management Discussion and Analysis of Financial Position and Results of Operations*" and "*FinancialInformation*" on pages 32, 189, 317 and 249, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you maylose all or part of your investments.

6. Key financial and operational performance indicators ("KPIs")

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

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

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

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 16, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s Pankaj R. Shah & Associates, Chartered Accountants, by their certificate dated July 14, 2023**.**

Financial KPI of our Company

Sr No.	Metric	As of and for the Fiscal		
		2023	2022	2021
1	Revenue From operations (₹ in Millions)	4,797.48	4,269.38	3,596.63
2	Total revenue (₹ in Millions)	4,811.45	4,284.72	3,640.51
3	Gross Profit (₹ in Millions)	569.21	414.96	321.20
4	Gross margin (%)	11.83%	9.68%	8.82%
5	EBITDA (₹ in Millions)	470.22	290.59	243.21
6	EBITDA Margin (%)	9.80%	6.81%	6.76%
7	Profit/(loss) after tax for the year/ period (₹ in Millions)	250.44	94.76	54.59
8	Net profit Ratio/ Margin (%)	5.22%	2.22%	1.52%
9	Return on Equity (ROE) (%)	29.12%	15.46%	10.15%
10	Debt To Equity Ratio	2.17	2.89	2.67
11	Debt Service Coverage Ratio	25.26	13.14	6.27

12	Interest Coverage Ratio	3.83	2.49	2.02
13	ROCE (%)	12.62%	9.67%	10.33%
14	Current Ratio	1.34	1.24	1.24
15	Net Capital Turnover Ratio or Working Capital Turnover Ratio	5.80	8.35	8.70
16	Return on Net Worth (%)	29.12%	15.46%	10.15%

Notes:

a) *As certified by M/s Pankaj R. Shah & Associates, Chartered Accountants pursuant to their certificate dated July 14, 2023. The Audit committee in its resolution dated June 16, 2023 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Prospectus other than as disclosed in this section.*

b) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*

c) *Gross Profit is calculated as Total Revenue less Cost of Materials consumed, Purchase of Traded goods, Changesin inventories of finished goods and work-in-progress and Direct Expenses related to production.*

d) *Gross margin refers to gross profit as a % of total revenues earned during a financial year.*

e) *EBITDA refers to earnings before interest, taxes, depreciation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.*

f) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

g) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.*

h) *Debt Service Coverage Ratio is Earning available for debt service holder calculated by reducing any gain from sale or disposal of fixed assets and then dividing the same by Debt service i.e all the current maturities of borrowings.*

i) *Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage.*

j) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*

k) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment.*

l) *RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus total debt and deferred tax liabilities.*

m) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*

n) *Net Capital Turnover Ratio or Working Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

o) *Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year. "Net Worth" is defined as the aggregate of share capital and other equity.*

See "Management Discussion and Analysis of Financial Position and Results of Operations" on page 317 for the reconciliation and the manner of calculation of our key financial performance indicators.

Further, set forth below are some of our key operational performance indicators as of and for the periods indicated which have been approved our Audit Committee pursuant to its resolution dated June 16, 2023.

Operational KPIs for the Company

Sr No.	Metric	As of and for the Fiscal		
		2023	2022	2021
1	Total production (MT)	19030.38	19747.20	19711.98
2	Power and fuel cost/ MT. (Rs)	2096.90	2180.99	1762.68
3	Labours per /MT	0.18	0.21	0.24
4	Backward integration of raw material process/ MT (Rs)	0.03	0.03	0.03

Note:

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

For further information in relation to historical use of such KPIs by our Company to monitor the operational and/or financial performance of our Company, "*Our Business—Key Performance Indicators*" on page 131.

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

Sr No.	Metric	Ratnaveer Precision Engineering Limited			M.M. Forgings Limited	Menon Bearings Limited	Venus Pipes & Tubes Limited
		As of and for the Fiscal			As of and for the Fiscal	As of and for the Fiscal	As of and for the Fiscal
		2023	2022	2021	2023	2023	2023
1	Revenue from Operations (₹ in millions)	4797.48	4269.38	3596.63	13951.10	2169.40	5523.96
2	Total Revenue (₹ in millions)	4811.45	4284.72	3640.51	14254.00	2198.64	5547.91
3	Gross Profit (₹ in millions)	569.21	414.96	321.20	NA	NA	NA
4	Gross Margin (%)	11.83%	9.68%	8.82%	NA	NA	NA
5	EBITDA (₹ in millions)	470.22	290.59	243.21	2716.60	533.36	714.99
6	EBITDA margin (%)	9.80%	6.81%	6.76%	19.47%	24.59%	12.94%

7	Profit/(Loss) after tax for the year/ period (₹ in millions)	250.44	94.76	54.59	1255.59	326.20	316.68
8	Net Profit ratio/ margin (%)	5.22%	2.22%	1.52%	9.00%	15.04%	5.73%
9	Return On Equity (roe) (%)	29.12%	15.46%	10.15%	39.44%	40.01%	22.19%
10	Debt To Equity ratio	2.17	2.89	2.67	0.94	0.11	0.28
11	Debt Service coverage ratio	25.26	13.14	6.27	NA	NA	NA
12	Interest Coverage ratio	3.83	2.49	2.02	9.30	18.32	7.26
13	ROCE (%)	12.62%	9.67%	10.33%	15.23%	30.70%	16.85%
14	Current Ratio	1.34	1.24	1.24	1.20	2.81	2.04
15	Net Capital turnover ratio	5.80	8.35	8.70	11.35	3.91	3.34
16	Total Production (mt)	19030.38	19747.20	19711.98	NA	NA	NA
17	Power and Fuel cost/ mt. (rs)	2096.90	2180.99	1762.68	NA	NA	NA
18	Labours per /mt	0.18	0.21	0.24	NA	NA	NA
19	Backward Integration of raw material process/ mt (₹)	0.03	0.03	0.03	NA	NA	NA

Notes:

a) *Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.*
b) *Gross Profit is calculated as Total Revenue less Cost of Materials consumed, Purchase of Traded goods, Changesin inventories of finished goods and work-in-progress and Direct Expenses related to production.*
c) *Gross margin refers to gross profit as a % of total revenues earned during a financial year.*
d) *EBITDA refers to earnings before interest, taxes, depreciation, amortisation, gain or loss from discontinued operations and exceptional items. EBITDA excludes other income but includes reversal of provision of doubtful debts.*
e) *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
f) *Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our total revenue.*
g) *Debt Service Coverage Ratio is Earning available for debt service holder calculated by reducing any gain from sale or disposal of fixed assets and then dividing the same by Debt service i.e all the current maturities of borrowings.*
h) *Return on equity (RoE) is equal to profit for the year divided by the total equity during that period and is expressed as a percentage.*
i) *Debt to equity ratio is calculated by dividing the debt (i.e., borrowings (current and non-current) and current maturities of long-term borrowings) by total equity (which includes issued capital and all other equity reserves).*
j) *Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment.*
k) *RoCE (Return on Capital Employed) (%) is calculated as profit before tax plus finance costs divided by total equity plus non-current liabilities.*

l) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.

m) Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).

n) Total production in metric tons (MT) refers to the total amount of a particular product that has been produced over a specific period of time, measured in metric tons (1 metric ton = 1,000 kilograms).

o) Power and Fuel Cost per metric ton is calculated by dividing the total cost of energy (power and fuel) by total production of goods (in metric ton) for the period.

p) Labours per metric ton is calculated by dividing the total production in metric ton for the period by total number of labours used in the production.

q) Backward integration of raw materials per metric ton (MT) refers to a business strategy in which a company takes control of the production of raw materials used in the production of its products. This metric is calculated by dividing Backward integration cost by total units of goods produced.

7. Weighted average cost of acquisition ("WACA"), floor price and cap price

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

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

Date of allotment	No. of equity shares allotted*	Face value per equity share (₹)	Issue price per equity share (₹) *	Nature of allotment	Nature of consideration	Total Consideration (in ₹ million)
December 27, 2022	1,456,000	10	66.88	Private Placement	Cash	97.37
January 04, 2023	7,05,440	10	71.88	Private Placement	Cash	50.70
Weighted average cost of acquisition (primary issuances) (₹ per Equity Share)						68.51

Note:

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

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

Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares involving Selling Shareholder during the 18 months preceding the date of filing of the Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer

capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

Date of transfer	Name of transferor	Name of transferee	No. of securities	Nature of securities	Face value of securities (₹)	Price per security (1) (₹)	Nature of transaction	Nature of consideration	Total consideration (in ₹ million)
March 29, 2022	Rashmidevi Prakash Sanghvi	Vijay Ramanlal Sanghavi	6,48,000	Equity Shares	10	18.00	Transfer	Cash	11.66
March 29, 2022	Sheetal Nilesh Sanghvi	Vijay Ramanlal Sanghavi	6,48,000	Equity Shares	10	18.00	Transfer	Cash	11.66
March 29, 2022	Shashi Shantilal Sanghvi	Vijay Ramanlal Sanghavi	6,48,000	Equity Shares	10	18.00	Transfer	Cash	11.66
March 29, 2022	Shobhna Jayanti Sanghvi	Vijay Ramanlal Sanghavi	6,48,000	Equity Shares	10	18.00	Transfer	Cash	11.66
Weighted average cost of acquisition (WACA) #								18.00	

Note:

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

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

Past Transactions	Weighted average cost of acquisition (₹)	Floor Price ₹93.00 *	Cap Price ₹98.00 *
Weighted average cost of acquisition (WACA) of Primary issuances	68.51	1.36 times	1.43 times
Weighted average cost of acquisition (WACA) of Secondary transactions	18.00	5.17 times	5.44 times

8. Justification for Basis for Offer Price.

Explanation for Offer Price being 1.43 times and 5.44 times price of weighted average cost of acquisition of primary issuance price and secondary transaction price of Equity Shares respectively (set out in 7(c) above) along with our Company's key performance indicators and financial ratios for the Fiscals 2023, 2022 and 2021.

a) We are one of the few companies whEo has a backward integration model (Source: D&B Report). This backward integration model is one of our major strengths and has helped us in maximising the returns on our investments. While our two units (Unit I and II) are dedicated for manufacturing the products which are offered to our customers, the other two units (Unit III and IV) are dedicated towards processing the byproducts generated in manufacturing our products and converting it back into the raw material for our products.

b. For the Financial Years 2021, 2022 and 2023, our total revenue from operations was ₹ 3596.63 million, ₹ 4269.38 million and ₹ 4797.48 million, respectively, representing a CAGR of 10.08% from the Financial Years 2021 to 2023.
c. We have been able to grow our EBITDA and Profit after tax at CAGR of 24.58% and 66.16% from the Financial Year 2021 to 2023. For the Financial Years 2021, 2022 and 2023, our EBITDA was ₹ 243.21 million, ₹ 290.59 million and ₹ 470.22 million, respectively, and Our Profit After tax was ₹ 54.59 million, ₹ 94.76 million and ₹ 250.44 million, respectively.

9. The Offer Price is 9.8 times of the Face Value of the Equity Shares.

The Offer Price of ₹ 98.00 has been determined by our Company and the Promoter Selling Shareholder in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 32, 189, 317 and 249, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

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

Dear Sir(s):

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

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

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. We are neither suggesting nor advising the investor to invest money based on this statement.

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

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

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

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

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

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

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

CA Nilesh Shah
Partner
Membership No: 107414
Place: Ahmedabad
Date: 14-07-2023
UDIN:

Annexure-A

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

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

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

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

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

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

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

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

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

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

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

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

C. STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE INDIRECT TAX LAWS IN INDIA

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

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

Remission of Duties and Taxes on Exported Products (RoDTEP)

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

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

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

Export Promotion Capital Goods (EPCG)

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

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

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

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

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

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

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

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

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

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

Notes:

1. *We have not considered the general tax benefits available to the Company, or shareholders of the Company.*

2. *The above is as per the Tax Laws as on date.*

3. *The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of Equity Shares.*

4. *This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.*

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from the report titled "Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes" dated August 2023 ("D&B Report") prepared and issued by Dun & Bradstreet, commissioned and paid by us for such purpose exclusively in connection with the Offer. Unless specified otherwise, all information in this section has been derived from Dun & Bradstreet. Neither the Issuer nor our Promoter or Directors are related to Dun & Bradstreet in any manner. Dun & Bradstreet has prepared the D&B Report in an independent and objective manner and it has taken reasonable care to ensure its accuracy and completeness. A copy of the D&B Report is available on the website of our Company at www.ratnaveer.com. The data may have been re-classified by us for the purposes of presentation. Industry publications are also prepared on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in D&B Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Restated Financial Statements" and related notes beginning on page 32 and 249 respectively of this Prospectus.

Global Economic Overview

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

Real GDP growth	2021	2022	2023P	2024P
World	**6.0%**	**3.4%**	**2.9%**	**3.0%**
India	8.7%	6.8%	5.9%	6.3%
China	8.1%	3.0%	5.2%	4.5%
Japan	1.7%	1.1%	1.4%	1.0%
USA	5.7%	2.1%	1.6%	1.1%
UK	7.4%	4.0%	-0.3%	1.0%
EU	5.2%	3.5%	0.8%	1.4%

Source: International Monetary Fund, April 2023 Outlook

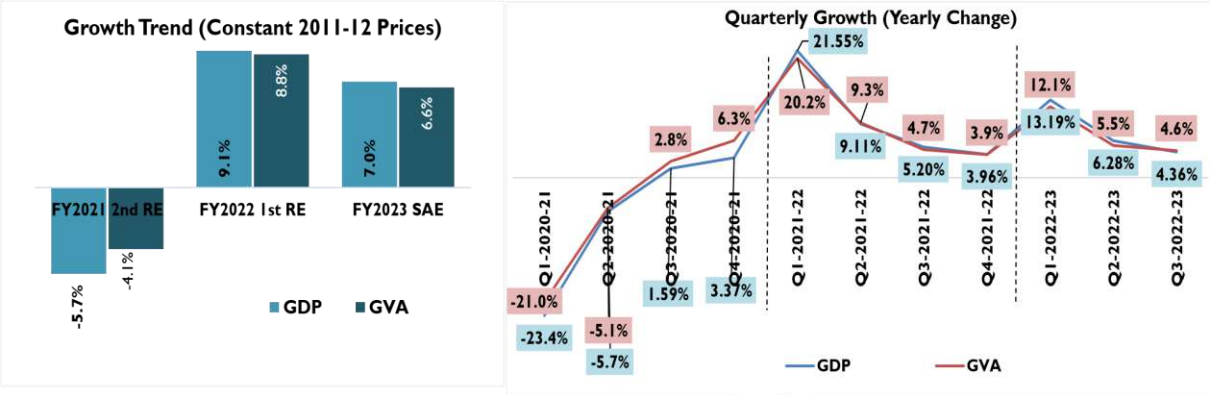
Uncertainty related to food and energy supply emerged as major risk to stable governance, debt sustainability and business continuity across developed and emerging markets. The three economic heavyweights - the US, China, and the EU - continue to grapple with a host of challenges. Consequently, even fundamentally strong, export-oriented developing markets faced weak growth in 2022.

As the global economy continues to slowdown, central bankers are ramping down the pace of interest rate hikes, the policy playbook deployed in the two previous global recessions might not work this time. What complicates the job of central bankers are unusually tight labor markets, which translate into high demand pressures, and the fact that evidence of inflation reduction globally is still quite weak. However, the consensus points toward the fact that a full blow recession may not be upon us, but a global slowdown has been set in motion and businesses should remain vigilant and resilient.

The first months of 2023 was quite eventful - Croatia joined the Eurozone as its 20th member, Brazil witnessed a mini-insurrection, India overtook China as the world's most populous nation, and the US hit its debt ceiling. Some of the other notable global events that happened during the same period include – Bank of Japan getting a new governor (Mr. Kazuo Ueda, the Bank's first governor from academic background), China's president Xi Jinping was awarded a third five year term. In addition, the Russia – Ukraine conflict which crossed its one-year mark in February 2023 shows no sign of abating. Some of these events may have profound implications over the coming decades, while the others may pose the biggest risk to the global economy in 2023.

Given where inflation levels are currently hovering (and the fact that core pricing pressures have not yet abated), more will have to be done to weather the storm. This is reflected in central bank commentaries. Major central banks like US Fed raised its interest rate in Q1 2023, and its benchmark rate currently stands in the range of 5 – 5.25%, the highest in nearly 16 years. However, the Fed has indicated that there would be a pause in its monetary tightening cycle later this year.

India's Macro Economic Overview



Source: Ministry of Statistics & Programme Implementation (MOSPI)

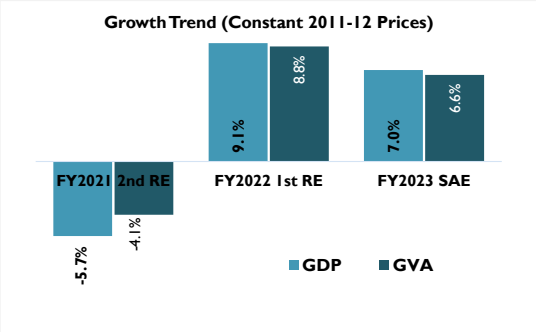
India's economy is showing signs of resilience with GDP estimated to grow by approximately 7% in FY 2023[1]. Although this translates into a moderation in demand (compared to FY 2022), the estimated GDP growth in FY 2023 represents a return to pre pandemic era growth path. Despite this moderation in growth, India continues to remain one of the fastest growing economies in the world.

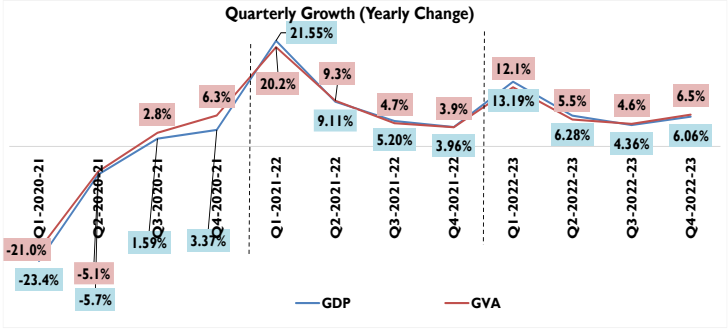
There are quite a few factors that is aiding India's economic recovery – notably its resilience to external shocks (ongoing Russia – Ukraine conflict) and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries has stepped up their production volumes. As this momentum sustains, the increasing capacity utilization would lead to fresh round of capacity expansion

[1] As per RBI First Advance Estimates. However, IMF have revised its India GDP growth for FY 2023 downward to 6.8%

plan. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helping to revive private consumption.
On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from corporate sector to fund the next round of expansion plans. Banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to micro, small and medium enterprise (MSME) sector which increased by nearly 31% in January – November 2022 period, compared to corresponding period previous year3. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

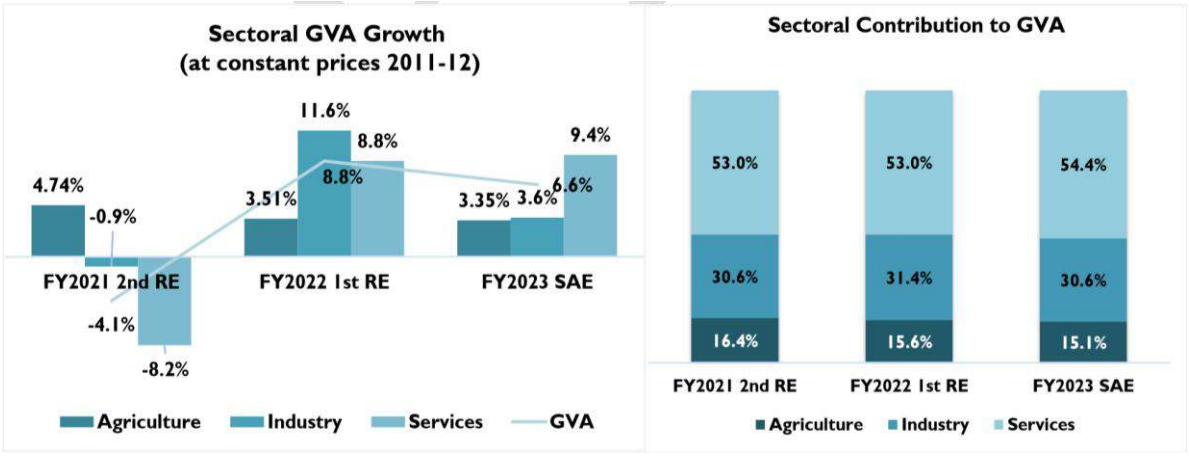
The slowdown in growth rate in FY 2023, compared to the previous fiscal on the back of slowing domestic as well as external demand owing to series of interest rate hikes globally to tackle high inflation. The year-on-year moderation in growth rate is also partly due to a fading impact of pandemic-induced base effects which had contributed towards higher growth in FY 2022. On quarterly basis, the country growth moderated in Q2 and Q3 of FY 2023 which highlights impact of slowing economy on the back of monetary tightening. During Q3 FY 2023, the country's GDP grew by 4.36% against 6.28% y-o-y increase in the corresponding quarter last fiscal. However the fourth quarter of FY 2023 saw a rebound in growth rate, indicating an optimistic scenario.





Source: Ministry of Statistics & Programme Implementation (MOSPI)
RE stands for Revised Estimates, SAE stands for Second Advance Estimates

Sectoral analysis of GVA reveals growth tapered sharply in industrial sector which is estimated to have grown by just 3.6% in FY 2023 against 11.6% in FY 2022. In the industrial sector, growth across major economic activity such as mining, manufacturing, construction sector slowed registering a growth of 3.4%, 0.6% and 9.1% in FY 2023 against a growth rate of 7.1%, 11.05% and 14.8% recorded in FY 2022, respectively. Utilities sector too observed a marginal moderation in y-o-y growth to 9.2% against a decline of 3.6% in the previous years.



Source: MOSPI, RE stands for Revised Estimates, SAE stands for Second Advance Estimates

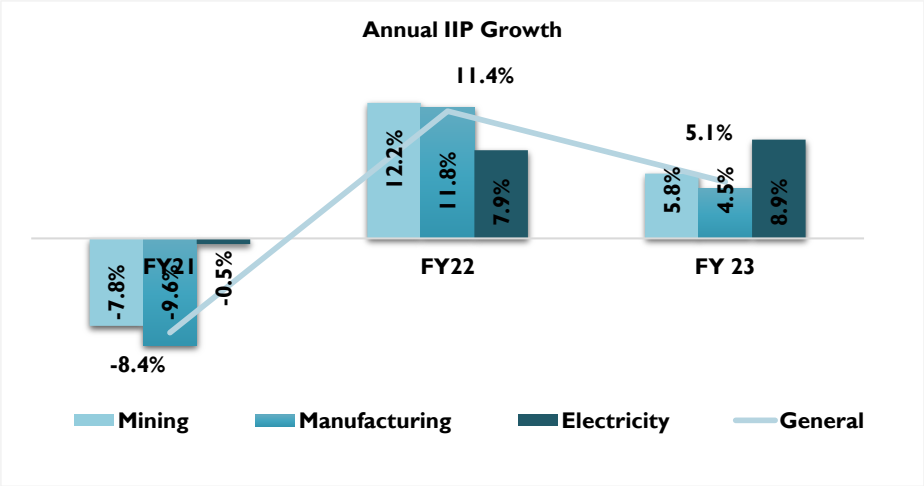
Talking about the services sectors performance, with major relaxation in covid restriction, progress on covid vaccination and living with virus attitude, business in service sector gradually returned to normalcy in FY 2022. Economic recovery was supported by the service sector as individual mobility returned to pre-pandemic level.

The trade, hotel, transport, communication, and broadcasting segment continued to strengthen and grow by 14.2% in FY 2023 against 13.8% in the previous year and financial services, real estate and professional services sector recorded 6.9% y-o-y growth against 4.7%. However, overall service sector growth was curbed by moderation in public administration and defense services sector which recorded 7.1% yearly increase against 9.7% increase in the previous year.

Index of Industrial Production

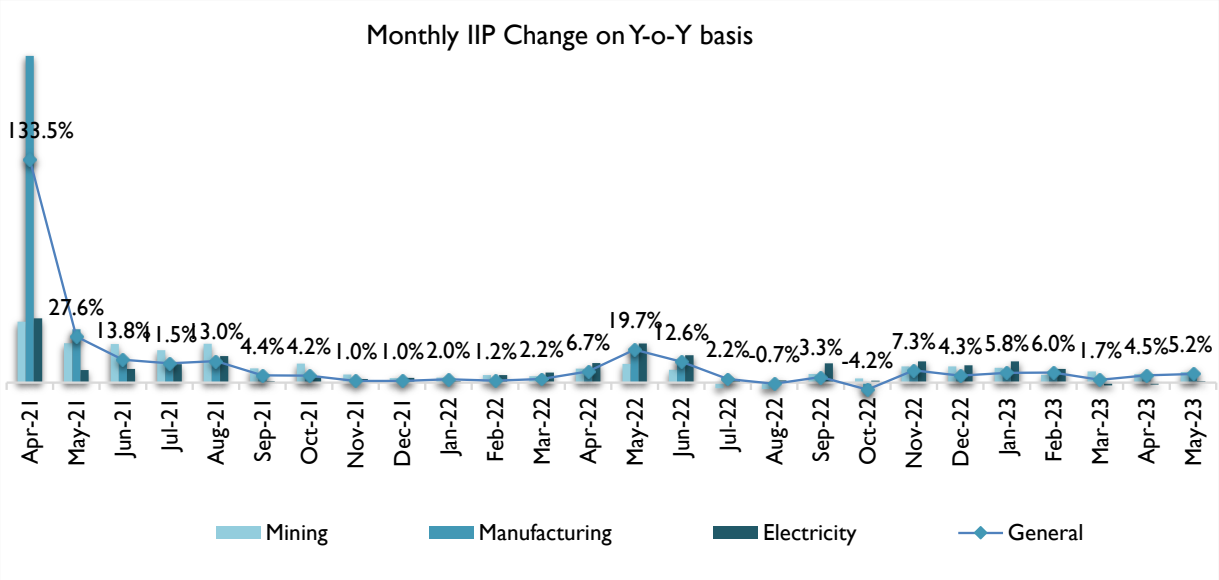
After experiencing three years of deteriorating industry growth, the country's Index of Industrial Production (IIP) index registered 11.4% y-o-y growth in FY 2022 where growth was evenly spread across all sub-segments. Manufacturing index, with 77.6% weightage in overall index, registered 11.7% y-o-y growth in FY 2022 while mining sector index registered the highest growth. On use-based classification basis, infrastructure/construction goods, capital good, intermediate good and consumer durable outperformed over the other sector and registered healthy double-digit growth.

After the pre-pandemic pent up demand that triggered a strong revival in industrial activity in FY 2022, annual IIP growth rate moderated in FY 2023 to 5.1%. However, this rate was still above the pre-pandemic rate – indicating the robust revival in industrial activity.



Source: MoSPI

Monthly IIP Performance



Source: MoSPI

Although the monthly IIP growth rate has come down from the high level that was recorded during the later CY 2022, the growth pattern during the current year is pointing towards a stabilization of growth. For the year FY 2023, IIP growth has settled to a stable growth rate, and this trend is continuing in the initial years of FY 2024 (April and May 2023).

Investment & Consumption Scenario

Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, grew by 8.9% in Q4 FY 2023, in line with the growth rate that was registered during the last two quarters (Q2 and Q3 FY 2023).

Despite the festive season demand and largely a covid-free economy, Private Final Consumption Expenditure (PFCE) a realistic proxy to gauge household spending, observed a continued moderation in Q3 FY 2023 where yearly growth softened to 2.1% which was nearly 7% lower compared to Q2 FY 2023. However, for the last quarter (Q4 FY 2023), PFCE increase by 6.7%

Price/Inflation Scenario

Wholesale Price Index (WPI) is moderating on the back of softening of prices. Compared to June 22, WPI in June 2023 dropped by 4.1%. This is primary on the back of softening of fuel & power prices. Monthly y-o-y change (June 2023 v/s June 2022) for manufactured products was -2.7%, and this too contributed to the moderation in WPI. Softening prices of mineral oils, chemicals & chemical products, textiles, crude petroleum & natural gas, textiles, and food products. contributed towards moderation in WPI inflation.

Retail inflation rate (as measured by Consumer Price Index) again jumped above 6% tolerance limit of the central bank in January 2023 after observing mild moderation in the previous two month. The overall CPI grew by 6.5% in January 2023 due to spike in food inflation and CPI food index grew by 5.9% during FY 2023 against 4.2% y-o-y growth in the previous year. Within food index, Cereals and product-led food inflation reached 16.1 per cent in January 2023 from 13.8 per cent in December 2022. As a part of anti-inflationary measure, the RBI has hiked the repo rate by 225 bps since May 2022 to current 6.5% (May 2023), with latest fourth round hike announced on 8 Feb 2023. The Reserve Bank of India has estimated an average inflation rate of 6.5% for FY 2023. Since then, retail inflation appears to be softening, as it grew by 6.4% and 4.3% respectively in February and March of 2023.

Growth Outlook

Amidst the difficult and uncertain external economic environment, the Indian government has delivered a balanced Union Budget which focuses on achieving an inclusive and sustainable growth while adhering to the fiscal glide path. Notwithstanding the external risk, there is a sustained momentum in economic activity supported by domestic drivers. The consumer confidence survey by the Reserve bank of India points towards rising confidence of households both for the current situation as well as the future expectations (for a one-year period).

Rural demand is likely to be boosted by good prospects for agricultural output and discretionary spending is expected to support urban consumption supporting. Resilient domestic financial markets, sturdy growth in credit and the government's thrust on capital expenditure is expected to drive momentum in investment activity. Capacity utilization in the manufacturing sector has surpassed its long period average. Thus, the stance taken by the government to not only emphasize on the top-down approach to growth i.e focusing on substantial capital outlay, but also to place focus on the bottom of the pyramid by trying to unleash the potential of the primary sector in the Union Budget should support India's growth momentum in FY 2024.

Stainless Steel Industry

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

High recyclability, resistance to corrosion and low maintenance properties has made stainless steel a preferred metal for application in diverse sectors railway, metro project, process industries, bridges, nuclear,

airport, transportation, and kitchenware. Based on the content of alloying elements stainless steel is segregated into three: 200 series, 300 series and 400 series.

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

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

Global Production and Consumption Pattern

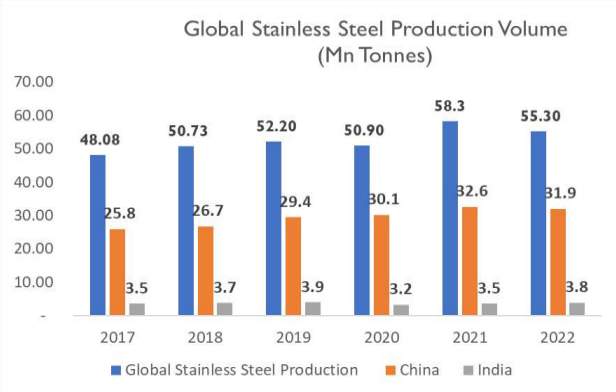
Global stainless-steel melt shop production decreased by 5.2% to 55.2 Mn Tonnes in 2022 compared to ~58.3 Mn Tonnes in 2021[2]. In 2022, China with nearly 58% share in global SS production observed moderate 2% decline in 2022 against 8.2% y-o-y increase in the previous year. Talking about India's position in the global stainless-steel market, India with average 7% share in global SS steel output (during 2016-20), remained the second largest stainless-steel producer behind China till 2020. During the first quarter of 2023, approximately 13.7 million tons of SS was produced globally, which was nearly 5% lower than first quarter of H1 2022[3].

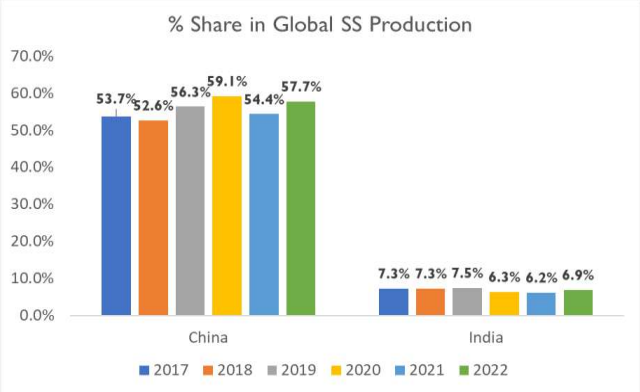
However, in the first quarter of 2023, in global SS production composition Indonesia has maintained its position as the second largest producer of stainless steel globally but its lead over India has narrowed. SS production in India increased by 6.6% in 2023, while Indonesia's increased by 2.2%. This is likely due to the fact that India has been investing heavily in its stainless-steel industry in recent years, while Indonesia's growth has been more reliant on the availability of raw materials.

Globally, cold-rolled flat products is the largest produced stainless-steel product in the world, followed by hot rolled coils, and steel wire rods & bars. According to International Stainless-Steel Forum, cold rolled flat products accounts for approximately 47% of total stainless-steel trade in the world. Hot coils, Semis-

[2] International Stainless-Steel Forum
[3] Internal Stainless Steel Form, Latest Data Release

flat, Semis Long, Hot Bar/Wire rod, Cold Bar/Wire, Hot Plate & Sheet are another SS intermediary product





traded globally.

Sources: International Stainless-Steel Forum

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

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

Global consumption of stainless steel reached approximately 55.3 million tons per annum in 2022, an decrease of nearly 5.2% over previous year. This comes after a 2.2% decline in consumption from 2021, on account of Covid-19 related disruption, the Ukraine and rising energy pricing..[4]

Indian Stainless-Steel Industry

Since 2000, steel production in the country has seen a phenomenal increase as the sector witnessed high investments in capacity addition as well as technology up-gradation. In 2018, India surpassed Japan to become the second largest steel producer in the world, after China. According to World Steel Association (WSA), India produced 125.3 Mn tons of crude steel in CY 2022 and accounted for 7% share in global crude steel production. According to WSA's June 2023 update, India produced approximately 67.9 Mn tons of steel during January – June 2023 period, which nearly 7.4% higher than same period previous year. Unless there are no major disruptions, Indian steel industry would end the year with approximately 136 Mn tons of crude steel.

In 2022, India's crude steel production registered a y-o-y growth of 6% against 18% increase in the previous year while it grew at a CAGR of 4% between 2018-22. Presence of such a vast primary steel manufacturing infrastructure coupled with the low-cost worker has also helped in the growth of secondary and finished

[4] International Stainless Steel Forum

steel products. On consumption side, India is also the second largest consumer of finished steel. The emergence of a middle-class consumer segment has altered the consumption landscape in India..

Production and Consumption Scenario

The Indian stainless-steel sector, the second largest producer (in 2022) and consumer in the world, has a total manufacturing installed capacity of more than 6.5 Mn tons of stainless steel annually. The past 4 year data reveals that the country's stainless steel production in FY19 touched a level of 5.10 million tonnes. However, in the following two years, production volumes dropped to 3 million tonnes and 2.71 million tonnes respectively in FY20 and FY21, mainly hit by the Covid-19 waves. In FY22, production again picked up and was recorded at 3.5 million tonnes, recording 29% y-o-y growth compared to FY21.

Since 2011, stainless-steel production has increased at a CAGR of 7.8% per annum from ~2.16 Mn Tonnes in 2011 to 3.92 Mn Tonnes in 2019. Barring 2020 for pandemic led decline, India's stainless-steel (SS) production has increased steadily between 2014-21. In 2020, India stainless steel production observed -19.4% over 2019 owing to Covid-19 pandemic induced depressed market condition. However, the industry rebounded well in CY 2021 as India's annual domestic stainless-steel production reached approximately 4.25 Mn tons, increasing by nearly 26% over previous year production[5].

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

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

SS Sheets:

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

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

- Type 300 series contains austenitic chromium-nickel alloys and finds applications in construction, transport, food industry, surgical applications, marine, and high-temperature applications.
- Type 400 series contains ferritic & martensitic chromium alloys and is widely used for making steel cutleries.
- SS Finishes / SS finishing sheets

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

- Finishing is a design element which becomes significant when the external appearance is of importance. SS finishing steel is used for decorative as well as non-decorative applications, with the type of finish imparted depending upon the end use applications. Today SS sheet is available in a variety of standard as well as specialized designs, depending upon end user customer specifications. All the various finishes are categorized into three broad segments – mill finishes, mechanically polished finishes, and special finishes.
- Apart from appearance, polished SS sheet is also important where a stain free and sterile surface is required. Usage in kitchens and sanitary application is one such example, where a sterile surface as well as low changes of bacterial contamination is important.

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

Domestic Consumption Pattern

Annual consumption of SS sheets in India is approximately 787,700 tons in 2022. This includes SS sheets used for functional purposes as well as aesthetic purposes (decorative sheets). Consumption has been increasing by a CAGR of 13% during the last five to six years. Architecture, building & construction (ABC) segment and automotive, railways & transportation (ART) are the two major sectors that are driving the demand for SS sheets.

Key Demand Drivers

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

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

Demand Architecture, Building & Construction (ABC) Segment

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

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

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

Increasing focus on aesthetics & design elements:

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

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

Office building construction scenario in India

Since 2015, India has been adding nearly 35.5 mn sq.ft of new office space every year (except 2019 when the annual addition was in the range of 61.2 mn sq.ft[7]. With IT-ITES sector accounting for nearly 80% of office space absorption every year, new addition is driven by expected demand from this sector. The dominance of IT-ITES in office building segment is a positive for SS sheet used for decorative purposes, as the focus on aesthetic element in building design is highest among this particular customer segment. Thus the 35.5 mn sq. ft of office space construction every year is providing a huge market for SS decorative steel, for usage in exterior cladding and design[8]. During the first half of 2023 (H1 2023), approximately 18 mn sq.ft of office space was added, which represents a decline of 25% over H1 2022.

[7] 2019 has been treated as an exception year, and avoided from Average calculation

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

Growth in Organized Retail Space

Currently, retail accounts for a small portion of the Indian real estate market. While the traditional and unorganized retail segment is still the dominant one in the country, organized retail is gaining ground at brisk pace. Malls & hypermarkets, which represent the organized retail space in India, is primarily concentrated in metros and tier I cities. Although few national brands in organized retail have started venturing into smaller towns, this yet to translate into demand for large retail space like malls. This concentration in large urban markets meant, the consumption of SS sheet for decorative purposes has largely concentrated in large cities.

As per a report by CBRE[9], the total organized retail sector stock in India is nearly 77 mn sq. ft, as on H1 2022[10]. Annual mall space addition reached a high of 8.5 mn sq. ft in 2019, a record high, increasing by nearly 73% over previous year. The year 2020 is an anomaly, as the spread of covid-19 and resultant lockdown impacted new construction. As a result, mall space addition in 2020 fell by nearly 75% in 2020. However, the scenario has improved in 2021 – despite the second wave of the pandemic – with nearly 4.5 mn sq.ft of new mall space addition.

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

Growth in Hospitality Space

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

Green buildings and its impact

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

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

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

[9] CBRE India Retail H1 2022
[10] Cumulative space across six major cities: Delhi, Mumbai, Bengaluru, Hyderabad, Pune, and Chennai

wide network of projects and large green building footprint points to an aggressive growth in green buildings in India.

The recyclability and lower carbon footprint (due to high life cycle) makes SS sheet an excellent material of choice for green building construction. Given the traction that green building has generated in India, and the future demand – the potential market for SS sheet (for exterior cladding & decorative elements) is huge. Exploitation of this market potential would depend on spread of awareness level of the environmentally friendly attribute of the material.

Demand from Elevators & Escalators

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

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

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

Demand from commercial kitchens

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

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

Apart from restaurants (and the newly emergent cloud kitchens), commercial kitchen equipment also finds application in QSR chains, bakeries, cafes, institutions, catering service providers, and industrial kitchens.

All these segments together create demand for commercial kitchen ware, which in turn lead to higher consumption of SS sheet by manufacturers of commercial kitchenware.

Demand from Automotive, Railways & Transport (ART) Segment

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

In 2023, India had 15 operational metro rail lines. From 2014 to 2022, the metro route length in India has increased fourfold. In 2014, the total metro route length stood at 248 kilometers, and by 2022, it had expanded to an impressive 845 kilometers. The growth rate has been also impressive in the last decade. Between 2004 and 2014, the average construction speed was approximately 0.5 kilometers per month. However, the following decade, from 2014 to 2023, witnessed an exponential increase in construction speed, reaching an average of 6.0 kilometers per month.
With metro rail expected to become the pillar of urban transport infrastructure across all major cities, the demand for metro coaches is only going to increase. This planned expansion in metro network is thus a big position for SS sheet manufacturers.

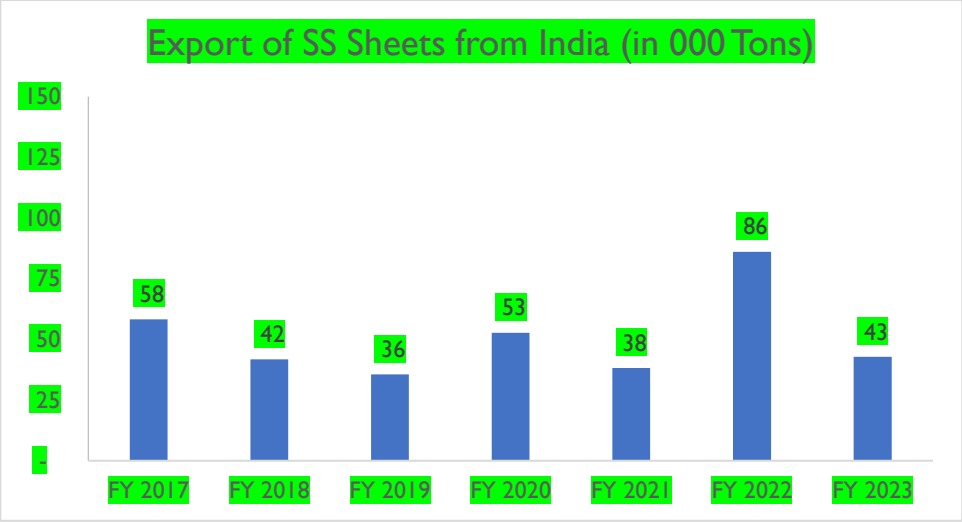
International Trade

Export Demand

Europe and the US form the largest export market for Indian SS sheet manufacturing industry, accounting for more than 85 - 90% of the total export volume. US alone accounts for nearly 30% of total import volumes, while in Europe the key export markets are Italy, Poland, Spain, Belgium, and Russia. Apart from stable demand from building construction and other allied structures, the presence of trade barriers against imports from China and other Asian destinations have worked to Indian SS sheet manufacturing industry.

Although India has built up its capacity in SS sheet manufacturing, it is not match to the excess capacity in markets like China, South Korea, and Japan. Further, Indian players are unable to match the price points at which SS sheet manufacturers operating out of China, South Korea and Japan sells. However, the strong sentiment prevailing against the above-mentioned markets, because of their dumping practices, most of the European countries and the US have imposed strong trade barriers. This includes high duty rates, as well as anti-dumping measures to discourage the dumping practice.

Given the lower manufacturing capacity in US and European market (because of the large-scale migration of manufacturing from West to developing markets), the anti-dumping and adverse trade measures have created a void. This gap has presented an opportunity for countries like India, who are now able to compete better in European and the US market. The domination of US and Europe in India’s SS sheet export markets is a direct result of these developments.



Source: Directorate General of Foreign Trade, Ministry of Commerce

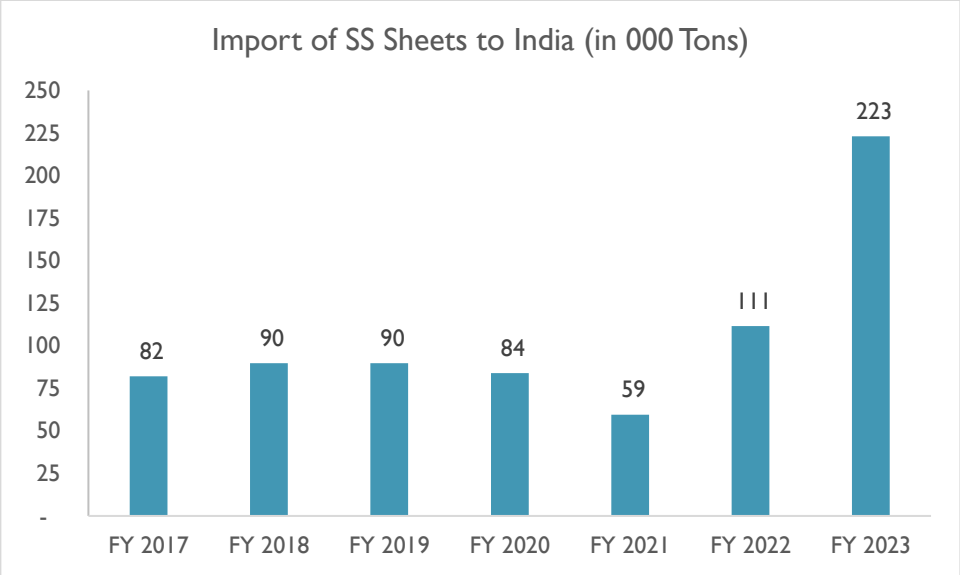
However, the concentration of exports on a handful of markets meant any fluctuation in exports to those markets would directly impact the overall export trend. Fr example, the ratio is highly skewed towards US and Russia which accounted for more than 50% share in FY 2023. Change in export volume to these markets meant overall export volume has shown a degree of fluctuation. For FY 2017-20 period, annual export volume has varied between 36 – 58 thousand tons. Export volume reached 86 thousand tons per annum in FY 2022, which is the highest in the past four to five years; but declined to 43 thousand tons in FY 2023.

Imports to India

Despite the presence of a large steel manufacturing infrastructure – ranked second in the world, in terms of crude steel output – a substantial volume of SS sheet is imported to India every year. During FY 2017-20 period anywhere between 85 – 90 thousand tons of SS sheet was imported to India every year. Although Covid-19 disrupted the imports, pushing it down to 59 thousand tons per annum in FY 2021, it rebounded in FY 2022 and more than doubled in FY 2023.

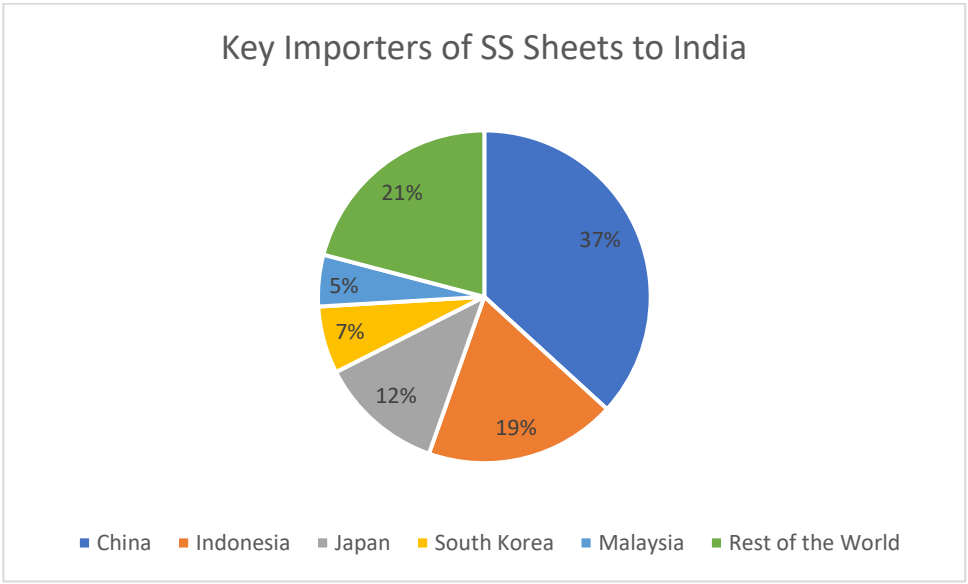
For FY 2023, 223 thousand tons of SS sheet was to be imported to India. This marks the largest volume of imports in recent history. This 100% increase in import volume underscores the strong revival in demand, aided by resumption of construction and other end consuming industries.

The more than doubling of import volume in FY 2023 meant the country incurred an import bill of INR 43.7 Bn towards the import of SS sheet during the year. Discounting the slump in FY 2021, the average import bill of SS sheet imports has stood at nearly INR 19 Bn (during FY 2018-23).



Source: Directorate General of Foreign Trade, Ministry of Commerce
Analysis based on HS codes 721931, 721932 and 721933

Nearly 92% of SS sheets imported to India during April 2021-February 2022 came from five markets, namely Japan, South Korea, China, Indonesia, and Vietnam. Of these, Japan is the largest exporter of the commodity, accounting for nearly 31% of total import volume during April 2021-February 2022 period.



Source: Directorate General of Foreign Trade, Ministry of Commerce,
Note: Geographical break-up based on FY 23export figures

The excessive stainless-steel capacity in markets like Japan, South Korea, China, and Indonesia together with surging demand for SS products in India has resulted in unbridled import of these products to India. Backed by favorable trade measures & agreements, these low-cost manufacturing destinations have stepped up imports to India, in the process creating material injury to domestic industry. As per Indian Stainless

Steel Development Association (ISSDA), imports today account for nearly 20% of domestic SS market. This scenario is playing across a wide range of stainless-steel products, including flat products.

Competitive Landscape

SS sheet manufacturing in India is a fragmented industry, with a domination of small & medium sized players who make up the unorganized segment. Ease of raw material availability, production process which is not protected by any intellectual property restrictions, and low switching cost have all resulted in low entry barriers. Meanwhile, the ubiquitous usage of SS sheet (across a wide variety of sectors) meant there is a steady demand for the commodity.

These two factors (steady demand & low entry barriers) have made the industry an attractive bet for smaller players. In addition, the lack of product differentiation and fragmented customer base has ensured that smaller players would be successful in finding a market for their products.

Apart from domestic manufacturers, the industry also comprises of a large number of traders / suppliers dealing in imported SS finishing sheets. Given the large volume of SS sheet imported to India, this segment plays a considerable role in shaping the competition in this sector.

At present, product price is the predominant factor considered by customers in choosing SS sheet vendors. Presence of low-cost imports have driven down the prices, impacting the profit margins of both large and small manufacturers. The anticipated change in market, towards sheets with specialized finishes could introduce product differentiation and with it the prospect of a range of premium priced sheets. Although the threat from imports would remain, the capability to supply a wide range of specialized finishes as well as the ability to develop new products as per customer / market specification could act as entry barriers. Established players who has invested in strengthening their product portfolio as well as R&D capability stands to reap the benefit.

This differentiation is most visible in metro coach manufacturing industry. Metro coach manufacturing in India is concentrated among three to four players, who by default forms the entire customer base for SS sheet specifically designed for use in metro coaches. This consolidated industry structure in metro coach manufacturing sector leaves little negotiating room for SS sheet suppliers, limiting their pricing power. On the other hand, the volume of SS sheet procured by these coach manufacturers is very high, which cannot be met by smaller players. The same is true in terms of product quality too, where specialized finishes are demanded. Hence, SS sheet manufacturers with large capacity & a wide product portfolio (with varying finishes) has an advantage, compared to smaller players.

Notable SS Sheet Manufacturers in India	
Panchdeep Metal Corporation	Panchdeep Metal Corporation, based in Mumbai is a leading manufacturer of a variety of SS products, including sheets, rods, pipes, rounds, flats, and coils. The Company services customers in petrochemicals, cement, automobile, oil & gas, and process industry. They are also a supplier to railway industry – for manufacturing of coaches and other components.
Ratnaveer Precision Engineering Limited	Ratnaveer is a leading manufacturer of SS sheets, washers, hooks, and SS tubes & pipes. The Company's SS sheet product portfolio comprise of a wide range of finishing sheets.
Jyoti Steel India	Jyoti Steel, manufactures SS sheets, metal fasteners, duplex & super duplex steel products. The Company's SS sheet portfolio

	comprise of Square SS sheet, and SS sheets of variants 316L and 309.
Jindal Stainless Steelway Limited (JSSL)	JSSL is part of Jindal Stainless (India's leading stainless-steel manufacturer). JSSL manufactures and supplies a wide range of stainless steel flat products, including polished sheets to coil products.

Growth Outlook

SS sheet usage has seen a significant growth in the past decade, on the back of novel application in ABC segment as well as emergence of new customer segments like metro railways.

Usage of steel in architecture & building construction was mostly confined to load bearing & structural applications. Usage of specialized products like SS sheet was relatively low. Changes in building design & construction technics have ushered in a change, paving the way for the adoption of SS sheets. While usage of SS sheet as roofing and cladding material has found a ready audience, its usage as a decorative sheet is yet to gain traction.

On the other hand, the growth in metro rail network has presented SS sheet manufacturers with a new customer segment. Given the rapid growth in metro network in the country, this new segment has turned out to be a key demand driver. These two customer segments would continue to be the major demand drivers for this product in the years to come.

Expected growth in demand from ABC segment

One notable difference would be the increase in product penetration. As the practice of using SS sheet for decorative cladding picks up, the volume of SS sheet consumed by architecture & building construction segment would significantly increase. In addition, the demand would diversify from low value SS sheet to high value SS sheets with specialized finishes. This later development (increase in premium specialized products) would also ensure a strong growth in annual turnover. Apart from this increase in consumption volume due to increase in usage areas, the general growth in office space and retail space would support the future growth in demand.

Expected growth in demand from ART segment

Aggressive expansion of metro rail projects coupled with expansion of existing network would create higher demand for metro coaches. This in turn would ensure higher demand for SS sheet from metro coach manufacturers. Unlike ABC segment, the bargaining power of buyers is high, due to the limited number of buyers. There are only 3 – 4 metro coach manufacturers operating in the country, and SS sheet procurement by these OEMs would be skewed towards established players. This bias is primarily due to the higher production capacity, as well as ability to manufacture a wide variety of SS sheet finishes. Hence larger players have an advantage over their smaller peers.

Thus, the overall demand for SS sheet would continue to remain strong in the coming years. However, the resultant impact on SS sheet manufactures would be different. Smaller players would be better equipped to capitalize on increased demand from ABC segment. Meanwhile the same set of players would find it challenging to cater to the expected demand from specialized customer segments like metro coach manufacturers.

On the back of the higher demand expected from ART and ABC segment, as well as from other segments like process industry & kitchen ware, the annual consumption of SS sheet is expected to reach 1,020 thousand tons in 2025, and further increasing to 1,660 thousand tons by 2030.

Stainless Steel (SS) washers

A typical washer is a disk-shaped small thin plate that has a hole in the center. There are numerous uses of washers, however it mainly serves as a spacer to absorb a shock and evenly distribute load of a fastener. Washers can also prevent leakage or corrosion, relieve friction, and maintain tension. The size of the hole in the middle of a washer is typically based on the clearance value of the fastener it will be used along with.

Washers are usually metal or plastic and are made in different sizes based on their application. They are made from a variety of materials including stainless steel, carbon steel, zinc, copper, brass, plastic, rubber, fiber, and ceramic. Stainless steel (SS) washers and galvanized carbon steel washers are the most commonly used. While the former offers better strength, the superior corrosion resistance attribute of stainless steel gives it an edge.

Stainless steel washers are most used washers applied in fastener assemblies to distribute load from a bolt's top across a wider surface area. Globally, stainless steel washer is a preferred choice for the end-users of washers owing to its numerous positive properties. The notable advantage of stainless steel over other metals is its natural characteristics such as resistance from corrosion and rust, and thus, is most preferred input material for manufacturing washers. Another advantage of SS washer is that they make maintenance tasks much easier, as their load-bearing quality makes the tightening and/or loosening of components hassle-free.

Stainless steel washers are made by the stamping process that uses a die to punch a shape or a form from a flat sheet of stainless steel. Stamping is a fast and smooth process that is capable of manufacturing large number of washers and enables maximum use of metal sheets. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), in order to maintain the quality of their products and prevention of harm to the environment.

Type of washers

There are mainly three types of washers based on their features and application: plain washers, lock washers, and spring washers. Within each of these types, there are more specialized forms that serve unique purposes.

Plain Washers

Plain washers are the most common type of washers. They distribute the load and protect the object to which the nut or screw is fastened. Moreover, a plain washer can also be used to correct the size difference if the hole is of a larger diameter than the fastener. Plain washers include various other specialized forms that are made for specific purposes. Few of the popular specialized types of plain washers includes Flat washers, C-washers, Fender washers, Countersunk / Finishing washers and Torque washers.

Lock Washers

Due to various reasons, fasteners carry chances of rotating or disassembling from the assembly. Lock washers secure fasteners from rotating or losing friction. Lock washers are made in different types but all of them work under same principle i.e., they exert a continuous pressure by partially deforming and secures

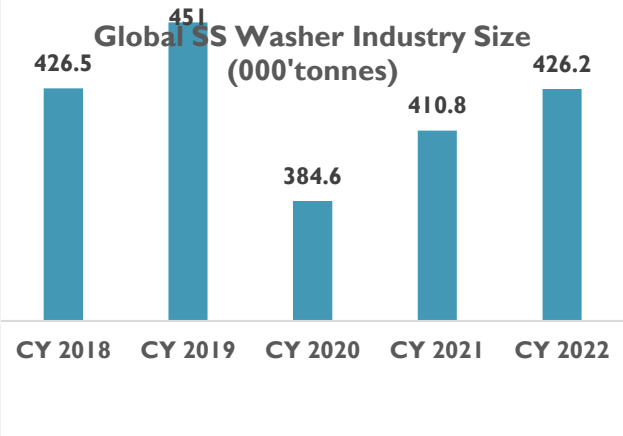
a fastener from loosening. The main types of lock washers include Split lock washers, External tooth lock washers and Internal tooth lock washers.

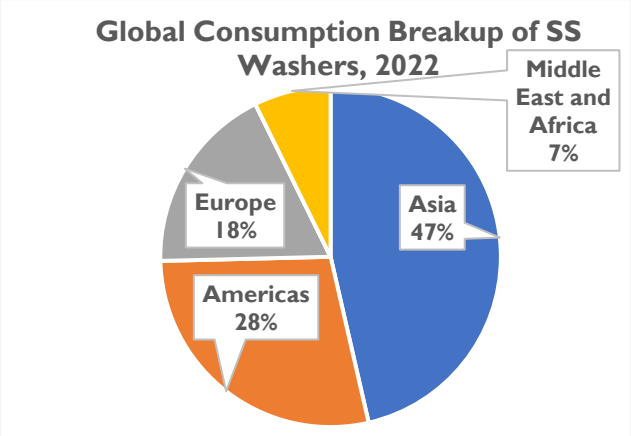
Spring Washers

Spring washers are metal discs made into an irregular shape to subject the washer to compress under the pressure like a compression spring. They have axial flexibility that enables them to move with vibrations and thus prevent object from unfastening or loosening. The structure of the washers provides preload between joining surfaces. The specialized forms of spring washers includes Crescent washers, Belleville / Conical washers, Dome washers, Wave washers and Finger spring washers.

Global Consumption Scenario

SS washer, although a low value product, but is a critical component and are widely used in multiple manufacturing industries, utility sector, infrastructure, and real estate construction, amongst other. Backed by its diversified application, the global consumption of SS washers before falling in 2020 observed a healthy growth of 5.7% in 2019. The global consumption contracted in 2020 by nearly 15% on yearly basis to 384.6 thousand tonnes on the back of Covid-19 induced disruption in economic activity. However, the market demand recovered, and global SS washer consumption registered 6.8% y-o-y growth as industries resumed operation when lockdown and Covid-19 related restriction were relaxed gradually.





in CY 2022. Asia's SS and Middle East & Africa washers consumption grew at CAGR of nearly 22% and 0.3% while consumption in other region such as Americas, Europe, contracted at CAGR of 0.8 and 0.9% respectively. Aftermath of Covid-19 pandemic observed in 2020 led to a fall in consumption demand for SS washers in the these two regions as industrial activity in major end user industries such as automobile and other manufacturing industries, infrastructure, and construction was impacted due to Covid-19 led disruption. However, recovering global GDP led by resumption in economic activity across many major sectors supported the SS washer consumption growth in 2022 across all the regions.

Geography-wise SS washers Consumption Volume (Growth trend)

Regions	2020	2021	2022	CAGR 2018-22
Asia	-13.9%	7.8%	3.7%	22.4%
Europe	-15.6%	5.7%	3.2%	-0.9%
Middle East & Africa	-14.3%	7.2%	3.7%	0.3%

Americas	-15.5%	6.0%	3.1%	-0.8%

Sources: Based on inputs from a primary Survey

Production Scenario

On supply side, the global production of SS washer was estimated at ~507 thousand tonnes valuing USD 3,651 Mn in 2022 with nearly 69% of production concentrated in Asia region followed by America, Europe, and Middle East & Africa region accounting for respective share of 15.6%, ~12.8% and 2.6%. In terms of consumption and production, the global SS washer industry had a production surplus of 81 thousand tonnes where Asia with China being a global manufacturing hub emerged as a production surplus region while other region remained a consumption surplus region. Below table represent region wise demand supply gap situation:

SS Washers Volume in '000 Tonnes in 2022

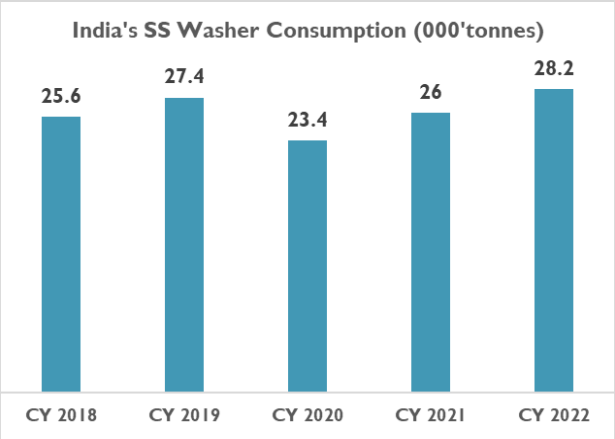
Region	Production	Consumption	Demand Supply Gap
Asia	349	189.2	-159.8
Europe	65	83.9	18.9
Middle East and Africa	13	30.7	17.7
Americas	79	121.2	4.9

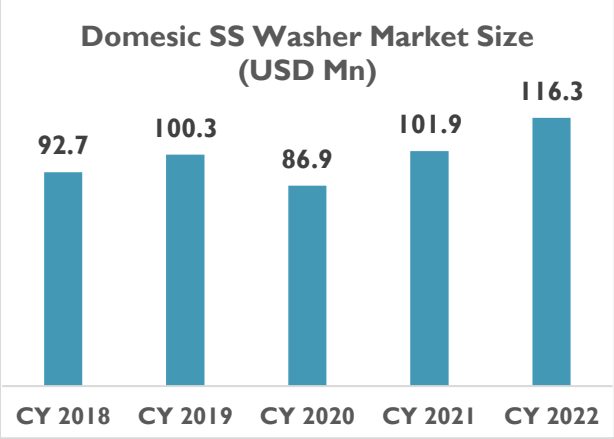
Sources: Based on inputs from a primary Survey

Indian Consumption Scenario

Annual SS washer consumption in India surpassed Covid-19 consumption in 2022 to 28.2 thousand tones from the record decline in 2020. Between 2018-22 India's SS washer consumption is estimated to have grown at a flat CAGR of 2.4%. Barring a record decline in 2020 due to Covid-19 pandemic induced depressed market sentiment, the domestic consumption of SS washers registered healthy yearly growth of 7% in 2019 when the domestic consumption touched 27.4 thousand tonnes.

In 2022, the country's SS washers consumption registered 8.5% y-o-y growth preceded by 11% y-o-y growth from previous year. Rising consumption in 2021 is backed by resuming demand recovery in the major end user industries. Incremental demand originating from automobile particularly EV segment, infrastructure and real estate construction, water transportation mainly driven by Jal Jeevan Mission, industrial application, and sharp push to green energy sector especially solar energy has supported the growth of SS washers industry.



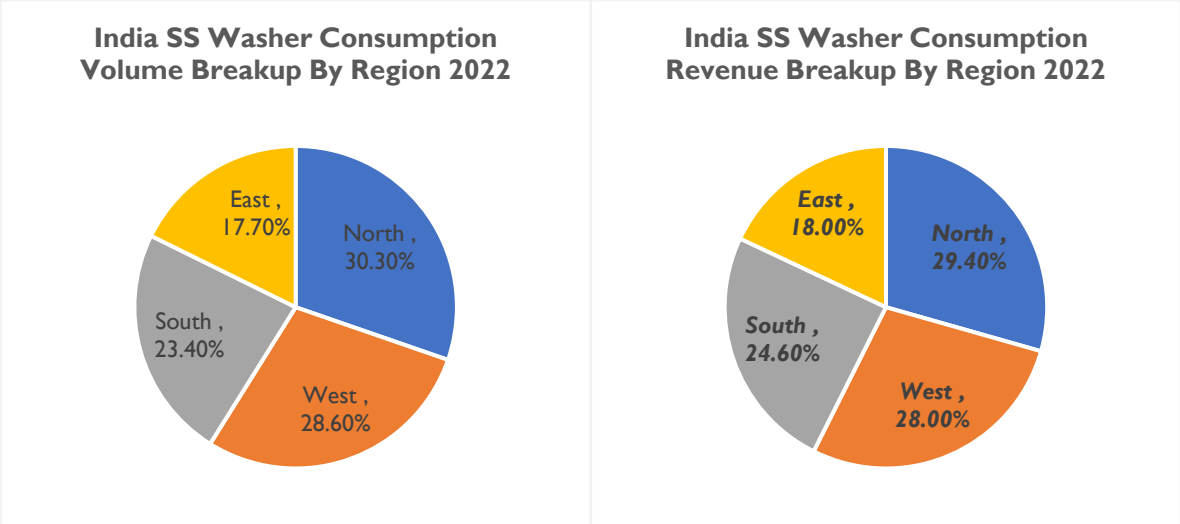


Sources: Based on inputs from a primary Survey

In value term, the domestic consumption of SS washers is estimated to have grown at 5.8% CAGR between 2018-22 to reach USD 116.3 Bn in 2022. Annually, the domestic consumption in value term estimated to have registered13.2% decline in 2020 in line with falling demand. In 2020, the outbreak of Covid-19 in 2020 had a negative impact on the India SS Washers market owing to the lockdown and subsequent supply chain disruptions, along with delays in production processes. However, the market recovered in 2021 with the gradual resumption of manufacturing and economic activities and registered yearly growth of 11%.

Regional Breakup

Northern region closely followed by western region have garnered majority share both in terms of consumption volume and value on account of its large population and presence of industries. Gurugram and Manesar in Haryana have the largest automotive manufacturing industry of Maruti Suzuki coupled with Noida and Gurugram as the major corporate hubs in the northern region with the greatest number of office space have support the demand for SS washers.



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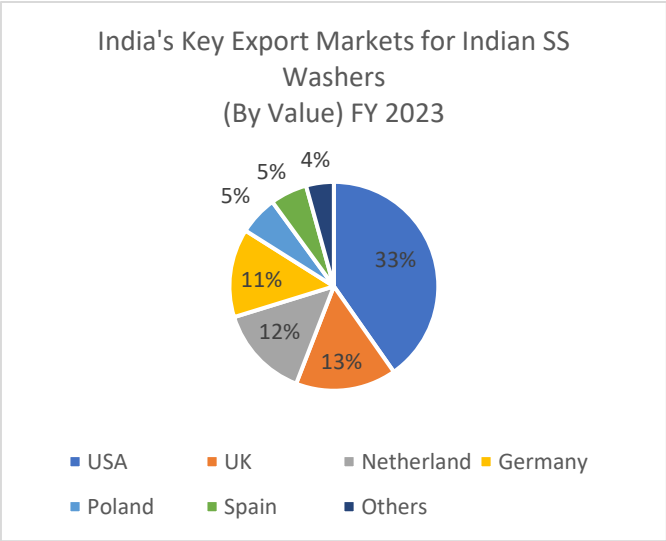
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to enhance skill development and create best infrastructure in India and push the industrial sector across the country. Furthermore, the government is focused to make India a manufacturing hub and towards this, the government is developing industrial corridors spread across the country.
In terms over industrial park penetration, Maharashtra leads the other states with having presence of 728 industrial parks followed by Karnataka, Andhra Pradesh, and Rajasthan with 539, 400 and 370 industrial parks, respectively. Growing development of industrial plant is expected to support the domestic consumption of SS washer. It will also help the industry to evolve as a leading producer and export of SS washers in the world.

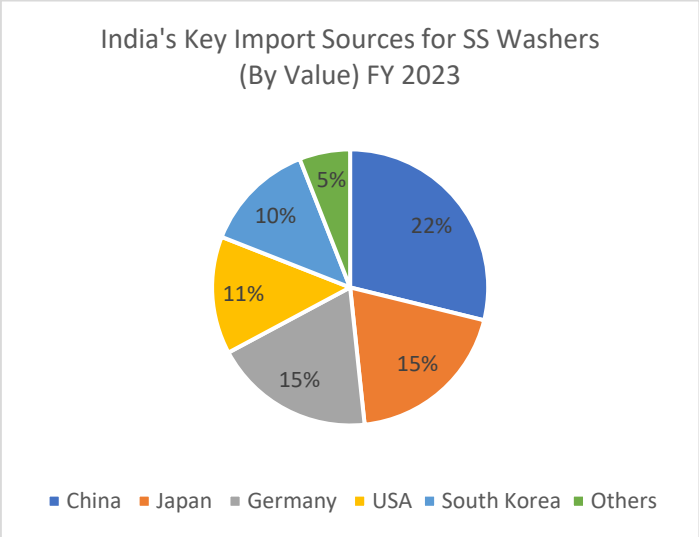
Major Trading Partners

India's export market for SS washers is diversified with the country exporting SS washer to nearly 155 nations. In FY 2023, USA continued to remain India's largest export market with 33% share in the total SS washer exports. Export of SS washers to the US market has steadily grown at a CAGR of nearly 36% during FY 2018-23 to reach the value of INR 1.74 billion from the level of INR 0.37 billion in FY 2018. As a result, the share of USA in India's SS washer export has increased from 17% to 33%.

UK, Netherland, Germany, Poland and Spain were the other major export markets for SS washers in FY 2023. However, UK's share in India's SS washer exports has gradually declined from 19.5% in FY 2018

to 13% in FY 2023. Together, these top five countries accounted for nearly 82% of the total SS washers' exports in FY 2023.





Source: Ministry of Commerce & Industry, Trade Statistics

For Imports, China's has emerged as the largest import source of SS washers for India followed by Japan and Germany in FY 2023. Previously, South Korea and Japan were India's largest import sources in FY 2018 (19.24% in SS washer imports to India), but gradually it has lost its share to other major markets such as China and Germany.

China's share in SS washer import to India has increased from 8.8% in FY 2018 to 22% in FY 2023. In absolute terms, its import to India has increased at a CAGR of nearly 26% during FY 2018-23 to reach INR 857 million in FY 2023. During the last three years, Japan has emerged among the top two largest import source of SS washers for India with the share of nearly 15% in total imports to India. Similarly, Germany's share in India's total SS washer imports has increased from 10.2% in FY 2018 to 15% in FY 2023, growing at a CAGR of nearly 9% to reach INR 579 million in FY 2023 from INR 299.9 million in FY 2018.

Indian Government, in a notification dated 7 September 2017, communicated the imposing's of counter veiling duty (CVD) on import of stainless-steel hot rolled and cold rolled products from China, for a period of five years. This was culmination of an enquiry by the Directorate General of Anti-Dumping and Allied Duties, in response to an increase in import of low / subsidized price SS flats from China. Although the measure focuses on import of SS tubes & pipes, it can be construed as an indication of the Government to protect the domestic steel industry, against cheap imports.

The CVD investigations were initiated on 12th April 2016 by the Directorate General of Anti-Dumping and Allied Duties (DGAD) in response to a surge in subsidized imports of stainless-steel flat products. These imports were distorting the domestic market, which was under huge stress and was leading to financial stress in the industry. Extensive investigations were carried out by DGAD and the final findings were issued by the DGAD vide notification dated 4th July 2017.
Following are the details of the duty imposed:

Heading	Description of Goods	Country of Origin	Country of Export	Producer	Exporter	Duty as % of Landed Value
7219 or 7220	Flat-rolled products of stainless steel*	China PR	China PR	Any	Any	18.95%

**Flat-rolled products of stainless steel, whether hot rolled or cold rolled of all grades/series; whether or not in plates, sheets, or in coil form or in any shape, of any width, of thickness 1.2 mm to 10.5 mm in case of hot rolled coils; 3 mm to 105 mm in case of hot rolled plates & sheets; and up to 6.75 mm in case of cold rolled flat products. Product scope specifically excludes razor blade grade steel.*

Prior to this, the anti-dumping duty was already in place on:

- Hot-rolled austenitic stainless steel flat products; whether or not plates, sheets or coils (hot-rolled annealed and pickled or black) of rectangular shape; of grade either ASTM 304 or 304H or 304L or 304N or 304LN or EN 1.4311, EN 1.4301, EN1.4307 or X5CRNI1810 or X04Cr19Ni9, or equivalents thereof in any other standards such as UNS, DIN, JIS, BIS, EN, etc.; whether or not with number one or black finish; whether or not of quality prime or non-prime; whether or not of edge condition with mill edge or trim edge; of thickness in the range of 1.2mm to 10.5mm in Coils and 3mm to 105mm in Plates and Sheets; of all widths up to 1650 mm (width tolerance of +20mm for mill edge and +5mm for trim edge). *(Custom Notification No. 28/2015- Customs (ADD) dated 05/06/2015).*
- Cold-rolled flat products of Stainless Steel of width of 600 mm up to 1250 mm of all series not further worked than cold-rolled (cold-reduced) with a thickness of up to 4 mm (width tolerance of +30 mm for mill edged and +4 mm for trimmed edged)

The sunset review of above investigation was initiated on 8th October 2021. The Authority called for responses from all interested parties including importers and exporters. In the notification dated, 21st December 2022, additional time till 29th December 2022, had been granted to all interested parties[11].

Key Demand Drivers

Washers are primarily used as spacer to absorb a shock and evenly distribute load of a threaded fastener. The versatile applications of washers along with various engineering products such as nuts, bolts, and fasteners used in almost every industry has supported the demand for washers. Amongst several type of washers available, washers made from SS steel are the most widely used material in washers. These are widely used in automobile industry, residential, commercial and infrastructure construction and in several other manufacturing and utility sector. SS washers with having better corrosion and chemical resistance are commonly used in a salty environment like saltwater, chlorine, coastal area. In industrial sector, SS washer thus find diversified application specialty chemical, petrochemical, power, industry. sea water equipment, and many other engineering applications.

A brief overview and outlook of leading end user industries for SS washer is presented below to gauge the evolving demand scenario of SS washers in India.

[11] Directorate General of Anti-Dumping and Allied Duties have not updated the status post 29th December 2022

Automobile Industry

Auto and auto component manufacturing is a key economic sector, contributing to nearly 2.3% to the nation's Gross Domestic Product (GDP), 25% to the national manufacturing GDP, and 4% to overall annual exports. The sector employs nearly 5 million people, underlining its importance to the industrial sector. Development in the automobile sector has strong backward and forward linkages. It governs the fortune of several industries in manufacturing segments including iron & steel and its allied metal product like SS washer.

The rise in automobile production and sale in India over the last couple of decades have translated into positive demand for SS washers in automobiles. Apart from the natural growth in demand due to rise in automobile production, the regulatory changes that is happening across global automobile industry too have positive implication on increasing usage of stainless steel in the sector. The industry associations are pushing for a sustainable development of domestic automobile industry and aims to evolve India a global destination of choice for design and manufacturing hub of automobile. Thus, industry stakeholders are proactively working to enhance the competitiveness of the domestic automobile industry by reducing cost of vehicles, increasing productivity, and achieving global standards of quality. The stringent norms and efficiency standards are thus forcing automobile manufacturers to increase the proportion of special stainless steel used in vehicles. The high strength to weight ratio, high durability, tolerance, and good corrosion resistance attributes have also contributed to an increasing usage of stainless steel in automobiles.

The overall domestic production surged to 30.9 Mn units in FY 2019 before plummeting for two consecutive year in FY 2020-21. The COVID-19 pandemic worsened the vehicle demand in FY 2021 as industry lost 2 months in FY 2021 because of Government enforced lockdown. During FY 2022, the overall industry production of ICE-based vehicle registered flat growth of just 0.01% on account of 3% decline in two-wheeler segment which impacted the overall production volume while domestic sales in other segments recovered.

Construction

Corrosion resistance, and long lifespan have all led to wide acceptance of SS washers in construction sector application. Infrastructure development, and a surge in real estate construction (residential & commercial) have created a high demand for SS washers. In past, the boom in construction which accompanied the strong economic growth in the country have supported the rising consumption of SS washers.

However, the sector has been severely hit by the occurrence of COVID-19 pandemic which has turned the overall business sentiment pessimistic. The construction activity in India have moderated over the last few fiscals due to combination of factors such as liquidity squeeze, higher cost of capital, delay in project clearance and bottlenecks in execution. In FY 2021, the construction sector severely impacted by Covid 19 Pandemic and where Construction sector GVA contracted by 8.6% against subdued 0.98% change in the previous year. In FY 2022, as per the government advance estimate, construction sector GVA is expected to expand by 10.7% on y-o-y basis, owing to government's increased on infrastructure projects and increasing demand for residential and commercial segments post pandemic. The real estate and professional services segment are estimated to register 4% growth in FY2022

Favorable policies such as 100% FDI under automatic route in the construction industry is permitted in completed projects for operations and management of townships, malls/shopping complexes, and business constructions which would thereby boost the growth of construction sector in India. The growing

construction of malls, hotels, office spaces and residential units would generate demand for stainless steel washers thereby resulting in growth of the market in India in coming years.

Even though the new project announcement has declined sharply, the outstanding investment value in construction sector and new project announced value is substantial which is likely to have a favorable impact on the SS washer application in construction space. India residential sector has been witnessing a significant increase in demand in 2022 and is estimated to witness 5% capital value growth in 2022

Solar Industry

SS washer also find significant application in solar panel mounting system, racking and installation. Solar grounding washer SPC-GW-25 made in stainless steel are preferred during to its durability. Thus, investment in solar industry towards solar panel to support solar industry expansion present promising opportunity for the SS washers industry.

Solar Energy Target

Aggressive push for clean technology for sustainable development adopted by the Government to achieve the twin objective of reduction of carbon footprint as well as to reduce dependency on hydrocarbon-based power generation will continue to augment growth of the renewable energy sector. The Govt. has committed to reduce carbon emissions by 30% to 35% and increase renewables to 40% of the energy mix by 2030. Progressing with bullish approach on renewables, India has raised 450 GW of renewable energy by 2030. Moreover, a significant portion of new power installations will continue to come from renewables led by solar. Of the FY 2030 target, 280 GW of total 450 GW would come from solar power. To achieve the pledged target, around 25 GW of solar energy capacity is needed to be installed every year, till 2030.

Year	Solar	Total RES
2022	100	**175**
2030	280	**450**

Source: Ministry of New and Renewable Energy, RES- Renewable Energy Sources

The domestic manufacturing of solar part is likely to benefit several government initiatives that have been announced in the past such as production-linked incentive (PLI), domestic content requirement for CPSU scheme and KUSUM scheme. Additionally, recent announcement pertaining to BCD on solar cell and module with also help with augmenting domestic manufacturing thereby pushing SS washer application in solar sector.

Water Resource Infrastructure

The government announce to launch The Jal Jeevan Mission (Urban) which aims at universal water supply in all 4,378 Urban Local Bodies with 28.6 Mn household tap connections, as well as liquid waste management in 500 AMRUT cities. It will be implemented over a period of 5 years, with an outlay of INR 2,870 Bn.

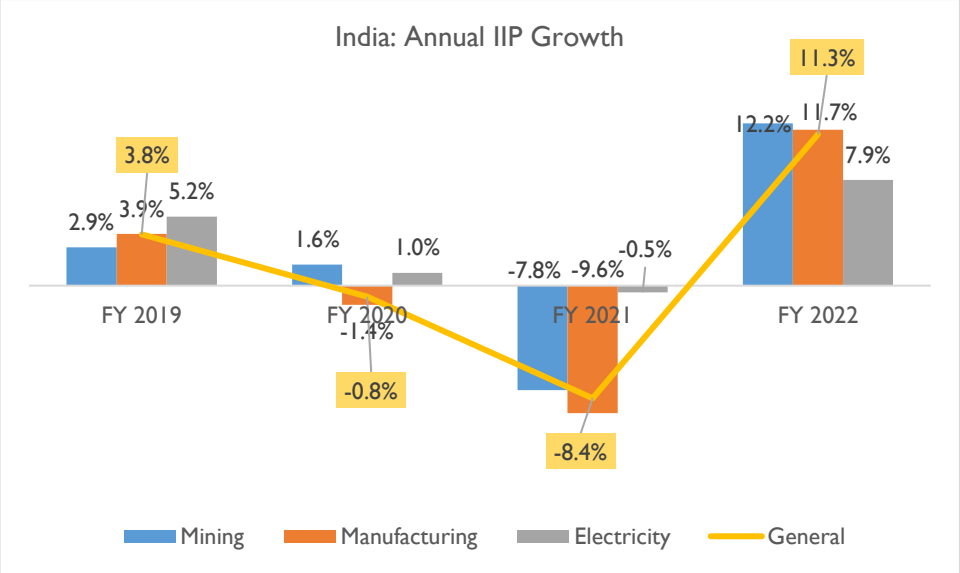
In the wake of drying conventional surface water and growing freshwater demand from various end-user segment, India is rapidly progressing towards a water scarce nation from water stressed nation. Consequently, the nation is exploring and investing in various water treatment technologies to support the nation's increasing freshwater demand for potable use. Since, SS washer possess better

chemical resistance, its usage in wastewater treatment and water desalination industry is expected to grow in the wake of substantial investment planned to secure the supply of drinking water in India. As per industry sources, the size of India desalination plant valued at USD 830 Mn in 2018 and is projected to grow at a CAGR of 9% to reach USD 1.4 Bn by 2024. Many new desalination plants have been proposed to be set up in various states in coastal region such as Chennai, Gujarat, Mumbai and Andhra Pradesh.

Besides water desalination, the government has also announced to launch The Jal Jeevan Mission (Urban) which aims at universal water supply in all 4,378 Urban Local Bodies with 28.6 Mn household tap connections, as well as liquid waste management in 500 AMRUT cities. It will be implemented over a period of 5 years, with an outlay of INR 2,870 Bn.

Industrial Sector Growth

Rapid industrialization in Indian economy, aided by favorable government policies, robust demand scenario, and penetration of export markets have led to capacity expansion in Indian manufacturing industries including automobile, chemical, electronics, pharma, oil& gas, fertilizers and many other. The resultant increase in demand for plant and machinery have had an equally strong demand for components used in manufacturing these equipment's including SS washers.



Industrial sector performance as measured by IIP index exhibited recovery in FY 2022 and registered 11.3% y-o-y growth as the economic activity resumed operations across all sectors backed by supportive government measure to revive economic growth. Prior to FY 2022, industrial growth observed a fluctuation and registered -0.8% decline in FY 2020 and even as steeper fall in FY 2021 on the back of Covid-19 pandemic Decline in manufacturing activity was steepest. Historically, weak manufacturing sector growth have forced manufacturers to reduce production volume as well as put capacity expansion plans on hold. This generic slowdown in industrial sector is believed to have a cascading impact of various input and component that support the manufacturing and overall industry activity. The contracting industrial activity thus impacted the SS washers consumption in India which fell by nearly 15% in 2020. However, with recovering industrial sector activity in FY 2022, the SS washer in India is poised for a healthy growth in 2022.

Steady increase in outstanding investment and sharp increase in new projects value in overall manufacturing sector presents favorable opportunity for the SS washer industry in India.

Competitive Scenario

Washers' industry in India is highly fragmented in nature comprising large number of small players. Washer's manufacturing companies use various metals such as steel, copper, aluminum, and rubber for manufacturing different types of washers. Among these, the most preferred washers, by domestic as well as global end-users, are stainless steel washers due to their corrosion and rust resistance properties. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), to maintain the quality of their products as per global standards and prevent any harm to the environment.

Within the washer industry, SS washers holds a distinguished position due to its numerous product attributes. These include resistance to corrosion, superior protection from abrasion & friction, and ability to retain mechanical properties at extreme temperatures. In addition, the recyclable nature of stainless steel gives it an advantage over other metal types. All these applications make SS washers ideal choice for demanding application, where other washers do not fare well.

However, the superior performance of SS washers can be attained only by ensuring high quality stainless steel as well as standardized manufacturing process. Availability of a steady supply of stainless steel is an integral factor. It is here the established players have managed to create an advantage, as well as maintain it. By means of backward integration as well as recycling of waste stainless steel produced during the manufacturing process, they have managed to create a steady supply of raw materials. This in turn have helped in creating a niche position in the washer industry.

These attributes meant SS washer is considered more as a value-added product, compared to other metal washers. The specialized product application also helps SS washer command higher price compared to other metal washers.

Apart from a mass production of generic washers, few industry players – mostly organized players – also produce customized washers for specific purposes according to the customer requirements. The Indian washer industry not only fulfils major portion of domestic washer's demand but is also one of the major exporters of different types of washers of global standards.

Globally, China has predominantly been the largest manufacturer and supplier of washers in the world. However, the aftermath of Covid-19 has brought some noticeable changes in the global-supply chains owing to the worldwide anti-China sentiment. Like other industries, this is the most opportune time for washer manufacturers in India to focus on enhancing their production capabilities and capture a significant share in global market.

The biggest challenge for the industry is the rising cost of key input materials such as stainless steel, copper, aluminum, and other metals. Few large companies have undertaken backward integration in order to reduce dependency on outside raw material suppliers and cut down input cost to a certain extent. Such a strategy gives an edge to companies to compete better in terms of price as well as helps in achieving higher profitability. The well-known washers manufacturing companies include Ratnaveer Metals, Suchi Fasteners, Navgrah Fasteners, Gujarat Washers, SBP Automotive, Special Washers (India), Gala Precision Engineering, etc. The following table includes brief information of the companies:

Name	Description
Ratnaveer Precision Engineering Limited	Ratnaveer Precision Engineering Limited is one of the leading manufacturer, exporter, and supplier of stainless-steel washers in India. It is one of the largest manufacturers of washers and enjoys economies of scale. The company has a wide product portfolio of about 2500 different sizes and types of washers, that meets the requirement of wide range of customers across segments. The company generated around 20% of the revenue from exports in FY 2022. Ratnaveer is one of the largest exporter of stainless-steel washers in India and the one of the few to have backward integration in washers manufacturing process, due to which it has a competitive edge over its competitors in terms of better pricing and raw material supplies.
Suchi Fasteners Private Limited	Suchi Fasteners is one of the well-known washers manufacturers and suppliers in India. The company maintains high quality production of bur free, smooth, and flat washers. At present, the company manufactures and exports aluminium, brass, copper, silicon, bronze, and stainless-steel washers. It specializes in countersunk type finishing cup and flanged washers as per global standards.
Navgrah Fastners Private Limited	Navgrah Fastners, manufactures stainless steel washers, sheet metal parts, stampings, solar mounting hooks, connectors, and accessories. It mainly specializes in stainless steel washers and various hooks (haken) and all fastening parts for the solar mounting systems in stainless steel with powder coating or shot blasting.
Gujarat Washers	Gujarat Washers offers a wide gamut of washers which includes industrial metal fasteners, fastener nuts, washers, etc. The company is well-known for its stainless-steel washers and was recognized as the First Manufacturer of Stainless-Steel Spring Washers in India. The company has also gained recognition as one of the prominent industrial hardware fasteners, belleville spring washers and industrial washers exporters.
SBP Automotive Private Limited	SBP Automotive is an experienced automotive washer manufacturer and supplier, catering to a variety of industries such as automotive, manufacturing, mining, engineering, etc. The company offers copper washers, aluminium washers, spring washers and steel washers which come with a wide range of materials for different applications.
Special Washers (India) Private Limited	Special Washers (India) is an ISO 9001-2008 Certified manufacturer, exporter, and supplier of industrial fasteners and sheet metal components including industrial washers, industrial screws, bolts, metal nuts, metal rivet, etc. The company offers products in various metals such as stainless steel, copper, phosphorous, and bronze.
Mitter Fasteners	Mitter Fasteners, manufactures nuts, bolts, and sheet metal components which adheres to the national and international standards such as ISO, JIS, DIN, etc. The company supplies its products to major OEMs in India and major buyers in Europe. The company has an in-house manufacturing facility for Zn plating, heat treatment, and metallurgical lab.

Gala Precision Engineering Private Limited	Gala Precision Engineering is a manufacturer, supplier, and exporter of high-end technology solutions in the fields of surface engineering, and high-performance springs. In 2014, company expanded its product range of disc springs by adding bearing series disc springs and serrated washers. In 2018, the company launched gallock wedge lock washers and started supplying them to OEMs in India and major customers in Europe, USA, etc. Today, the company is a major trade partner for gallock washers to one of the globally top 3 wind turbine manufacturers.
Autotech Industries (India) Private Limited	Based in Chennai, Autotech Industries (India) is involved in manufacturing of autotech engine components, autotech transmission components, and autotech hydraulic components. The company specializes in engine, transmission, clutches, axle, chasis, fuel system, and assemblies. It supplies and exports automotive products to major OEMs in India and other countries in the world.

Global Growth Outlook

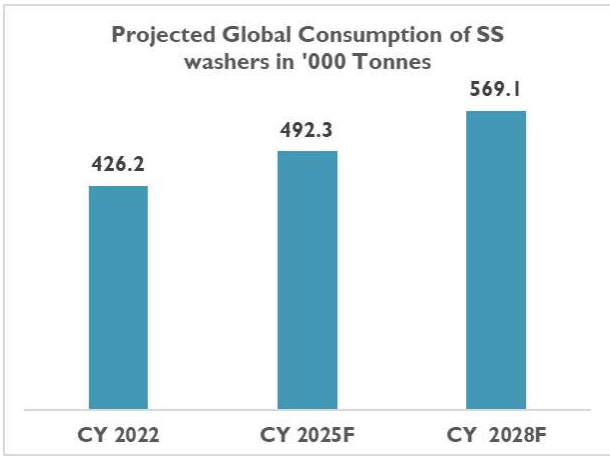
Going forwards, global SS washer consumption is slated to grow at CAGR 4.6% between 2018-25 and at 5% between 2025-28 to reach 492.3 thousand tonnes and 569.1 thousand tonnes, respectively.

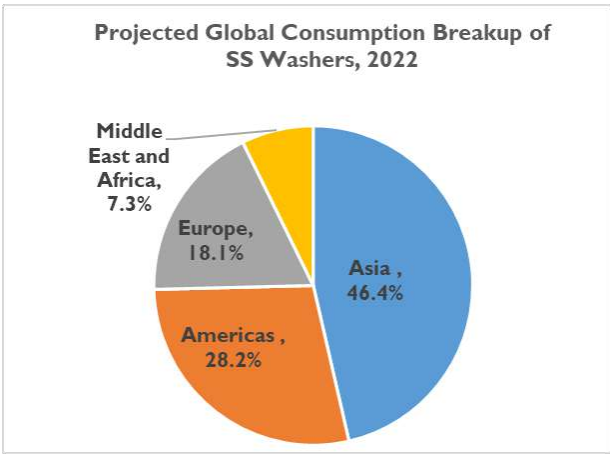
Sources: Dun & Bradstreet Research

Increasing demand from construction of residential and office spaces coupled with ongoing infrastructural development projects across the world on the back of growing population and rising income are expected to drive the SS washers consumption during the forecast period. Besides above, the rising manufacturing activity particularly in emerging sector such as renewable energy, electric vehicle etc. along with other traditional end user sector such as automobile, consumer durable & electronics, oil & gas, and others to support urbanization are expected to aid the industry growth.

Regional Outlook

Geographically, the consumption breakup is expected to remain the same in 2028 but Europe and Americas





is expected to lose marginal share to Asia and Middle East & Africa region. During the forecast period 2021-28, Asia is projected to continue growing at highest CAGR of 5.4%, followed by Middle East & Africa growing at 4.9% CAGR, Americas at 4.6% and Europe at 3.4% CAGR. In value term, the global

size of SS washers is projected to grow at CAGR of 6.3% between 2021-28 to grow from USD 2,958 Mn to 4,618 Mn.

Asia

China, Japan, and India are major countries within Asia region that expected to lead the SS washer consumption owing to the presence of large number of industries. China, being the largest producer, consumer, and exporter of steel globally, retained its dominance in global SS washer industry in 2021 while Japan emerged as the second largest market for SS washer as it has the third largest automobile producing market in the world. Beside Japan, China, India, and South Korea have strong presence in automobile sector which is expected to push SS washers consumption during the forecast period.

Besides automobile, major upcoming infrastructural development projects including construction of office spaces by Hines and DNR group in Bengaluru, India, Sichuan-Tibet railway project in China, construction of 6,500 residential units per annum between 2022-26 and completion of 1,600 new hotel rooms in 2022 in Philippines and introduction of "Build! Build! Build!" programme (2017-2022) under which construction of about 102 airport projects is scheduled in Philippines would create demand for stainless steel washers during the forecast period.

Europe

In Europe, SS washer consumption is estimated to grow at healthy CAGR of 3.4% by volume and 5.2% by value to 103 thousand tonnes and USD 900 Mn between 2021-28, respectively on the back of the ongoing construction of five largest office buildings and rapid infrastructural development in the region.

Additionally, Europe has strong presence in manufacturing sector and manufacturing is one of the largest economic sectors in the country generating about two-thirds of the Europe's economic output. Presence of large number of manufacturing industries is expected to aid the consumption SS washers market during forecast period too. As per our analysis, Germany and France are two major country that leads the SS washers market in the Europe region as Germany is the world's fifth largest steel exporter and exports steel to more than 200 countries. Germany also accounted for nearly 15% share in India's total import of SS washers by volume in FY 2022. While rapidly growing construction sector and expansion of commercial spaces in France has made the country and attractive consumption market for SS washers.

Middle East and Africa

In Middle East & Africa, SS washer consumption is estimated to grow at healthy CAGR of 4.9% by volume and at ~7% CAGR by value to 41.5 thousand tonnes and USD 353 Mn by 2028, respectively owing to presence of countries like Morocco, United Arab Emirates and South Africa which are the major manufacturing hubs in the region coupled with Turkey and Dubai dominating the automotive sector of the region.

As per D&B report, Turkey followed by Saudi Arabia as the two major nation driving the consumption of SS washer consumption in the region. Turkey dominated the overall Middle East and Africa stainless steel washers as the automotive sector is one of the largest industrial sectors in the country and [1]5th largest in the world. Additionally, Turkey is the manufacturing hub and thus supports the production, export and engineering of global brands for international markets.

Americas

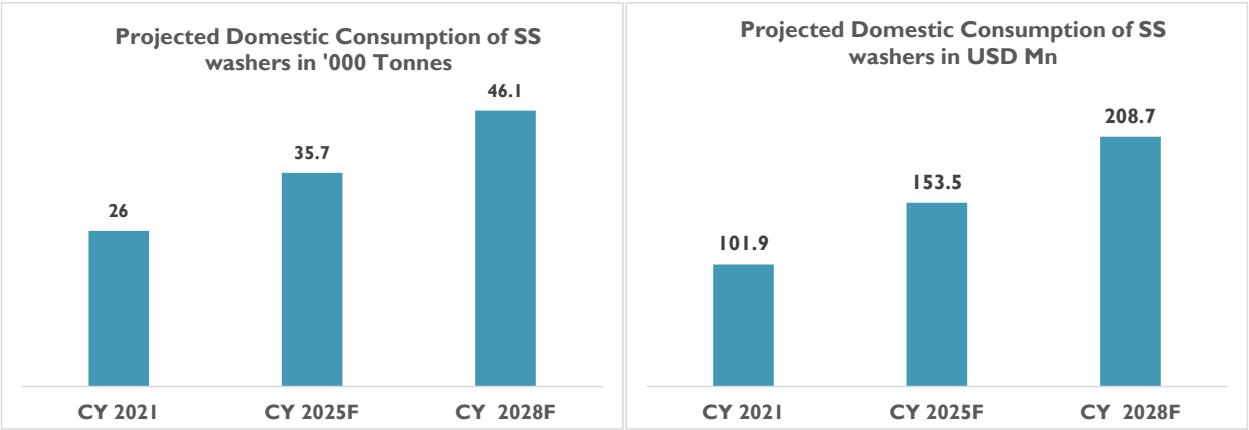
In America, SS washer consumption is estimated to grow at healthy CAGR of 4.6% by volume and at ~6.3% CAGR by value to 160 thousand tonnes and USD 1,371.5 Mn by 2028, respectively. Increasing real estate construction in both residential and commercial spaces and ongoing construction of mega infrastructure projects would augment the growth of Americas SS washers. As of March 2022, around 144.7 million square feet of office space was under construction in U.S. nationally which is expected to create demand for SS washers. Furthermore, construction of ongoing mega projects including JPMorgan Chase's new office in New York, Amazon Headquarter 2,830 Brickell office spaces, California high speed rail, Buffalo Bills stadium would have a favorable impact on SS washers demand.

Additionally, large scale presence of leading automotive OEM in USA is expected to push the regions SS washer consumption growth. With large population base and large population and largest automobile industry in Detroit city, USA retained its dominance as the largest consumption market for SS washers in Americas region in 2021. Detroit city in USA has the biggest automobile industry dominated by three large companies namely General Motors, Ford and Chrysler. Strong presence of auto manufacturing base has potential to create demand for lock and keyed washers owing to their large-scale usage in automotive applications. Canada is the other leading country for SS washer in the America region as it is major exporter of steel to the USA and Mexico.

Indian Growth Outlook

The Union Government has formulated "National Steel Policy 2017", which is expected to guide the growth of Indian steel industry for the next decade. As per the policy, the installed steel production capacity in India is expected to reach 300 million tons by 2030 while the production of crude steel would reach 250 million tons. These aggressive goals are on the back of the expected demand from construction as well as consumer products like automobiles.

Despite becoming one of the fastest growing economies in the world, the infrastructure sector in India is yet to develop fully. Therefore, substantial government expenditure is planned in major end user industries under National Infrastructure Pipeline and recently announced PM Gati Shakti project. The National Infrastructure Pipeline aims to improve the ease of living for its citizen. It will include projects in various sectors such as housing, safe drinking water, access to clean and affordable energy, world-class educational institutes, healthcare for all, modern railway stations, airports, bus terminals, metro and railway transportation, logistics and warehousing, irrigation projects, etc.



Sources: Dun & Bradstreet Research

Thus, the aggressive public and private investment sprucing up in the infrastructure would translate into higher demand for various steel product including SS washers.

We expect domestic SS washer consumption volume to grow from about 28.2 thousand tonnes in 2022 to 35.7 thousand tonnes by 2025, growing at CAGR 8.2% between 2015-28 and later reaching 46.1 thousand tonnes by 2028, translating into 8.8% CAGR between 2025-28. In value term, the SS value consumption in India is slated to grow at average annual rate of 7.2% between 2022-28 to reach USD 208.7 Mn.

However, overall economic activity faces a major downside risk if RBI with recent hike in repo rate continue to increase repo rate amidst rising inflationary pressure. This may the fresh capital investment in the various sector and may temporarily affect the end user industries demand for SS washers.

On supply side, supportive policy announcement like Atmanirbhar Bharat, PLI, amended DMISP policy and Make in India scheme are expected to have a lasting favorable impact on domestic manufacturing and strengthening the supply side dynamics.

SS Sheet Metal Components

Global Consumption Pattern

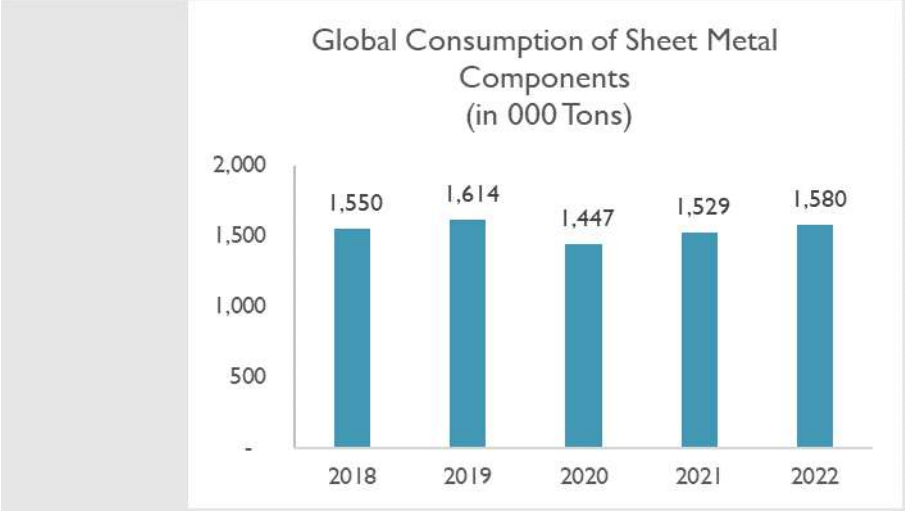
Globally, consumption of sheet metal components is approximately 1,580 thousand tons per annum in 2022, while annual production is approximately 1,750 thousand tons per annum. Consumption has picked up in 2022, growing by 3% from 2021 after a 10% decline in the previous year to the Covid-19 induced disruptions.

Although consumption volume in 2021 is well below the post covid-19 (2019 consumption) scenario, the year-on-year growth during 2020-21 indicates the strong optimism. This is based on the higher growth rate in consumption during 2020-21, as against growth registered in 2018-19.

In terms of sales value, global sales of SS metal components touched USD 13.4 Bn in 2022, the strongest growth in the past four years. Sales value has even surpassed the 2019 figure, indicating the strong rebound in demand post the Covid-19 disruptions.

Few common types of sheet metal components include:

- **Sealing Caps Core Plugs & Welch plugs:** Manufactured out of Mild Steel, Stainless Steel, and Brass material being used the Engine & Transmission blocks. These components are available in both Cylindrical and Conical type.
- **Clamps, Clips & Brackets**: These are being used in Automotive, Tractor, Earthmoving equipment, and Farm equipment as per customers' requirements
- **Push Nuts, U-clip Nuts, Self-threading Nuts**: These components are made out of medium carbon and high carbon steel with hardening & tempering and Electroplating with Hydrozen De embrittlement process.
- **Constant Pressure Hose Clamps**: These are manufactured out of high carbon steel and carbon alloy steel for the fuel and liquid rubber pipes/hoses in the Engines and other applications.



Based on inputs from primary survey

Region Production & Consumption Volume in 2022 (in 000 Tons)

Region	*Production Volume*	*Consumption Volume*
Asia	*1219.7*	*684.3*
Europe	*236.0*	*286.7*
Middle East & Africa	*45.0*	*120.6*
Americas	*300.9*	*488.8*

Based on inputs from primary survey

Regional Production & Consumption Value in 2021 (USD Million)

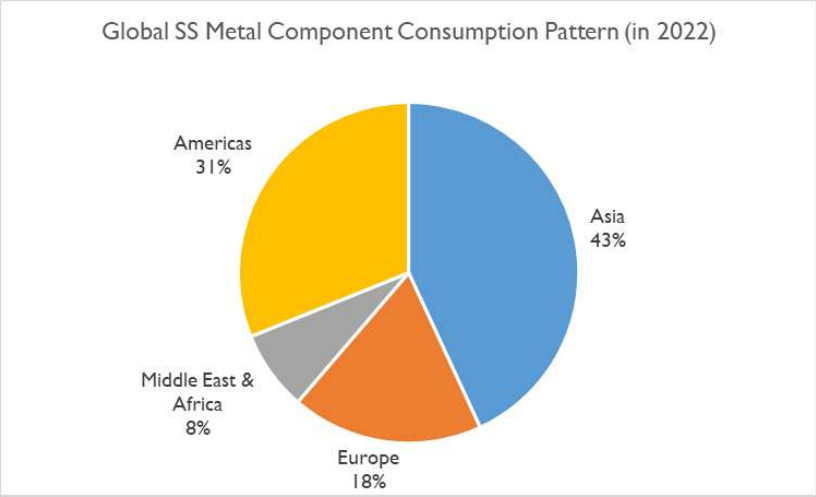
Region	*Production Value*	*Consumption Value*
Asia	*USD 9,660 Million*	*USD 5,479Million*
Europe	*USD 2,013 Million*	*USD 2,577 Million*
Middle East & Africa	*USD 375 Million*	*USD 1,047 Million*
Americas	*USD 2,543 Million*	*USD 4,299 Million*

Based on inputs from primary survey

Asia is the leading market, both in terms of consumption and production. The shift in global manufacturing, from Europe and North America to Asian market on the back of cost differences and environmental concerns have shifted production of a wide range of products & components. The ascendency in SS metal components is a result of this development. In 2022, Asia accounted for nearly 67% of total annual production and 43% of total annual consumption.

China and Japan are the two largest consuming markets in Asia, followed by India. Strong growth in real estate construction, automobile manufacturing, and general capacity expansion in manufacturing industries have created demand for SS metal components. Both production & consumption of the product in European and American market has been declining, as bulk of manufacturing shifted to Asia.

America is the second largest consumer of SS metal components, after Asia. In 2022 America (North and South) accounted for nearly 31% of total global consumption. Europe accounted for 18% of consumption while Middle East & Africa accounted for the remaining 8%.

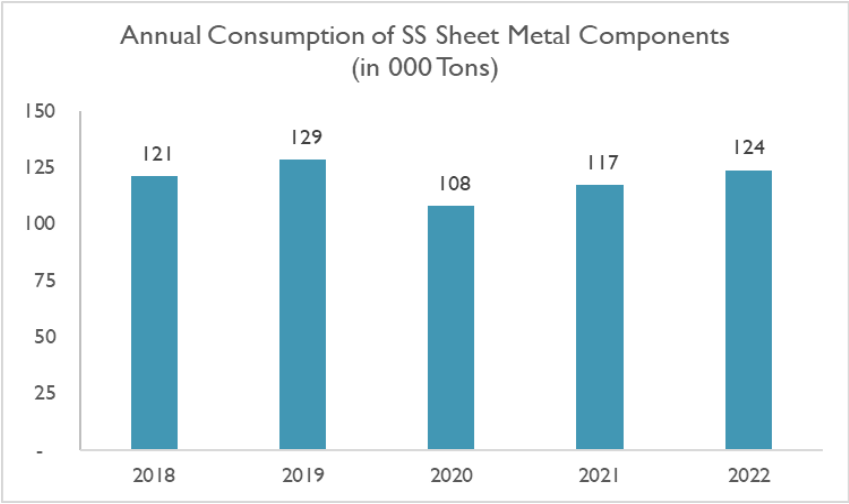


Based on inputs from primary survey

Domestic Consumption Pattern

The annual volume of SS sheet metal components consumed in India is approximately 124 thousand tons in 2022, which is worth USD 787 Mn. Annual consumption volume dropped in 2020, as demand was severally impacted by the spread of Covid-19 pandemic.

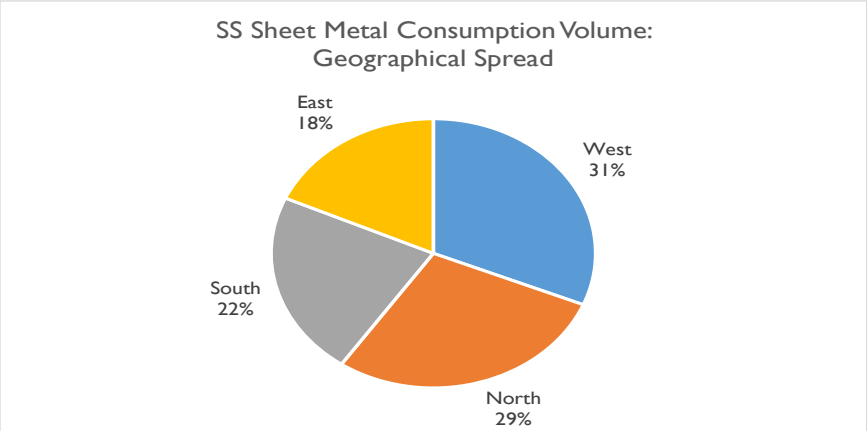
Demand landscape has improved in 2022 due to increasing manufacturing units and focus of Indian government to invest more in infrastructure activities in 2022 which were halted due Covid-19 pandemic. In response the consumption volume has picked up, increasing by nearly 5.6% over previous year. Despite this growth, annual consumption volume is yet to reach the post covid-19 levels.Meanwhile, domestic production of SS sheet metal components is estimated to be 147 thousand tons in 2022, while the value of production stood at USD 900 Mn.



Based on inputs from primary survey

Demand is highest in the Western region, predominantly due to the presence of a fledging industrial sector in Maharashtra & Gujarat. In addition, a stable construction sector has also aided the western region. Backed by strong demand from these two-customer segment, Western region is estimated to have accounted for

31% of total SS sheet metal component consumption in India. Northern & Southern region formed the second and third largest geographical market, accounting for approximately 28.5% and 22.2% of total consumption volume respectively. Remaining consumption was accounted by Eastern region, making it the smallest market.



Based on inputs from primary survey

Competitive Scenario

Sheet metal component manufacturing as such is an extremely fragmented industry with unorganized segment having a sizable market share. The industry is characterized by low entry barriers – in terms of openly accessible not too complex manufacturing process, ease of availability of raw materials as well as labor force, lower capital investment requirement, and absence of any regulatory hurdles. These attributes make the industry an attractive proposition for smaller player to enter. On the demand side, the near universal application of sheet metal components has ensured a stable demand. Together these two factors (low entry barriers and a stable demand) have given the industry its fragmented nature.

Majority of these attributes hold true for SS sheet metal components too. The only difference is the usage of specialized input material (stainless steel), which is priced higher than other steel grades. Although this pose a challenge – compared to other metal grades used – it is not strong enough to alter the competitive nature of the industry. Hence the competitive landscape in SS sheet metal component manufacturing is almost like that prevalent in the larger sheet metal component manufacturing industry.

Despite the commoditized nature of the product, there exists few factors that could provide a manufacturer in this industry a competitive edge. Creating a strong product portfolio catering to multiple industries / applications, backward integration), and well-developed R&D capabilities to create new products. Among these, backward integration has a far-reaching impact and probably plays a larger role in improving operational efficiency and controlling cost.

Stainless steel manufacturing is a consolidated industry with large players, and they enjoy higher bargaining power vis-à-vis SS sheet metal components. Given the fragmented nature of SS sheet metal component manufacturing, they are not equipped to country moves by stainless steel industry to increase their product price or prioritize supply to other applications / consumer segments. It is here that backward integration makes a difference. Backward integration – be it by acquiring a stainless-steel melt shop or utilizing scrap manufacturing during the process as an input material – ensures SS sheet metal manufacturer have access to steady supply of quality raw materials.

Notable SS Sheet Manufactures	
Viman Engineering Private Limited	Viman Engineering manufactures & exports a wide range of washers, and sheet metal components for application in automotive, solar, medical device manufacturing and heavy engineering industries, among others.
RAAMPS Industries	RAAMPS Industries manufactures sheet metal components for automobile, telecommunication, oil & gas, home décor, solar, and heavy engineering, among others.
Ratnaveer Precision Engineering Limited	Ratnaveer manufactures SS washers, pipes & tubes, and sheet metal components. In SS sheet metal components, the Company focuses on solar power generation sector where it is used in mounting of solar panels.

Global Growth Outlook

Demand from Asian markets would be the key factor in driving the global demand for SS sheet metal components forward. By 2028, the total volume of SS sheet metal components consumed in Asian market is expected to reach 924 thousand tons per annum. This converts into a compounded growth rate of 4% during 2022-28 period.

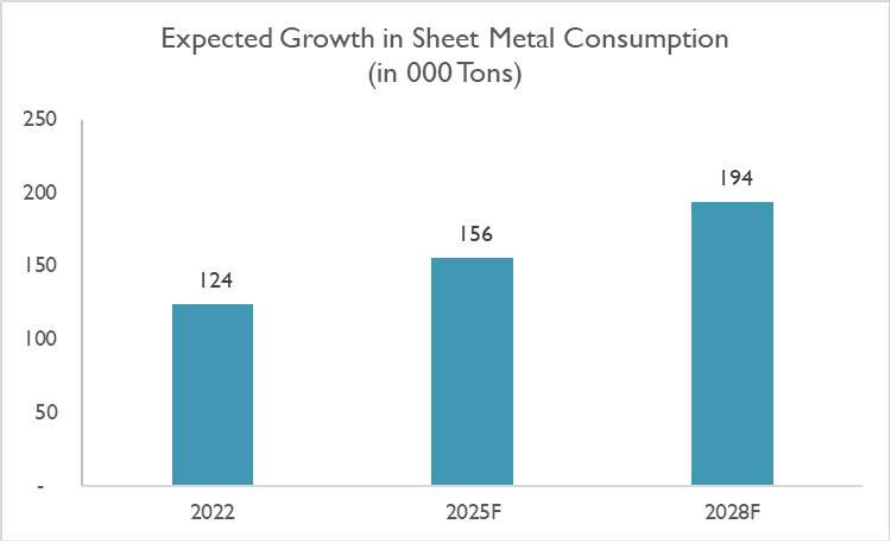
On the back of this strong demand in Asia, the global consumption of SS sheet metal components is expected to reach 2,044 thousand tons per annum by 2028. Consumption in Asian market is expected to account for nearly 45% of total global consumption in 2028.

In value terms, the total value of SS sheet metal components consumed in Asia is expected to reach USD 8.2 Bn per annum in 2028, increasing by a CAGR of 6.9% between 2022-28. On the back of this strong growth in Asian market, the global sales of SS sheet metal components is expected to grow by a CAGR of 6% during 2022-28 to reach USD 18.7 Bn.Among other markets, Middle East & Africa is expected to grow the fastest, by a CAGR of 5.7% during 2022-28 period while consumption growth of SS sheet metal components in Europe and Africa would be 3.3% and 3.6% respectively.

India Growth Outlook

Indian economy has rebounded strongly, after two years of slow growth one of which is on account of Covid-19 induced disruptions. Demand for consumer products, ranging from consumer durables to big ticket purchases like automobiles & residential units has witnessed a strong recovery. This overall improvement in demand scenario has helped in the revival of industrial growth.

SS sheet metal components, which has a near universal application across manufacturing sector has benefitted by this revival in industrial activity. Barring any exception event (similar to the scale of Covid-19 pandemic), Indian economy is widely expected to return to a long-term growth path. This would help SS sheet metal component industry to put the recent dip in production (in 2020 and 2021) behind it. Going ahead, the annual consumption volume of SS sheet metal components is expected to touch 156 thousand tons in 2025, and further to 194 thousand tons in 2028. This would help increase the annual sales turnover in the sector – which currently stands at USD 787 Mn – to USD 1,019 Mn in 2025 and further to USD 1,336 Mn in 2028.

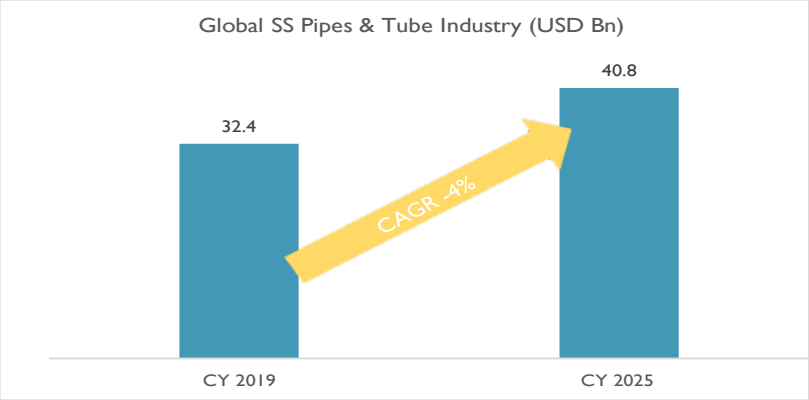


Dun & Bradstreet Research

Stainless Steel Pipes and Tubes

Global Scenario

Globally, the SS pipes and Tube industry was valued at nearly USD 32.7 Bn in 2021[12] contributing ~23% share in global pipe & tube industry. In coming years too, the SS pipe & tube is expected to observe stable growth of ~4% through 2025 with market size estimated to cross USD 40 Bn.



Sources: Dun & Bradstreet Desk Research & Estimates

Demand Landscape

The oil & gas industry is among the major consumer segments for steel pipes and tubes used for transportation of gas & liquid as well as for upstream, midstream, and downstream processing of crude oil. With global economies gradually recovering from the pandemic impact, the demand for oil & gas is expected to resume quickly. Spreading Covid-19 cases at the start of 2022 once again shed some uncertainty over the economic recovery but this time the surge in infection caused muted impact on oil demand.

Moreover, mobility indicator continued to remain strong lending the positive outlook for the Oil demand in 2022.

According to the International Energy Agency (IEA), from 97 Mn barrels per day (BPD) in 2018, the oil demand is expected to increase by 5.5 mb/d in 2021 and by 3.3 mb/d in 2022 while it is estimated to return to the pre-pandemic level at around 99.7mb/d in 2022 projected to reach 103 mbd by 2030. However, the current Russia-Ukraine conflict could change the demand-supply dynamics between various countries in the coming years.
As a result, new pipelines projects are being commissioned, pipelines capacities are being expanded and increasing offshore activities such as deep and ultra-deep-water production and development are having a positive impact on the steel pipe segment.

Developed nations are taking measures to cut down on carbon emissions. High efficiency generation of seamless steel pipes are being increasingly being used in industrial boiler applications which include ultra-supercritical pressure boilers, pressurized fluidized bed boilers and high-efficiency industrial waste incineration boilers among others primarily to control carbon dioxide emissions. Seamless pips are preferred in such segments owing to their higher strength, durability, and corrosion resistance properties.

Asia Pacific seamless steel pipes market is expected to show robust growth owing to the increasing demand for oil and gas, adoption of advanced technologies, rising industrialization and infrastructural growth including water management, among others. South Korea, China, India, and Japan are some of the key countries contributing to the high demand for seamless pipes in the Asia Pacific. Being the highest steel producer, China occupies a large share in the seamless steel pipe production due to easy availability of raw materials which makes it easy for manufacturers to avail the same at lower costs for their end use as well for import purpose.

Indian Steel Pipe and Tube Industry

Since 2000, steel production in the country has seen a phenomenal increase as the sector witnessed high investments in capacity addition as well as technology up-gradation. In 2018, India surpassed Japan to become the second largest steel producer in the world, after China. According to World Steel Association (WSA), India produced 125.3 Mn tons of crude steel in CY 2022 and accounted for 6.2% share in global crude steel production. In 2022, India's crude steel production registered an y-o-y growth of 6.3% at a CAGR of 3.9% between 2017-22.

On consumption side, India is also the second largest consumer of finished steel. The emergence of a middle-class consumer segment has altered the consumption landscape in India, and with it the industrial production. The country's overall finished steel consumption in India is estimated to have been growing at 7% per annum since 2016 till 2019 to reach 102.6 Mn Tonnes but in 2020, it dropped by 14% against 6% y-o-y growth in 2019. Compared to 2020 finished steel consumption in India increased by 6.9% to 113.2 Mn tons in 2022, up from 106 Mn tons in 2021.

Steel Pipe and Tube Segment

Steel pipes & tube segment constitute ~8% share of the total steel consumption. Subdued industrial activity, and economic uncertainty have dampened the demand scenario, leading to lower consumption. However, economic recovery in 2021 points towards rising consumption of finished steel, consequently driving the steel production. During 10M FY 2022, the country's finished steel production was 21.06% higher than previous year output and it stood at 93.3 Mn tonnes while its consumption was ~15% higher and stood at 86.83 Mn tonnes.

Presence of such a vast primary steel manufacturing infrastructure has also helped in the growth of secondary and finished steel products. In pipe & tube segment, India has emerged as one of the major producers of steel pipes after Europe and China. The country has a well-developed steel manufacturing industry capable of manufacturing crude steel to value added steel products including pipes & tubes. Availability of raw material, cheap labor, and ability to produce steel as low cost have supported India's progress in steel pipe and tube industry.

As per industry sources, the country's current manufacturing capacity of steel pipes and tubes stand at around 21.5 Mn tonnes which is further split into welded, seamless, and casted pipes with respective capacity of 16.3 Mn Tonnes, 1.5 Mn Tonnes and 3.7 Mn Tonnes. Within welded pipes segment, ERW capacity is estimated at 9.5 Mn tonnes and SAW pipes at 6.80 Mn Tonnes.

Annual production of steel tubes & pipes in India is estimated to reach 6.22 Mn Tonnes in FY 2022 while apparent consumption[13] is estimated at 5.55 Mn Tonnes, but it continued to remain lower compared to the pre-pandemic level (FY 2020). Rising output is backed by resuming demand recovery in the major end user industry demand. The country's 10M FY 2022 steel pipes & tubes output was up by 8% while its consumption was up by 4% on y-o-y basis to reach 5.18 Mn Tonnes and 4.63 Mn Tonnes, respectively.

In value terms, the size of the Indian steel pipes & tube industry is estimated at nearly INR 550-600 Bn. With nearly 10 Kg per capita consumption (PCC), steel pipes & tubes consumption in India is less than half of the global average (21-22Kg PCC) and about one fifth of the Chinese (55-60Kg PCC) which indicates huge opportunity for growing penetration of steel pipes & tubes in the Indian market.

In terms of market segmentation, steel pipes & tube industry is equally split between ERW and SAW & Seamless pipes (S&S pipes) while by volume the ratio stands at 70:30, respectively. ERW pipes find prominence because of their diverse applications as well as implementation of advanced technology such as the Direct Forming Technology (DFT) which allows for customized sizes and cost savings on raw material.

Demand Landscape

Stainless steel pipes and tubes are one of the important products in the steel industry and it find wide application in oil & gas, capital goods, power and several other. In the industrial sector, it is used in the manufacturer of the heat exchanger, condensers, and similar industrial equipment that are used in chemical plants, fertilizer plants, pharmaceuticals, sugar, dairy & dairy products, water desalination and automotive industry amongst other. Additionally, steel pipes & tubes also find application in construction. Oil & gas and chemical & petrochemical industry – are the two largest consumers of steel pipes and tubes – is driving the demand across the world. Thus, demand for steel pipes & tubes is linked to the demand scenario and capex plans prevalent in its end-user industries.

Demand from Oil & Gas sector

Oil & Gas sector is one of the largest end user industries for steel pipes and tubes including SS pipes and tubes with pipelines being the major mode of transport for petroleum, oil, and lubricants. Therefore, oil & gas industry has a close linkage that dictate steel pipes and tube demand in the country. Stainless steel offer

[13] Apparent Demand is derived demand from Production + Import – Exports, a proxy indicator to represent the consumption trend of a product.

good resistance to high-pressure and high-temperature and so is widely used in refineries, pipelines, storage capacity, gas terminals, and retail outlets.

India is currently the 3rd largest energy and oil consumer in the world after China and US. The Indian Oil & Gas (O&G) industry is distinguished in the global context as it contributes to 4.6% of the global oil demand with consumption of 4.8 barrel per day in 2021. As per IEA recent published report (under stated policy scenario), India's oil consumption is projected to rise by 50% by 2030 comparison to global demand growing by 7%. India's oil consumption is expected to grow by 4.8 million barrels per day (mbd) in 2019 to 7.2 mbd in 2030 and 9.2 mbd in 2050. India will continue to remain the third largest consumer of oil in 2030.

The wide network of oil & gas pipeline infrastructure has been a major factor in driving the demand for steel pipes & tubes. With Indian economy registering one of the highest growth rate in the world – a pattern that is expected to continue in the future – energy demand in the country would only increase. Aggressive expansion of oil & gas pipelines to meet this demand is set to continue, which in turn would keep the consumption of steel pipes & tubes by the industry stable.

Demand from Pharmaceutical Industry

Indian pharmaceutical industry is ranked as the third largest in the world, in terms of volumes of drugs manufactured and thirteenth largest, in terms of value. The Country is also the world's largest supplier of cost-effective generic drugs, and accounts for one fifth of the global trade in generic drugs. India has achieved an enviable position in global generic drug market on the back of its strength in organic chemical synthesis and process engineering.

On the domestic front, the favorable demand created by increasing older population, and rise in incidences of lifestyle diseases would continue to facilitate domestic revenue growth. However, the lifestyle disease segment is largely addressed by patented drugs by innovator pharmaceutical companies, who are primarily multinational players. The presence of Indian generic pharmaceutical companies in this segment is low.

On the back of the above favorable factors, the compounded annual growth rate in the pharmaceutical industry is expected to be higher than the growth rate recorded in the last decade. During the time FY 2021-30, the annual turnover in Indian pharmaceutical industry is expected to grow by a CAGR of 10%, to reach INR 7,840 Billion.

This aggressive growth in sales can be supported only by an aggressive expansion in manufacturing capacity. Consequently, pharmaceutical industry is expected to witness strong growth in both greenfield and brownfield capacity expansion projects. The relaxation in foreign investment norms would address the credit availability issues that generally hobble capacity expansion projects. Subsequently the demand for capital goods, including steel pipes & tubes used in pharmaceutical manufacturing plants would increase, and serve as a strong demand driver for the domestic steel pipes & tubes industry.

Demand from chemical & petrochemical industry

Steel pipes and tubes form the backbone of fluid and gas transport system in process industries. The type and grade of steel pipes & tubes used depends on the environment where it is installed as well as the nature of products that are transported. In chemical & petrochemical plants, pipes and tubes are exposed to toxic environment leading to corrosion. The anti-corrosive property of SS pipes & tubes is the preferred fluid &

gas transport system in these plants. Hence, the growth in chemical & petrochemical manufacturing capacity in the country has directly contributed to higher demand for SS pipes & tubes.

Annual production of basic chemicals – organic, inorganic, alkali chemicals, dyes & pigments, and pesticides – is estimated to be 12.7 Mn Tonnes in FY 2022 . Alkali chemicals – consisting of soda ash, caustic soda, and liquid chlorine – accounted for 71% of production volume in FY 2022, followed by inorganic chemicals, and organic chemicals. On the other hand, annual production of major basic petrochemicals is estimated to 19.4 Mn Tonnes in FY 2022 while the total production of basic major chemicals and basic major petrochemicals reached 32.1 Mn Tonnes.

Demand from capital goods industry (manufacturing of heat exchanges, condensers & similar equipments)

Capital goods like heat exchanges and condensers are integral part of process industries, ranging from manufacturing of food & beverage products, chemicals, pharmaceuticals, petrochemicals, plastic products, rubber products, and paper & paper products.

Pipes & tubes made of SS is considered the most ideal material for heat exchangers, because of the anti-corrosion nature. SS heat exchangers provide good resistance to corrosion and it also helps in minimizing the deposits of limestone and other residues. SS High Precision and Heat Exchanger Tubes are widely used in process industries, ranging from chemicals, petrochemicals, fertilizer, sugar, and dairy & dairy. Additionally, SS pipes and tubes also find applications in water desalination plants & other water treatment plants, as well as power plants. The corrosion resistance, and high resistance to chemicals are the two key reasons for this preference for stainless steel over other materials.

Rapid industrialization in Indian economy, aided by favorable government policies, robust demand scenario, and penetration of export markets have led to capacity expansion in Indian manufacturing industries, ranging from textiles, chemicals to fertilizers. The resultant increase in demand for process plant equipment & other industrial machineries have had an equally strong demand for stainless steel used to manufacture these equipment’s. The demand for process plant equipment and other industrial equipment's of similar kind is linked to the industrial scenario prevalent in the country.

Demand from Automobile Industry

In automobile manufacturing, SS pipes & tubes are used in the production of components ranging from exhaust systems, transmission systems, oil & fuel flow systems, and coolant circulation systems, to name a few. Thus the rise in automobile production and sale in India over the last couple of decades have translated into positive demand for SS pipes & tubes.

Annual production of automobiles reached a high of 26.3 million units in FY 2019, before dropping to 21.5 million units and 18.6 million units in the subsequent years. Improvement in demand in FY 2022, as the impact of Covid-19 pandemic wore off, has resulted in an improvement in production volumes. Annual production has improved to 26 million units in FY 2023, registering a strong recovery from the steep drop that happened in the previous year. Such large production volume has created strong demand for all types of auto components as well as related input materials. SS pipes & tubes too have benefitted by the presence of such a strong automobile manufacturing infrastructure.

Demand from architecture, building & construction (ABC) segment

Superior aesthetics, corrosion resistance, and long lifespan have all led to wide acceptance of SS tubes for architecture, building & construction application. Infrastructure development, and a surge in real estate

construction (residential & commercial) have created a high demand for stainless steel, along with other building & construction materials. In past, the boom in construction which accompanied the strong economic growth in the country have resulted in higher consumption of stainless steel.

However, the sector has been severely hit by the occurrence of COVID-19 pandemic which has turned the overall business sentiment pessimistic. The construction activity in India have moderated over the last few fiscals due to combination of factors such as liquidity squeeze, higher cost of capital, delay in project clearance and bottlenecks in execution. In FY 2021, the construction sector GVA contracted by 8.6% against subdued 0.98% change in the previous year. During FY 2022, surge in the Delta variant during the second wave of pandemic starting from end of February and strengthening till May 2021 was a drag on the overall economic recovery. On sequential Q-o-Q basis, India's GDP fell by 17% in Q1 FY 2022 as compared to the previous quarter output (Q1 FY 2022 change over Q4 FY 2021). However, it registered healthiest ever quarterly growth in Q1 FY 2022 while much of this sharp surge in GDP growth was attributed to the low base-effect (as country observed a contraction of nearly 24% in GDP during Q1 FY 2021).
The country rebounded well from the Covid slump in subsequent quarters. With supportive government measure, India managed to registered growth for five consecutive quarter starting from Q3 FY 2021. For FY 2022, the country's GDP grew by 9.1% while construction sector GVA grew by 14.8% on y-o-y basis. Such a strong growth in building construction is expected to revive the demand for SS tubes & pipes. Furthermore, the construction GVA continued its strong growth in FY 2023, when it registered a growth of 10% over previous year.

Impact of Covid-19 on Steel Pipes & Tubes

The onset of Covid-19 in 2020 disrupted the capital expansion plans in the manufacturing sector. The tepid demand scenario forced the India Inc to defer its capacity expansion plans. This trend was observed across all major sectors in the manufacturing space. Such a steep decline in capital expenditure pattern across the manufacturing industry proved detrimental to the steel pipe industry. As the demand for steel pipe & tube is tied to industrial construction, the dip in capital investments translated into lower demand in FY 2021.

Capital expenditure pattern in India was already on the wane in FY 2020, as the economic growth slowed down, on account of unfavorable economic factors. The scenario worsened in FY 2021 as the impact of Covid-19 added on to the already pessimistic mood in Indian corporate sector.

In FY 2022, the business operation gradually returned to normalcy with gradual relaxation in restriction announced to curb second wave. Furthermore, the government continuing effort to scale up vaccination, strengthen healthcare infrastructure, living with virus attitude and other economic measure to restore the economy back on the growth trajectory supported the growing consumption volume of steel pipes & tubes during YTD FY 2022. During 10M FY 2022, the country's consumption of steel pipes & tubes registered 4% y-o-y growth.

Competitive Landscape

Compared to carbon steel pipes, SS pipes & tube manufacturing sector is consolidated in nature, with few major players accounting for majority market share. Capital intensive nature of the industry coupled with challenging operating environment has erected steep entry barriers in SS pipes & tube sector, handing incumbents a definite advantage. It is estimated that the capex required to set up a SS pipe & tube manufacturing facility is ~15 times that required to set up a carbon steel pipe manufacturing facility of similar capacity. Such a high capital requirement translates into higher upfront investment, which dampens the interest of smaller players.

SS pipes & tubes are used in harsh environment as well as for specialized application in mature sectors like oil & gas, petroleum refining, chemical, pharmaceutical, and other similar process industries. Compared to carbon steel pipes, the volume requirement is higher while breaking into large consumer segment is challenging and time consuming. Since, SS tubes form an integral part of any new expansion project in the above-mentioned consumer industries, products are subject to rigorous testing for technical competence post which price comes in.

Major Players

Ratnamani Metals & Tubes Limited, Jindal SAW, Maharashtra Seamless Limited, Man Industries and Welspun Corp are few of the major players in Indian steel pipe & tube segment. All these companies have a wide product portfolio, offering SAW, ERW, Seamless and Stainless-Steel Pipes & Tubes. Among these Ratnamani and Jindal SAW have an established SS pipes & tubes business, placing them as market leaders in this segment. Other notable players include Skoda Tubes, Maxim Tubes Company Private Limited and Shubhalaxmi Metals & Tubes Private Limited.

Notable Players in Indian SS Pipe & Tube Industry							
Company	**By Variety-Type**				**By Raw Material Type**		
	ERW	**SAW**	**Seamless**	**DI**	**Carbon Steel**	**Mild Steel**	**SS**
Ratnamani Metals & Tubes Limited	✓	✓	✓	×	✓	×	✓
Jindal SAW Limited	×	✓	✓	✓	✓	×	✓
Welspun Corp	✓	✓	×[14]	×[15]	×	✓	×
Skoda Tubes	×	×	✓	×	×	×	✓
Maxim Tube Company Private Limited	×	×	✓	×	×	×	✓
Shublaxmi Metals & Tubes Private Limited	×	×	✓	×	×	×	✓

Dun & Bradstreet Research, Company Websites

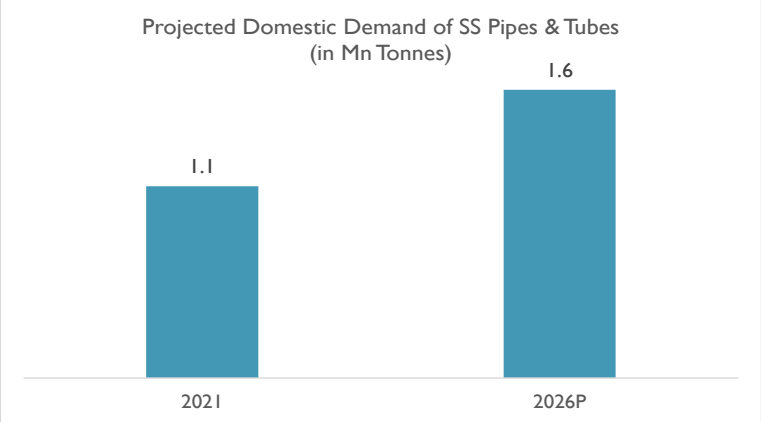
Growth Outlook

From demand perspective, India's growth scenario for steel pipes and tube including SS pipes and tubes remains intact on the back of substantial government expenditure planned in major end user industries under National Infrastructure Pipeline and recently announced PM gati Shakti project. The various initiatives for

[14] Announced the Entry into SS seamless pipe segment in FY 2021.
[15] Announced the Entry into DI pipe segment in FY 2021. Greenfield facility coming up at Anjar, Gujarat to be commissioned by April 2022.

infrastructure development under the PM Gati Shakti will propel the demand of steel in various sectors thereby enhancing steel usage and growth of the SS pipes & Tubes. We expect domestic SS pipes & tube industry to grow from about 1.1 Mn tonnes currently to 1.6 Mn Tonnes by 2026, growing at CAGR 8.5%.

This coupled with supportive policy reform through scheme like Atmanirbhar Bharat, PLI, amended DMISP policy and Make in India will give push to domestic manufacturing and strengthen the supply side dynamics. However, domestic SS face a major downside risk from rising imports, mainly from low-cost destination like China which is creating material harm to the domestic industry. Given the higher input cost and other overheads, domestic manufacturers find it difficult to compete with Chinese imports based on price. Only government level initiatives, to create a level playing field would help in nullifying this challenge. In addition to above, the high probability of RBI moving away from maintaining accommodative monetary policy amidst rising inflationary pressure may further intense the fresh capital investment in the sector.



Sources: Dun & Bradstreet Estimates

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 24 for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 32, 249 and 317, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward looking statements. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Financial Statements included in this Prospectus. For further information, see "Restated Financial Statements" beginning on page 249. Unless the context otherwise requires, in this section, references to "we", "us", "our", "our Company" or "the Company", refers to Ratnaveer Precision Engineering Limited. Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes" dated August 2023 (the "D&B Report") prepared and issued by Dun & Bradstreet commissioned by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Overview

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

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

We operate out of four manufacturing units, out of which two (Unit-I and Unit-II) are located at GIDC, Savli, Vadodara, Gujarat, one (Unit-III) is located at Waghodia, Vadodara, Gujarat and the other one (Unit-IV) is located at GIDC, Vatva, Ahmedabad, Gujarat. Our manufacturing units are strategically located with availability of transportation, which facilitates convenient transportation of our products.

Our corporate office is located at Office No. 703 & 704, Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Vadivadi, Vadodara – 390 023, Gujarat.

We manufacture SS finishing sheets, SS washers and SS solar mounting hooks at our Unit I and SS pipes & tubes at our Unit II. Unit III and Unit IV are dedicated for the backward integration process. Unit III is the melting unit where we melt steel scrap and turn it into steel ingots and Unit IV is the rolling unit where flat ingots are further processed to turn them into SS sheets which are the raw material for SS washers. Our Units are supported by infrastructure for storage of raw materials, manufacturing of our products, storage

of finished goods, together with a quality control and R&D laboratory. Our revenue from operations breakup is as under:

Particulars	Fiscal					
	2023		2022		2021	
Domestic turnover	3,875.39	80.79%	3,432.33	80.39%	3,043.68	84.63%
Export turnover	921.91	19.21%	837.05	19.61%	552.95	15.37%
Total	**4,797.30**	**100.00%**	**4,269.38**	**100.00%**	**3,596.63**	**100.00%**

We are one of the few companies who has a backward integration model *(Source: D&B Report)*. This backward integration model is one of our major strengths and has helped us in maximising the returns on our investments. While our two units (Unit I and II) are dedicated for manufacturing the products which are offered to our customers, the other two units (Unit III and IV) are dedicated towards processing the byproducts generated in manufacturing our products and converting it back into the raw material for our products.

Our products find application across various industries including automotive, solar power, wind energy, power plants, oil & gas, pharmaceuticals, sanitary & plumbing, instrumentation, electro mechanics, architecture, building & construction, electrical appliances, transportation, kitchen appliances, chimney liners, etc. Our products are used in both commercial and residential sector and are sold within India and overseas.

We are focused at consistently expanding our product portfolio by developing new designs. We constantly engage with our customers through marketing via personal interactions with them. Our sales team works closely with our customers to obtain their insights and feedback about the upcoming trends in the industry which enables us to develop and improve our products to fulfil the requirements of the market.

Our Company is promoted and managed by our Managing Director and Promoter, Vijay Ramanlal Sanghavi who has been instrumental in the growth of our Company. Sanghavi has played a key role in setting up the manufacturing units, facilitating technology upgradation in the production process, diversification of business into SS finishing sheets, tubes and pipes and spearheading our venture of setting foot in new markets.

We intend to expand our portfolio of SS washers by adding circlips into the product line. We currently offer over 2500 SKUs of SS washers to our customers including inner ring washers, spring washers, nord lock washers, retaining rings, internal tooth washers and external tooth washers of different sizes and specifications. Having a wide range of products not only enables us to meet the trends and ever changing demands of our customers but also gives our Company an edge to efficiently compete with our competitors. Our product portfolio also includes diversified variety of stainless steel pipes in various specifications and sizes having wide applications in varied industries. We have taken the land located at E-78, GIDC Industrial Estate, Savli, Dist. Vadodara, Gujarat which is adjoining to our Unit I, on a 99-year lease from GIDC, for this expansion. We have undertaken R&D activity for developing circlips, have developed the required tools and identified prospective customers. For further information, see "*Objects of the Offer*" on page 118.

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in Million, except percentages)

Particulars	Fiscal		
	2023	2022	2021
Revenue from operations	4,797.48	4,269.38	3,596.64
EBITDA	470.22	290.59	243.21
EBITDA margin	9.80%	6.81%	6.76%
Restated profit for the year	250.44	94.76	54.59
Restated profit for the year as % of Revenue (PAT margin)	5.21%	2.21%	1.50%
Capital employed	813.41	810.35	998.80
ROCE (%)	12.62%	9.67%	10.33%
ROE (%)	29.12%	15.46%	10.15%
Debt-to-Equity ratio	2.17	2.89	2.67

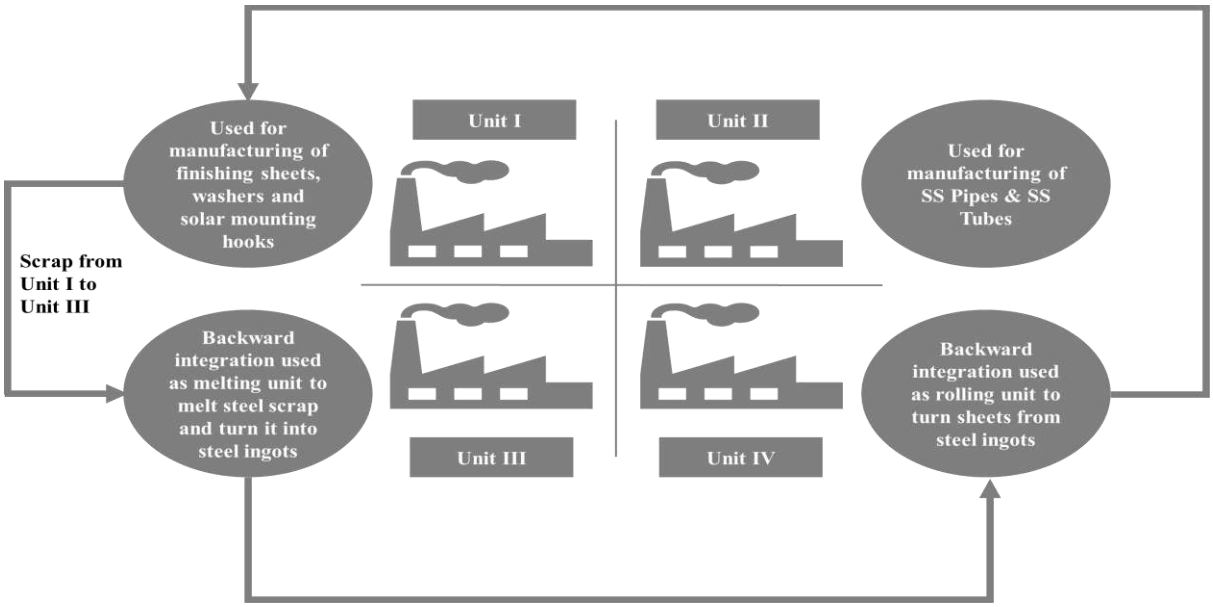
Strengths

- **Synergistic Business Model focused on Backward Integration**

We have developed a **s**ynergistic system of backward integration whereby we process the waste being generated in manufacturing of our products for converting back into the raw material which is utilized again in manufacturing. Thus, the raw material required is also being generated in-house, while the waste being produced in the manufacturing process is being completely utilized, ensuring economies of scale and minimal wastage. The bifurcation (in %) of raw material generated through backward integration and raw material procured from external resources are as follows:

Sr. No.	Particulars	Fiscals		
		2023	2022	2021
1.	**Raw material generated through backward integration (%)**	11.03	10.05	7.85
2.	**Raw material procured from external resources (%)**	88.97	89.95	92.15

The pictorial representation for flow of raw materials/products at different stage of production/units is as follows:



We manufacture SS Finishing Sheets, SS Washers and SS Solar roofing hooks at Unit I. The scrap generated primarily in the manufacturing process of SS Washers and SS Solar roofing hooks is sent to Unit III where this scrap and the scrap purchased from third parties is organized, categorized and melted in heating furnaces and cooled naturally to form the SS ingots. These ingots are sent for job work for conversion into flat ingots. The flat ingots are then brought to our Unit IV where the flat ingots are converted into SS sheets and sent back to Unit I for utilization as raw material in our manufacturing process.

This Backward integration helps us in achieving efficiency in the production process and gaining competitive advantage, reducing in product costs, control over supply of raw materials and reduce our dependency on third parties for our operations.



- **Consistent financial performance**

Our Company has grown from a single product to multi-product manufacturing company. We have demonstrated consistent growth in terms of revenues and profitability. Our revenue from operations has

grown from INR 821.23 Million in Fiscal 2011 to INR 4,797.48 Million in Fiscal 2023 registering a CAGR of 14.54% in last 13 years. Similarly, our profit after tax has grown from INR 15.42 Million in Fiscal 2011 to INR 250.44 Million in Fiscal 2023, registering a CAGR of 23.92% in last 13 years. The recognition of our product quality has enabled us to penetrate the SS products market and cater to new customers in addition to the Company's existing customer network. Increased acceptance of newer product categories due to improved designs and efficient pricing has further established the Company's reputation.

- **Wide product portfolio and multiple designs**

We had started our business activities with manufacturing of SS washers and have since branched out to manufacturing SS finishing sheets, SS solar roofing hooks, SS tubes and pipes which has enabled us to diversify our product portfolio manifold. Our portfolio comprises of over 2,500 SKUs of SS washers. Having a wide range of products not only enables us to meet the trends and ever changing demands of our customers but also gives our Company an edge to efficiently compete with our competitors. Our product portfolio also includes diversified variety of stainless steel pipes in various specifications and sizes having wide applications in varied industries. Our constant efforts are focused towards identifying the customer requirements and introducing high quality products which are in demand.

- **R&D set up for new product development**

We have an in-house R&D facility at Unit I wherein we develop tools and molds for our products. To enhance our product offerings, we have leveraged our manufacturing ability to evolve by virtue of investing in the Research and Development activities. We are focused on undertaking dedicated R&D in our existing products and development of new products and designs in areas where there is significant growth potential and would cater to needs of our customers. We connect with our customers from time to time and understand their requirements on the basis of which we develop new and advanced product designs more suitable to our customers.

- **Customer Diversification**

We sell our products both in the domestic as well as international markets. In the domestic market, we sell our products to the manufacturers as well as traders/ stockists and end customers whereas in the international market we supply our products through traders/stockists in the International market. We have been exporting since incorporation and as on March 31, 2023, some of the countries we are exporting to including but not limited to Germany, UK, Spain, Netherland, etc.

Revenue contribution from our top 10 customers is ₹1,471.99 Million, ₹1,906.95 Million and ₹2380.62 Million contributing 35.60%, 35.35%, 38.84%, and 49.62%, for Fiscals 2021, 2022 and 2023, respectively. Our diversified customer base signifies our non-dependence on any single customer and thereby hedges our business operations from potential customer specific risk, sector specific risks, including but not limited to policy announcements, change in global markets and international relations etc.

- **Experienced Promoter**

Vijay Ramanlal Sanghavi, our Promoter and Managing Director has over two decades of experience in the steel and stainless steel industry. He has been instrumental in achieving various milestones including setting-up of a dedicated unit in the year 2018 for manufacturing SS Tubes & Pipes (Unit II) and increasing our operating revenue from about ₹ 1,595 Million in Fiscal 2013 to about ₹ 4,269 Million in Fiscal 2022. Our Company has received recognitions from reputed organisations from around the world including Engineering Export Promotion Council, Marsh & Mclennan and Dun & Bradstreet under his tutelage.

- **Synergy of young and experienced management team with a committed employee base**

We have a strong management team with considerable industry experience. Our key business functions like production, finance, sales and HR play an important role in efficient day-to-day operations of the Company. We endeavour to maintain a balance of experienced and young professionals in the team. Our Board of Directors includes a combination of management executives and independent members who bring in significant business expertise including in the areas of administration and management, manufacturing, finance, compliance and audit. Our well-defined organization structure has helped in establishing cordial relationships with our employee base across our offices.

- **Effective quality control checks**

We have developed quality control processes for inspecting the raw materials as well as the final products. The raw materials undergo a quality check and for this purpose we have even implemented internal procedures for procurement of the raw material as the quality of the final product is dependent on them. Our Units have dedicated personnel responsible for monitoring the parameters of equipment, strength of materials, reporting any irregularities in the manufacturing process and making adjustments accordingly. These multi-level quality checks ensure that we consistently provide good quality products which further enhances our brand value.

Strategies

- **Diverse, longstanding and growing global customer base**

We have a diverse base of customers present in Indian and European geographies, as of March 31, 2023, as a result of our marketing efforts. Our global customer base helps us limit our dependency on a specific customer, industry or geography thereby reducing financial and concentration risk. Our service offerings have led to consistent customer retention rates. Our long-standing relationship with our customers is evidenced by our customer retention rate. Our growth strategy in these markets will be to create strong local presence and connect and expertise with required development capabilities to exploit growth potential offered by these markets. Our strong focus will remain on acquiring new customers, retaining existing customers and offering good quality products.

- **Continue to add to product portfolio by introducing new designs**

Our Company's strategy is focused towards introducing new product designs to cater to the requirements of our customers as well as garnering the attention of more customers. This helps in strengthening the relationship with the existing customer network through a wide range of products while also onboarding new customers from untapped geographies. Identifying and developing new products and designs is a continuous exercise that our management team engages into as that there is an immense demand in the global markets for unique designs, good quality and competitively priced products. We currently offer over 2500 SKUs of SS washers to our customers including inner ring washers, spring washers, nord lock washers, retaining rings, internal tooth washers and external tooth washers of different sizes and specifications. We intend to extend our product portfolio by adding circlips in our washer segment.

- **Technology integration and plant automation for cost efficiency and improved productivity**

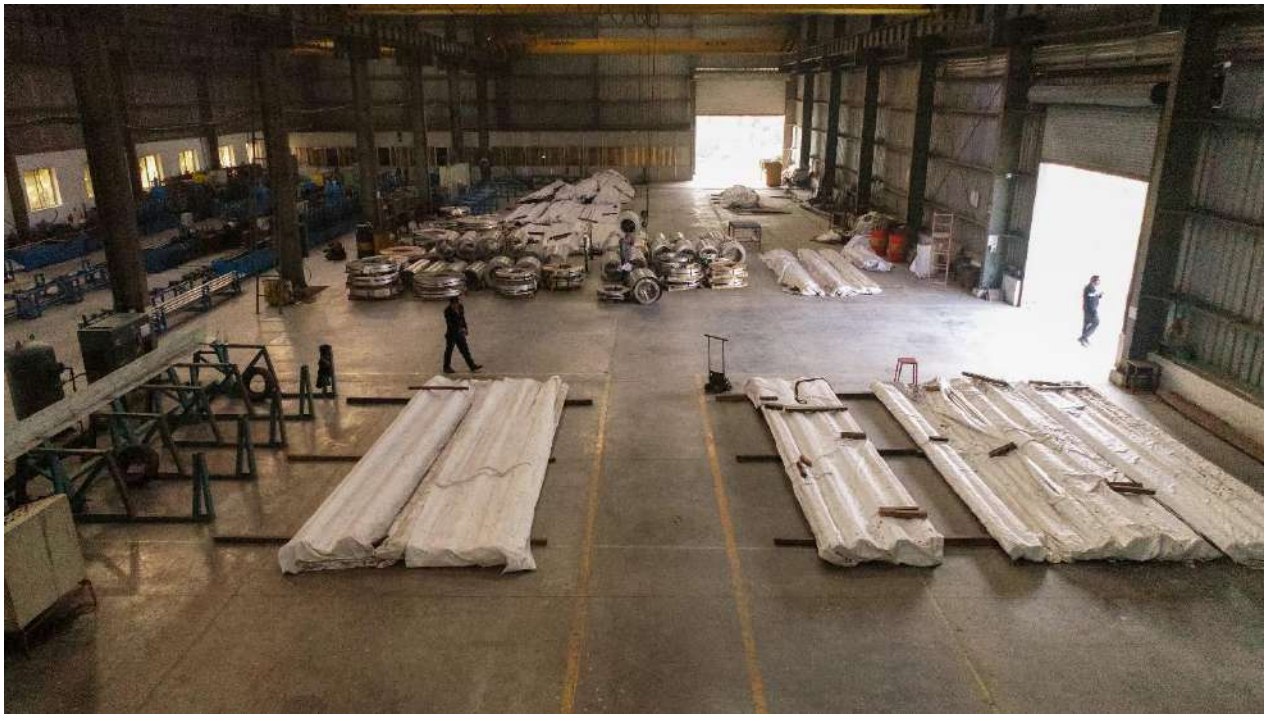
We have invested in the technology for manufacturing and processing and strive to continuously upgrade to the technology which ensures production of cost efficient and high-quality products. We have also

adopted dedicated software for efficient and easy maintenance of the records, process automations, thus saving on man-hours and reducing the scope of human errors. Investments in technology proves to be more cost and time effective and aids in improving production output. Through investment in technology infrastructure, we have been able to increase our operational efficiencies and achieve economies of scale. We also believe that such initiatives will drive cost efficiencies, improve customer service, reduce manual workload and integrate our business functions thereby improving our business processes.

Unit I



Unit II



Business Operations

Product Portfolio

The portfolio of our products can be categorized into SS finishing sheets, SS washers, SS solar roofing hooks and SS tubes & pipes.

The below mentioned table sets out the production sales turnover of our product categories for the periods indicated below:

(₹ in Million)

Product Category	Fiscal		
	2023	**2022**	**2021**
SS Finishing Sheets	3,057.30	2,713.05	2,389.23
SS Washers	840.84	794.48	557.91
SS Solar Roofing Hooks	105.46	70.24	35.91
SS Scrap Metals	493.82	257.49	234.17
SS Tubes & Pipes	299.88	433.51	377.48
Total	**4,797.30**	**4,268.77**	**3,594.71**

Our Products

A. SS Finishing Sheets

SS sheet is a thin flat piece of stainless steel that has a wide range of applications. Depending on the grade of SS used, size, thickness and finish SS sheet finds application in sectors ranging from architecture, building & construction (ABC), automotive, railway & transport (ART), food industry,

process industry, and aerospace, among others. The corrosion resistance attribute of the material, along with the ability to incorporate custom finishes has helped increase the usage of SS sheet.

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

Finishing is a design element which becomes significant when the external appearance is of importance. SS finishing steel is used for decorative as well as non-decorative applications, with the type of finish imparted depending upon the end use applications. Today SS sheet is available in a variety of standard as well as specialized designs, depending upon end user customer specifications. All the various finishes are categorized into three broad segments – mill finishes, mechanically polished finishes, and special finishes.

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

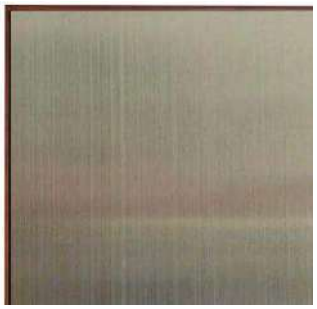
Apart from appearance, polished SS sheet is also important where a stain free and sterile surface is required. Usage in kitchens and sanitary application is one such example, where a sterile surface as well as low chances of bacterial contamination is important.

Our product range of SS finishing sheets consists of the following types of finishes:

Type of Finish	Description
Satin Surface SS Sheet	This finish has short symmetrical grains, metallic shine and warmth of cold steel. This has wide usage in cookware, furniture, elevator, architectural decoration, revolving door, exterior decoration, etc.
Hairline SS Sheet	This sheet has clear and long directional grains with delicate and unique surface area. These sheets are used in elevator, architectural decoration, revolving door, home appliances, automotive sector, exterior decoration, etc.
Scotch Bright SS Sheet	These are classified not by a specific grit size or grade, but as a range of products including coarse, medium, fine very fine and super fine. This finish has smooth and exquisite grains which look shorter than hairline finish but longer than satin surface sheets.
Mirror Surface SS Sheet	This is a highly ornamental reflective mirror like finish with no apparent polishing lines. This finish possesses a high degree of reflectively, imparting a mirror like appearance. This has a high maintenance cost, and is commonly used in panels, columns, and exterior cladding in high end office buildings & hotels



Satin Surface SS Sheet



Hairline SS Sheet



Scotch Bright SS Sheet



Mirror Surface SS Sheet

B. SS Washers

A typical washer is a disk-shaped small thin plate with a hole. There are numerous uses of washers, however it mainly serves as a spacer to absorb a shock and evenly distribute load of a fastener. Washers can also prevent leakage or corrosion, relieve friction, and maintain tension. The size of the hole in the middle of a washer is typically based on the clearance value of the fastener it will be used along with.

Washers are usually metal or plastic and are made in different sizes based on their application. They are made from a variety of materials including stainless steel, carbon steel, zinc, copper, brass, plastic, rubber, fiber, and ceramic. Stainless steel (SS) washers and galvanized carbon steel washers are the most commonly used. While the former offers better strength, the superior corrosion resistance attribute of stainless steel gives it an edge.

Stainless steel washers are most used washers applied in fastener assemblies to distribute load from a bolt's top across a wider surface area. Globally, stainless steel washer is a preferred choice for the end-users of washers owing to its numerous positive properties. The notable advantage of stainless steel over other metals is its natural characteristics such as resistance from corrosion and rust, and thus, is most preferred input material for manufacturing washers. Another advantage of SS washer is that they make maintenance tasks easier as their load-bearing quality makes the tightening and/or loosening of components hassle-free. *(Source: D&B report)*

Stainless steel washers are made by the stamping process that uses a die to punch a shape or a form from a flat sheet of stainless steel. Stamping is a fast and smooth process that is capable of manufacturing large number of washers and enables maximum use of metal sheets. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International

Organization for Standardization (ISO)**,** in order to maintain the quality of their products and prevention of harm to the environment.

There are mainly three types of washers based on their features and application: plain washers, lock washers and spring washers. Within each of these types, there are more specialized forms that serve unique purposes.

Our portfolio includes the following SS washers in various specifications:
- inner ring washers
- spring washers
- nord lock washers
- retaining rings
- internal tooth washers
- external tooth washers



C. SS Solar roofing hooks

Solar power is the largest component in Renewal Energy Sector (RES) capacity in India, accounting for nearly 47.5% of total RES installed capacity as on 1st January 2022. Capacity addition in solar power segment has happened at a brisk pace increasing from just under 1 GW as on 1st April 2012 to nearly 50 GW as on 1st January 2022. *(Source: D&B report)*

Solar roofing hooks are used for solid fastening of photovoltaic systems on pitched roofs. Roofing hooks serve as a foundation for photovoltaic mounting systems for tiled roofs and are to be mounted directly on the roof battens and rafters.

Solar installations have been rapidly increasing around the world. India has generated a significant amount of growth as well. Solar is the way of the future and a major sustainable energy source. Solar panels perform best when exposed to direct sunlight for the longest period and are positioned at a specific tilt angle with the face facing south. In this situation, solar roofing hooks come into play.

Solar roofing hooks are critical for the efficient working of a solar power system in both utility and rooftop applications. While the most balance of system components, including inverters, DC cables, junction boxes, transformers, etc. are easily available from equipment manufacturers, the property and excellence of the solar roofing hooks has a prominent position in the functioning of the solar power system.

These frameworks allow panels to rest comfortably, avoid damage, and, most significantly, place them at a perfect tilt angle to maximize solar energy harvesting. Solar roofing hooks, ground solar mounting

structures, carports and sun tracker solutions have all experienced significant advancements in terms of weight, material, versatility and ease of installation. Many technological advancements have resulted in lower costs, faster and better installation, increased durability and increased productivity.

Material plays a significant role in the total solution because any solar system is designed to last 20 to 25 years. The topography and environment of the installation area determine the material's strength. As a result, there is an increasing demand in the industry for very durable, rust-free, corrosion-resistant materials. This has resulted in the development of revolutionary products such as rust-resistant steel, which has become quite popular in the solar panel market due to its low cost and increased endurance.





Adaptors



Vario Hook



Fix Roofing Hook

D. SS Tubes & Pipes

Stainless steel pipes and tubes are one of the important products in the steel industry and it find wide application in oil & gas, capital goods, power and several other. In the industrial sector, it is used in the manufacturer of the heat exchanger, condensers, and similar industrial equipment that are used in chemical plants, fertilizer plants, pharmaceuticals, sugar, dairy & dairy products, water desalination and automotive industry amongst other. Additionally, steel pipes & tubes also find application in construction. Oil & gas and chemical & petrochemical industry – are the two largest consumers of steel pipes and tubes – is driving the demand across the world. Thus, demand for steel pipes & tubes is linked to the demand scenario and capex plans prevalent in its end-user industries. (Source: D&B report)

Stainless steel tubes are usually cylindrical, hollow items that are utilized as equipment components or as a medium for fluids to travel through. The usage of stainless steel in the construction of tubes is due

to the favorable qualities of stainless steel, which is the most commonly used material in tubing production.

Stainless steel tubes may also be square. Stainless steel square tubing is a hollow pipe-like piece of hardware with four equal-length sides constructed from a number of steel alloys. Although these tubes, like their cylindrical counterparts, can be utilized for gas and fluid transfer, square tubing is most commonly used in structural and support design schemes. It is used in the construction, architectural, building, material handling, mounting, metal working and framing sectors for a wide range of goods such as shelving, support beams, racks, grids, stepladders, partitions and rails. While other materials may be utilized, stainless steel is particularly well suited to these applications.



Stainless Steel Pipes

Outer Diameter	: 1/8" NB to 8" NB (10.3 mm to 219.1 mm)
Wall Thickness	: SCH 5S, 10S, 20S, 40S & 80S

Stainless Steel Tubes

Outer Diameter	: 6.35 mm to 101.6 mm
Wall Thickness	: 0.5 mm to 6.0 mm

Stainless Steel Square & Rectangle Sections

Size	: 12x12 mm to 80x80 mm & 30x20 mm to 120x60 mm
Wall Thickness	: 0.5 mm to 6.0 mm

Stainless Steel 'U' Tubes

Outer Diameter	: 12.7 mm to 50.8 mm OD
Wall Thickness	: Upto 3.38 mm
Centre Line Radius	: 22.2 mm to 1220 mm
Leg length	: 10 Meter

Pipes are classified according to their nominal and schedule diameter. Pipe is normally manufactured in accordance with the Nominal Pipe Size (NPS) standard, with a schedule number specified (wall thickness) and nominal diameter (pipe size). The schedule number on different sizes of pipe may be the same, but the true wall thickness will differ.

Tubes are usually manufactured by wall thickness and outside diameter, but they can also be ordered by outside diameter and inside diameter or inside diameter and wall thickness. A gauge number specifies the thickness of a tube.

Tubes can be square, rectangular, or cylindrical in shape, whereas pipe is always round. The circular form of the pipe distributes the pressure load evenly. Pipes are used for larger purposes and come in sizes ranging from 12 inches to several feet. Tubing is typically utilized in applications that demand smaller sizes.

Stainless steel tubes and pipes are used in various products and infrastructures, from factory machinery to automotive mufflers. Stainless steel tube fulfills the same role in numerous applications. The goal is to convey or regulate the transportation of a gas or a liquid. Because it can reliably sustain hot gasses and corrosive liquids without degrading, stainless steel tubes and pipes adapt themselves to gasses and liquids.

Stainless steel tubes and pipes can be left outside for long periods of time without rusting or disintegrating. Many industries and products employ stainless steel tubes and pipes due to its ability to resist degradation. Stainless steel tube is utilized in wet industries with concrete floors, various hunting and outdoor equipment like tents and weapons, automobile manufacturing and kitchenware with stainless steel sanitary tubing.

Our Units

We carry our manufacturing operations from our Units. These units are located at:

Sr. No.	Units	Details of Lessor/Licensor	Address	Term
1.	Unit I and registered office (Lease)	Gujarat Industrial Development Corporation (GIDC)	Plot no. E-77, G.I.D.C., Savli (Manjusar), Baroda - 391 775, Gujarat, India.	Period of 99 years beginning on January 31, 2002
2.	Unit II (Sublease)	M/s. Ratnaveer Industries	Plot no. E-120, G.I.D.C., Savli (Manjusar), Baroda - 391 775, Gujarat, India.	Period of 07 years beginning on January 01, 2023
3.	Unit III (Leave and License)	Mr. Prabhulal Badrilal Kabra	Plot no. 548/549, G.I.D.C., Waghodia, Baroda – 390019, Gujarat, India	Period of 1 year from February 1, 2023 till January 30, 2024
4.	Unit IV (Leave and License)	Mr. Prabhulal Badrilal Kabra	Plot no. 1901, Phase IV, G.I.D.C. Vatva, Ahmedabad – 382440, Gujarat, India	Period of 1 year from May 8, 2023 till May 6, 2024

We manufacture finishing sheets, washers and solar mounting hooks at Unit I and SS pipes & tubes at Unit II. Unit III and Unit IV are dedicated for the backward integration process. Unit III is the melting unit where we melt the scrap steel and turn it into steel ingots. Unit IV is the rolling unit where flat ingots are further processed to turn them into sheets which are the raw material for washers. Our Units are supported by infrastructure for storage of raw materials, manufacturing of our products, storage of finished goods, together with a quality control.

We source raw materials from our suppliers based on quality specifications and cost effectiveness. SS coil, sheet and scrap is acquired locally as well as from foreign suppliers from Indonesia, Switzerland, Hong Kong and Singapore.

The power requirements are met through the local power grids maintained by state power grid. We maintain power back-ups through DG Sets to ensure unhindered production in case of power cuts by the local electricity providers.

Water is procured from the third-party water suppliers. To minimize the wastage of water as well as to reduce the water procurement cost, we process the water in effluent treatment plant for recycling and reuse it in the manufacturing process.

Capacity and Capacity Utilization

The following table sets forth certain information relating to capacity utilization of our Units calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

(Units In MT)

Fiscal	Units	Finishing Sheets	Washers & Solar hook	Tubes & Pipes
2020-21	*Capacity*	16,500	4,800	2,000
	Production	15,919	2,408	1,385
	Utilization	96.48%	50.17%	69.25%
2021-22	*Capacity*	18,500	5,500	2,000
	Production	14,906	3,707	1,134
	Utilization	80.57%	67.40%	56.70%
2022-23	*Capacity*	18,600	6,000	2,000
	Production	15,830	2,091	1,109
	Utilization	85.11%	34.85%	55.45%

As certified by Upendra Nath Mahto, Independent Chartered Engineer vide his certificate dated July 13, 2023

The information relating to the installed production capacity of our Units, as included above and elsewhere in this Prospectus are based on various assumptions and estimates that have been considered by the chartered engineer for calculation of our capacity. These assumptions and estimates include the standard capacity calculation practice of the Stainless-Steel Washers, Sheet Metal Products, Stainless Tube & Pipe and Stainless Steel Finish Line industry after examining the calculations and explanations provided by us. The assumptions and estimates taken into account include the following: (i) Number of working days: 25 per month; and (ii) 3 Shifts per day is considered on 24 hours working of the plant per day.

Actual production levels and utilization rates may vary from the capacity information of our Units included in this Prospectus and undue reliance should not be placed on such information. See "Risk Factor No. 6 – *Information relating to the installed production capacity and capacity utilization of our Units included in this Prospectus are based on various assumptions and estimates and future production and capacity may vary*." On page 37 of this Prospectus.

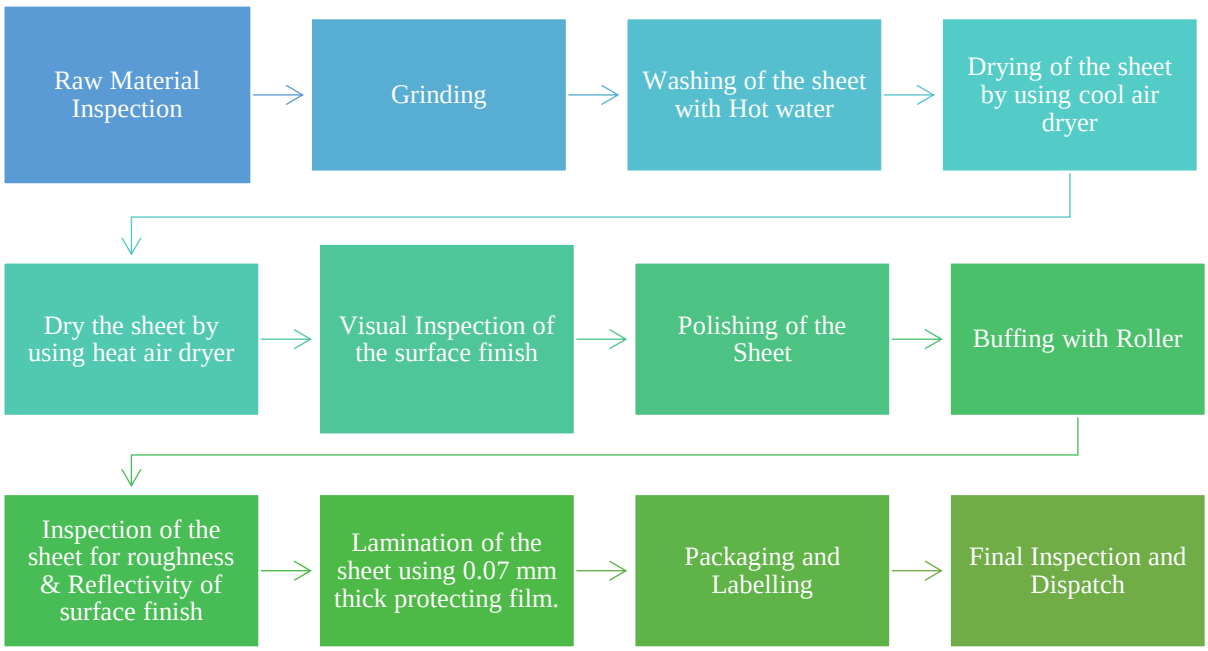
Procurement of Raw Materials

We primarily need stainless steel coils, sheets and wire to manufacture our products. In addition to SS coils, sheets and wire, we also acquire SS scrap to process scrap into SS ingots under the backward integration process. Our reliance on external sources for raw material is reduced due to the backward integration process of the stainless steel scrap which is the by product of our manufacturing processes. In Fiscals 2021, 2022 and 2023, the cost of raw materials and components consumed amounts to ₹ 3,224.55 million, ₹ 3,735.22 million, and ₹ 4,189.58 million representing 89.65%, 87.49% and 87.32% respectively, of our revenue from operations. Raw materials are primarily transported to our Units and from one unit to another unit by road.

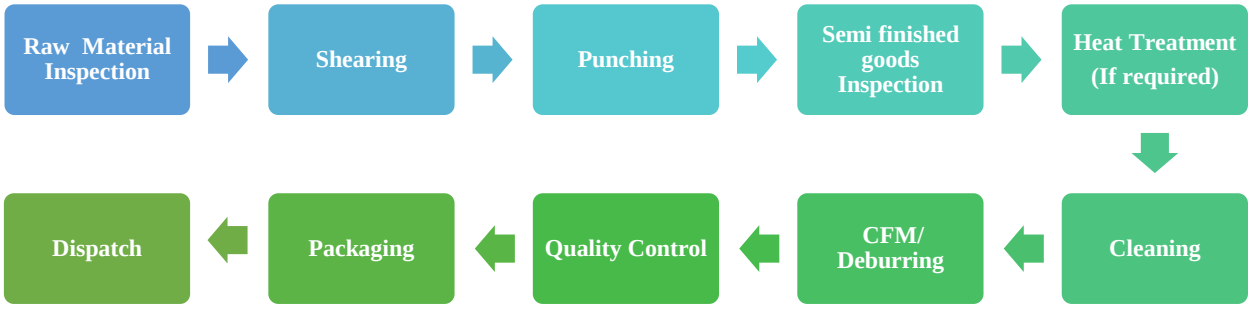
Key Business processes:

Our key products are SS Finishing Sheets, SS Washers and SS Tubes and Pipes. The manufacturing process of all these products are different, however, sourcing of raw materials to manufacture all these products includes a combination of raw material sourced inhouse, domestically and from our foreign suppliers. Below is the manufacturing process of our key products:

SS Finishing Sheets (Satin Surface, Hairline Surface, Scotch Bright and Mirror Surface)

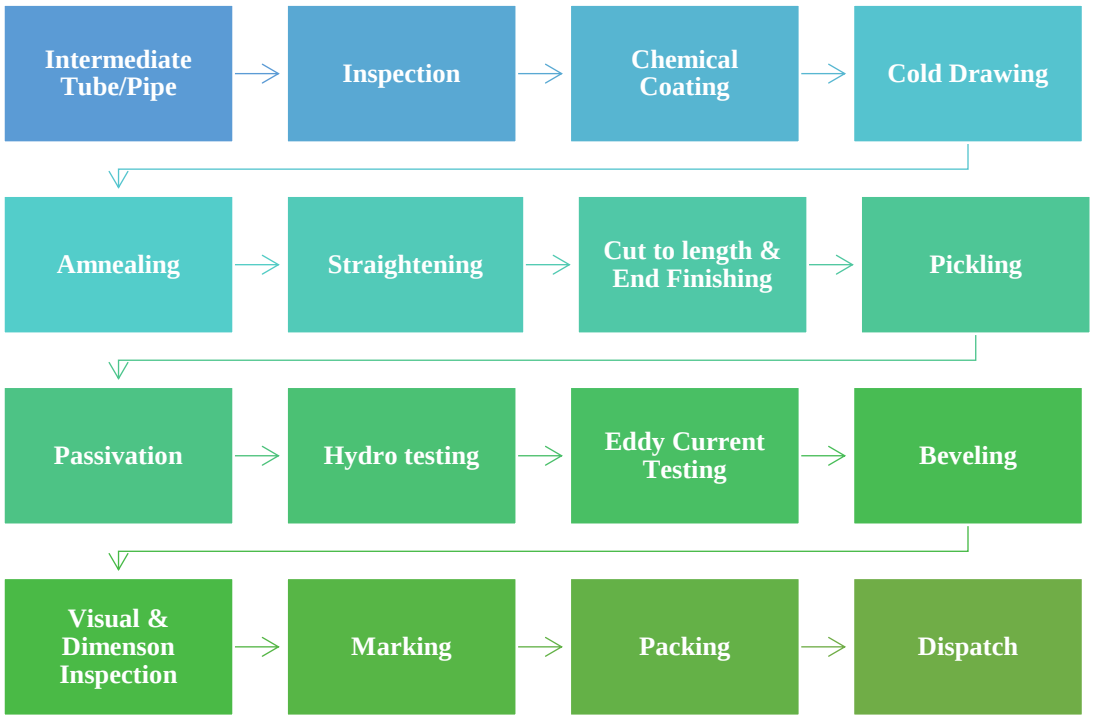


SS Washers (Carbon Steel Washer, Retaining Ring/Circlip, Tooth Lock Washer, Belleville Washer /Disc Washer etc.)

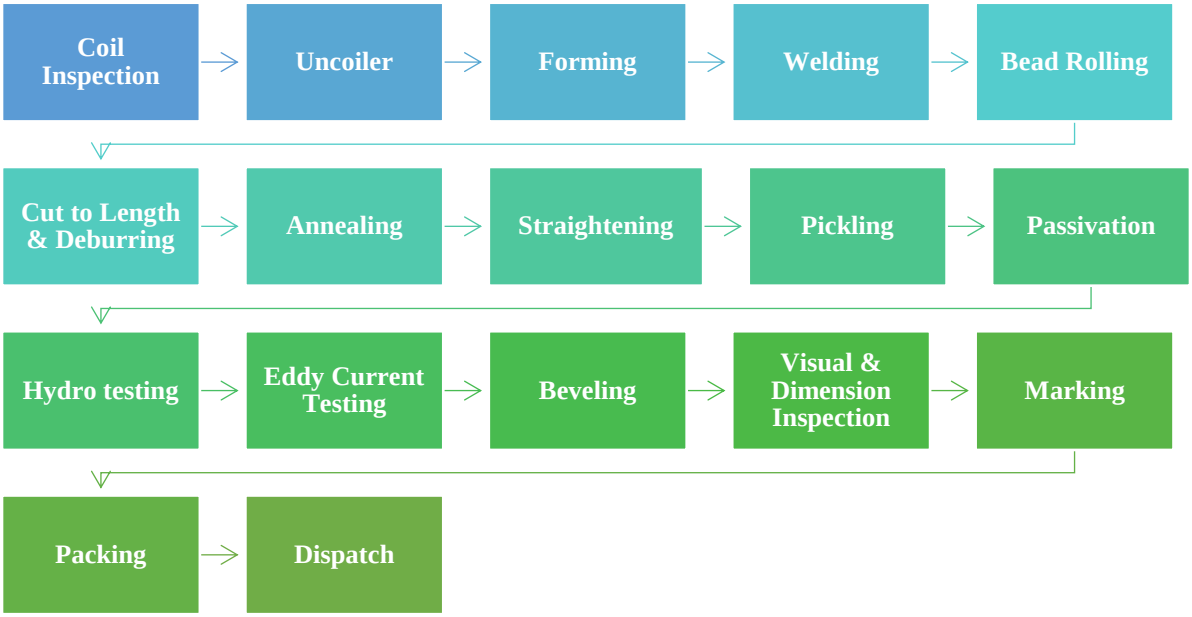


SS Tubes & Pipes

Cold Drawn Tubes & Pipes



Welded Tubes & Pipes



Inventory Management

The quantity of our finished products is determined based on a combination of confirmed and expected orders based on past trends. We manage our inventory based on various parameters for maintaining minimum and maximum stock levels of raw materials and finished products. Further, stock is taken physically at defined intervals and our existing stock is reviewed at regular intervals for quality purposes. Certain quantities of stainless steel are procured to meet the shortfall after in-house sourcing of the raw material under the process of backward integration. Our finished products are stored on-site at our manufacturing Units. Our SS washers and SS solar mounting hooks are packed in cartons of various sizes which are further packed in crates and containers. The SS finishing sheets and SS tubes & pipes are packed in plastic to protect them from scratches and then stacked together in bundles.

Customer Network and Sales

We are a B2B manufacturers of SS finishing sheets, SS washers, SS solar mounting hooks and SS tubes & pipes selling our products across Northern and Western regions of India and various regions of Europe including Germany, Spain, Netherland and in United Kingdom. We supply our products to our customers on purchase order basis.

Logistics

We use various modes of transportation including roadways and waterways for sourcing of our raw materials as well as transportation of finished goods. We outsource the delivery of our products to third-party logistics providers and rely on freight forwarders and C&F agents to deliver our products to our customers. We do not have long-term contractual relationships with the logistics providers or freight forwarders.

Utilities

Our operations require use of power and water. The power requirement for our Units is sourced from the state power grids. Since our manufacturing processes requires uninterrupted supply of power we have also installed back-up diesel generators at our Units I and II. We require reasonable quantum of water for our production activities. Also see "Our Units" on page 202 of this Prospectus.

Brand building & Marketing

We have a long-standing in the market which helps us to get repeat orders from our existing customers and also get an opportunity to serve new customers. With the quality of our products that we offer and maintain, we have been able to uphold relations with our customers on long term basis and we strive to maintain these relations through our evolving products to meet the requirements of our customers. We maintain a dedicated marketing team, which coordinates with the customers to understand their requirements and design the products as per their needs.

Technical Collaborations

Our Company does not have any technical collaborations as on the date of this Prospectus.

Information technology

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

Competition

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

SS sheet manufacturing in India is a fragmented industry, with a domination of small & medium sized players who make up the unorganized segment. Ease of raw material availability, production process which is not protected by any intellectual property restrictions, and low switching cost have all resulted in low entry barriers. Meanwhile, the ubiquitous usage of SS sheet (across a wide variety of sectors) meant there is a steady demand for the commodity. *(Source: D&B Report)*

Washers' industry in India is highly fragmented in nature comprising large number of small players. Washer's manufacturing companies use various metals such as steel, copper, aluminum, and rubber for manufacturing different types of washers. Among these, the most preferred washers, by domestic as well as global end-users, are stainless steel washers due to their corrosion and rust resistance properties. Generally, all washer manufacturers attempt to follow standards for manufacturing published by International Organization for Standardization (ISO), to maintain the quality of their products as per global standards and prevent any harm to the environment. *(Source: D&B Report)*

The principal elements of competition in our industry are quality, price, and range of the products offered. Our twenty years of presence in the market coupled with the high quality and vast range of products as well as our product development capabilities, helps us in having a competitive edge in the market. For further information on the competition we face in the markets in which we operate, please see the chapter titled *"Industry Overview"* beginning on page 144 of this Prospectus.

Quality Control

We place significant emphasis on quality control. Our quality management system with respect to our Units has been certified to conform to ISO 9001:2015, ISO 14001:2015 and ISO 14001:2018 requirements, subject to periodic audits conducted by the ISO.

We inspect the raw materials that we receive as well as the final products that are dispatched. We have implemented internal procedures to ensure quality control at various stages of production, from procurement and processing of raw material to inventory storage. All of our units have personnel responsible for monitoring the parameters of equipment, stability of materials, reporting any irregularities in the production process and making adjustments accordingly.

Health and Safety

Our activities are subject to pollution control laws and various regulations which govern, among other matters, the storage and handling of raw materials and finished goods. For further information, please refer to the chapter titled *"Key Industry Regulations and Policies"* beginning on page 210 of this Prospectus. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all material applicable laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, please see the chapter titled *"Government and Other Approvals"* beginning on page 349 of this Prospectus.

Insurance

We have purchased insurance in order to mitigate the risk of losses from potentially harmful events, including: (i) insurance policy covering fire, damage to buildings, plant and machinery, stocks (raw materials and finished goods); (ii) motor insurance policies covering the vehicles and (iii) policy covering goods in transit. These insurance policies are renewed periodically to ensure that the coverage is adequate. Our insurance covers all of our Units.

Employees

As of June 30, 2023, we had an employee base of 151 employees. The following table sets forth a breakdown of our employees by function:

Function	No. of Employees
Management	2
Accounts	12
Human Resource	4

Production	120
Store & Purchase	4
Sales & Marketing	9
Total	**151**

In addition, for production we have a contract with third- party manpower firms and independent contractors for the supply of contract labours. The number of contract labourers varies from time to time based on the nature and extent of work contracted to third- party manpower firms and independent contractors.

Intellectual Property

Our Company uses the mark "RATNAVEER" which it has applied for registration under the Trademark Act, 1999 under class 6. As on the date of this Prospectus, we do not have any trademarks registered or under the process of registration at the registry of trademarks (except as disclosed above).

We have registered the domain name http://www.ratnaveer.com.

Material Properties

For details relating to our material properties, please refer to the "Our Units" on page 202 of this Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled "Government and Other Approvals" on page 349 of this Prospectus.

I. Laws relating to Employment

Factories Act, 1948

The Factories Act, 1948, as amended (the "Factories Act"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Industrial Disputes Act, 1947, as amended (the "ID Act")

The ID Act provides for statutory mechanism of settlement of all industrial disputes, a term which primarily refers to a dispute or difference between employers and workmen concerning employment or the terms of employment or with the conditions of labour of any person. The Industrial Dispute (Central) Rules, 1957 *inter-alia* specify procedural guidelines for lock-outs, closures, layoffs and retrenchment.

Industrial Employment (Standing Orders) Act, 1946

In order to strengthen the bargaining powers of the workers this act is enacted, it requires the employers to formally define the working conditions to the employee. As per this act, an employer is required to submit five copies of standing orders required by him for adoption of his industrial establishment. An employer failing to submit the draft standing orders as required by this act shall be liable to pay fine as per section 13 of this act.

Employees' Compensation Act, 1923

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

Contract Labour (Regulation and Abolition) Act, 1970, as amended (the "CLRA Act")

The CLRA Act requires the principal employer of an establishment in which twenty or more workmen are employed or were employed on any day of the preceding twelve months as contract labour, to make an application to the concerned officer for registration of the establishment. In the absence of registration, contract labour cannot be employed in the establishment. Likewise, every contractor who employees or who employed on any day of the preceding twelve months twenty or more workmen, is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Employees (Provident Fund and Miscellaneous Provisions) Act, 1952, as amended (the "EPF Act")

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the GoI from time to time. It requires all such establishments to be registered with the state provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

Payment of Bonus Act, 1965, as amended (the "PoB Act")

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will

not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

Equal Remuneration Act, 1979:

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. This act was enacted with the aim of state to provide Equal Pay for Equal Work as envisaged under Article 39 of the Constitution.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. This Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee.

The Code on Wages, 2019

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this Code will be brought into force on a date to be notified by the GoI.

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations,

including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this Code will be brought into force on a date to be notified by the Central Government. The GoI has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GoI.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the GoI. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganised workers, gig workers and platform workers.

II. Tax Laws

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every domestic or foreign company whose income is taxable under the provisions of this Act or rules made under it depending upon its "Residential Status" and "Type of Income" involved. Under section 139(1) every Company is required to file its income tax return for every previous year by October 31 of the assessment year. Other compliances like those relating to tax deduction at source, fringe benefit tax, advance tax, and minimum alternative tax and the like are also required to be complied with by every company.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services

Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products. Taxpayers with an aggregate turnover of Rs. 20 Lakh would be exempt from tax.

Export and supplies to SEZ shall be treated as zero-rate supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these is required to shall do so within a period of 30 days from the date on which he became liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration number known as Goods and Services Tax Identification Number. In case a person has multiple business verticals in location in a state, a separate application will be made for registration of each and every location. The registered assesses are then required to pay GST as per the rules applicable thereon and file the appropriate return as applicable thereon.

III. Foreign Exchange Laws

Foreign Exchange Management Act, 1999 ("FEMA")

Foreign investment in India is primarily governed by the provisions of FEMA and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 ("FEMA Rules") to prohibit, restrict, or regulate transfer

by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment ("FDI") under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the RBI. At present, the FDI Policy does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

The Foreign Trade (Development and Regulation) Act, 1992 ("Foreign Trade Act")

The Foreign Trade Act includes provisions which govern and facilitate the imports and exports to and from India. Imports and exports are permitted by persons who hold an "Importer-exporter code number" ("IEC"). Such imports and exports must be carried out in accordance with the laws and the export and import policy issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of the country, these instances may result in the suspension and cancellation of the IEC number.

Customs Act, 1962 ("Customs Act")

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, GoI.

IV. Environmental laws and regulations

Environment Protection Act, 1986 ("Environment Act")

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate the activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe:

(i) the standards of quality of air, water or soil for various areas;
(ii) the maximum allowable limits of concentration of various environmental pollutants for different areas;
(iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State Pollution Control Board ("State PCB"). The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry,

operation or process or any treatment and disposal system, opening of any new outlets or making any new discharges, which are likely to discharge sewage or effluent.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules define the term 'hazardous waste' to include any waste which by reason of physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive characteristics cause danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances including waste specified in the schedules to the Hazardous Waste Rules. In terms of the Hazardous Waste Rules, occupiers, being persons who have control over the affairs of a factory or premises or any person in possession of hazardous or other waste, have been, inter alia, made responsible for safe and environmentally sound management of hazardous and other wastes generated in their establishments and are required to obtain license/ authorisation from the respective State PCB for handling, generation, collection, storage, packaging, transportation, usage, treatment, processing, recycling, recovery, pre-processing, co-processing, utilising, selling, transferring or disposing hazardous or other waste.

HISTORY AND CERTAIN CORPORATE MATTERS

History and background

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

Corporate profile of our Company

For information on our Company's business profile, activities, services and managerial competence, please refer to the chapters titled "*Our Management*", "*Our Business*" and "*Industry Overview*" beginning on pages 223, 189 and 144, respectively of this Prospectus.

Changes in the Registered Office of our Company since incorporation

The registered office of our Company is situated at E-77, G.I.D.C., Savli (Manjusar), Baroda-391 775, Gujarat. There have been no changes in the registered office of our Company since the date of its incorporation.

Key events and milestones

The table below sets forth certain major events in the history of our Company:

Year	Key Events/ Milestone/ Achievements
2002	Incorporation of the Company and started the production for SS washers from Unit-I
2009	Commenced operations from the melting unit (Unit-III) at Waghodia, Vadodara
2010-11	Commencement of production of finishing line sheets at Unit I
2013	Crossed annual turnover of Rs. 200 Crores
2016	Unit-II taken on sub-lease basis for production of SS Tubes and Pipes
2017-18	Started production for SS tubes & pipes at Unit-II
2021	Crossed turnover of Rs. 350 Crores
2023	Crossed turnover of Rs. 450 Crores

Key Awards, accreditation & recognitions

Sr. No.	Certification/ Awards	Issuing Authority	Certificate No.	Date of Issue	Validity
1.	ISO 9001:2015 Certification	TUV India Private Limited	44 100 19392288	March 08, 2019	March 07, 2025
2.	ISO 14001:2015 Certification	TUV India Private Limited	44 104 19392288	March 08, 2019	March 07, 2025
3.	ISO 45001:2018 Certification	TUV India Private Limited	44 126 19392288	March 08, 2019	March 07, 2025
4.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	May 31, 2018	N.A.
5.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	March 17, 2017	N.A.
6.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	December 13, 2016	N.A.
7.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	September 03, 2015	N.A.
8.	The Work Place Excellence 2013	Marsh & Mclennan	N.A.`	2013	N.A.
9.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	2012-13	N.A.
10.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	2011-12	N.A.
11.	Star Performer Award in Metal fasteners, Springs	Engineering Export Promotion Council	N.A.	June 27, 2012	N.A.

	and Allied Articles				
12.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	2008-09	N.A.
13.	Certificate of Merit – Export Promotion and Performance	Federation of Gujarat Industries	N.A.	March 30, 2008	N.A.
14.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	August 09, 2008	N.A.
15.	SME Award-Second Runner Up	Dun & Bradstreet	N.A.	September 30, 2008	N.A.
16.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	June 01, 2007	N.A.
17.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	April 24, 2007	N.A.
18.	Star Performer Award in Metal fasteners, Springs and Allied Articles	Engineering Export Promotion Council	N.A.	March 25, 2006	N.A.

Main objects of our Company

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on business as manufacturers of ferrous and non ferrous washers, engineering goods, sheet metal, utensils, kitchen wares, home products and appliances casting, founders, smelters, miners, refiners, distributors, seller, importers, exporters, agents, wholesale and retail dealers in metal ferrous and non ferrous, metallic, substances and alloys and the rollers, re-rollers, drawers of stainless-steel, steel alloys, iron and steel billets, ingots, flats, metal, scraps and wastes, rounds, sheets, strips, plates, structures, baling hoops, wires rods, angles, bars, gates, channels, blocks, pellets, slabs, blooms, beams, squares, window channels, M.S. Steel Rounds, ties and related ferrous, non ferrous articles.

Changes in Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company, in the last ten years:

Sr. No.	Particulars of Amendment	Date of General Meeting	Effective Date of Amendment
1.	Alteration of the Name Clause: Name Change from Ratnaveer Stainless Products Private Limited to Ratnaveer Metals Private Limited	May 28, 2018	May 30, 2018
2.	Alteration of the Name Clause: Conversion from Private Limited Company into Public Limited Company	September 27, 2018	October 11, 2018
3.	Alteration of the Name Clause: Name Change from Ratnaveer Metals Limited to Ratnaveer Precision Engineering Limited	October 12, 2022	November 01, 2022
4.	Alteration of the Capital Clause: Increase in Authorized share capital of our Company from ₹ 8,00,00,000/- comprising of 5,000,000 Equity Shares of ₹10/- each and ₹ 30,000,000 comprising of 3,000,000 Preference Shares of ₹10/- each to ₹ 530,000,000/- comprising of 50,000,000 Equity Shares of ₹10/- each and 3,000,000 Preference Shares of ₹10/- each	November 08, 2022	November 10, 2022

Details regarding acquisition of business/ undertakings, mergers, amalgamation, revaluation of assets etc.

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company in the last 10 (ten) years.

Defaults or rescheduling of borrowing with financial institutions/ banks

There have been no defaults or rescheduling of borrowings with any financial institutions/ banks as on the date of the Prospectus.

Number of shareholders of our Company

Our Company has fifty-two (52) equity shareholders and one (01) preference shareholder as on the date of filing of this Prospectus.

Shareholders' agreement and other agreements

Our Company has not entered into any shareholders' agreements and other agreements, other than the agreements entered into by it in ordinary course of its business as on the date of this Prospectus. There are no inter-se agreements/ arrangements between the shareholders of the Company. Further, there are no other inter se agreements/ arrangements and clauses/ covenants which are material and which need to be disclosed

and that there are no other clauses/ covenants which are adverse/ pre-judicial to the interest of the minority/ public shareholders. Further, there are no other agreements, deed of assignments, acquisition agreements, shareholders agreements, inter-se agreements, agreements of like nature other than disclosed in this Prospectus.

Strategic and financial partnerships

Our Company does not have any strategic or financial partners.

Non-Compete agreement

Our Company has not entered into any non-compete agreement as on the date of filing this Prospectus.

Agreements with strategic partners, joint venture partners and/ or financial partners and other agreements

There are no existing material agreements with strategic partner, joint venture and/or financial partners or other material agreements entered into by our Company.

Details of holding company

As on the date of this Prospectus, our Company does not have any holding company.

Details of subsidiary or associate company

As on the date of this Prospectus, our Company does not have any subsidiary or associate company.

Time and cost overruns in setting-up projects

There have been no instances of time and cost over-runs in respect of our business operations.

Launch of key products or services, entry or exit in new geographies

For details of launch of key products or services, entry in new geographies or exit from existing markets, please refer to the chapter *"Our Business"* on page 189 of this Prospectus.

Lock-out or strikes

There have been no lock-outs or strikes in our Company since inception.

Changes in the activities of our Company during the last five years

There has been no change in the business activities of our Company during the last five years from the date of this Prospectus which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Changes in the management

For details of change in management, please see the section 'Changes in our Board during the last three years' in the chapter titled *"Our Management"* on page 223 of this Prospectus.

Changes in accounting policies in last three (3) years

There have been no changes in accounting policies of our Company in last three years.

Guarantees provided by our Promoter

Except as disclosed in the chapter titled *"Financial Indebtedness"* on page 336 of this Prospectus our Promoter and Promoter Selling Shareholder have not given any guarantees to third parties that are outstanding as on the date of filing of this Prospectus.

Special Rights

There are no special rights available to the Promoter/ Shareholders as on the date of this Prospectus.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoter or any other employee

As on the date of the Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoter or any other employee of our Company, 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 our Company.

OUR MANAGEMENT

In terms of the Companies Act and our AoA, our Company is required to have at least three Directors and not more than 15 Directors.

As on the date of this Prospectus, our Company currently has six directors on its comprising of the Chairman and Managing Director, one Whole-time Director and 3 (three) non-executive independent directors and 1 (one) non-executive non-independent director. 2 (two) of our directors are woman directors out of which 1 (one) is an independent director on our Board. For details on the strength of our Board, as permitted and required under the Articles of Association, see "*Main Provisions of Articles of Association*" on page 406 of this Prospectus.

Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and Companies Act in relation to the composition of our Board and its committees thereof.

Our Board

The following table sets forth details regarding our Board of Directors as on the date of filing of this Prospectus:

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
Vijay Ramanlal Sanghavi *Designation:* Chairperson & Managing Director *Address:* 20 – Vijay Society, No. – 1, New Khanderao Road, Bakarawadi, Vadodara– 390001, Gujarat, India *Occupation*: Business *Date of Original Appointment:* February 20, 2002 *Date of appointment at current designation:* October 01, 2004 *Term*: 5 years w.e.f. June 01, 2022 *Nationality:* Indian *Date of Birth*: September 28, 1977 *DIN:* 00495922	45	**Public Limited Companies**: ▪ Nil **Private Limited Companies**: ▪ Nil **Foreign Companies:** ▪ Nil **Limited Liability Partnerships:** ▪ Nil
Babulal Sohanlal Chaplot *Designation:* Wholetime Director *Address:* 61, Geet Gunjan Society, Opp. Corporation School, Harni Road, Harni Colony, Vadodara – 390 022, Gujarat, India	79	**Public Limited Companies**: ▪ Nil **Private Limited**

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
Occupation: Service *Date of Original Appointment:* June 13, 2011 *Date of appointment at current designation:* July 01, 2019 *Term:* 5 years w.e.f. July 01, 2019 *Nationality:* Indian *Date of Birth*: July 07, 1944 *DIN:* 03539750		**Companies**: ▪ Nil **Foreign Companies:** ▪ Nil **Limited Liability Partnerships:** ▪ Nil
Name: Binita Verdia *Designation:* Non-Executive Non-Independent Director *Address:* 61 Geetgunjan Society, Harni, Vadodara-390022, Gujarat *Occupation*: Service *Date of Original Appointment: September 07, 2022* *Date of appointment at current designation: September 29, 2022* *Nationality:* Indian *Date of Birth*: October 22, 1975 *DIN:* 09724262	47	**Public Limited Companies**: ▪ Nil **Private Limited Companies**: ▪ Nil **Foreign Companies:** ▪ Nil **Limited Liability Partnerships:** Nil
Ankita Dineshbhai Soni *Designation:* Non-executive Independent Director *Address:* A-12, Vaibhav Apartment Part 1, Opp. Bombay Gargage, Shahibaug, Ahmedabad – 380 004, Gujarat, India *Occupation*: Professional *Date of Original Appointment: December 24, 2018* *Date of appointment at current designation: December 24, 2018*	31	**Public Limited Companies:** ▪ Nil **Private Limited Companies:** ▪ Lucent Mines and Mineral Private Limited **Foreign Companies:**

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
Term: 5 years w.e.f. December 24, 2018 *Nationality:* Indian *Date of Birth*: November 20, 1991 *DIN:* 08126490		▪ Nil **Limited Liability Partnerships:** ▪ Nil
Bharatkumar Kanchanlal Shah *Designation:* Non-executive Independent Director *Address:* Survey No. 273/1/1, Saumya Murti Bungalow, Near Ahmedabad Kalibari Temple, Ahmedabad – 380 058, Gujarat, India *Occupation*: Business *Date of Original Appointment:* April 16, 2022 *Date of appointment at current designation:* April 16, 2022 *Term: 5 years w.e.f. April 16, 2022* *Nationality:* Indian *Date of Birth*: May 09, 1965 *DIN:* 00587810	58	**Public Limited Companies:** ▪ Jagsukhkarak Housing Developers Limited **Private Limited Companies:** ▪ Nirbhay Developers Private Limited ▪ Nirbhay Projects Private Limited ▪ Nirbhay Capital Services Private Limited ▪ Nirbhay Procon Private Limited ▪ Nirbhay Infracon Private Limited ▪ Scopgenx Private Limited ▪ Nirbhay Consultants Private Limited ▪ Shrinilkanthvarniji Consultech Private Limited **Foreign Companies:** ▪ Nil **Limited Liability Partnerships:** ▪ Shri Varniji Exim LLP

Name, Designation, Address, Occupation, Period of Directorship, Nationality, Term, Date of Birth and DIN	Age (years)	Other Directorships
Sreeram Vishwanathan Rishinaradamangalam *Designation:* Non-executive Independent Director *Address:* A-2, Raag Duplex, Near Gorwa Workshop, Subhanpura, Vadodara – 390 023, Gujarat, India *Occupation*: Professional *Date of Original Appointment:* April 16, 2022 *Date of appointment at current designation:* April 16, 2022 *Term: 5 years w.e.f. April 16, 2022* *Nationality:* Indian *Date of Birth*: February 28, 1963 *DIN: 09537193*	60	**Public Limited Companies**: ▪ Nil **Private Limited Companies**: ▪ Nil **Foreign Companies:** ▪ Nil **Limited Liability Partnerships:** ▪ Nil

Brief profiles of our Directors:

Vijay Ramanlal Sanghavi is the Chairman, Managing Director and Chief Financial Officer of our Company. He has been associated with our Company since its incorporation. He holds a bachelor degree in Commerce from the MS University, Baroda. He has over two decades of experience in ferrous and non-ferrous metal industries. He has been associated with the Company since its incorporation and has been actively involved in the operations of the Company. He is in-charge of the finance and marketing functions in the Company and also overviews production, Research & Development and related management of the Company.

Babulal Sohanlal Chaplot is the Whole time Director of our Company. He holds a bachelor degree in engineering from the University of Baroda. He has over four decades of experience and has worked in different sectors such as metals, agriculture, automobile etc. He has been associated with our Company since past fifteen years and has been acting as a Director on the Board since 2011. He oversees production as well as commercial functions.

Binita Verdia is a Non-Executive Director of our Company. She has been associated with our Company since September 07, 2022. She is a Ph.D. holder in Botany specialization in plant tissue culture and its applications from Maharaja Sayaji Rao University of Vadodara, Gujarat. She also holds a degree of Master of Science from Maharaja Sayaji Rao University of Vadodara, Gujarat. She has over two decades of experience Corporate & NGO Management, CSR front, Research and learning nuances of ESG component.

Ankita Dineshbhai Soni is an Independent Director of our Company. She has been associated with our Company since December 24, 2018. She is an Associate member of the Institute of Company Secretaries of India and a practicing company secretary. She also holds a bachelor degree in law from Gujarat University. She has over five years of experience in secretarial and capital markets compliance.

Bharatkumar Kanchanlal Shah is an Independent Director of our Company. He has been associated with our Company since April 16, 2022. He is a Fellow member of Institute of Chartered Accountant of India with over 20 years' experience and versatile knowledge in the areas of merchant banking and financial advisory services. He has handled consortium financing for large-scale industries. He has considerable understanding of the Indian securities market and banking arena.

Sreeram Vishwanathan Rishinaradamangalam is an Independent Director of our Company. He has been associated with our Company since April 16, 2022. He has a bachelor degree in commerce from the University of Madras. He is a Fellow Member of Institute of Chartered Accountant of India and is also a qualified Company Secretary. He is a practicing chartered accountant and has over 30 years of experience in audit and accountancy. He has carried out various proprietary audits and has conducted supplementary audits of public sector undertakings. Prior to starting his own practice he has worked with the Indian Audit and Accounts Department as well as with the accounts department of a leading listed pharmaceutical company.

Family Relationships between the Directors

Except as stated below, none of the directors are related to each other in terms of the definition of 'relative' under Section 2 (77) of the Companies Act.

Director	Relative	Nature of Relationship
Babulal Chaplot	Binita Verdia	Father - Daughter

Remuneration details of our Directors:

Remuneration details of our Executive Directors

1. Vijay Ramanlal Sanghavi is the Promoter, Managing Director and Chief Financial Officer of our Company. He has been an Executive Director of the Company since its incorporation i.e., February 20, 2002 and thereafter on October 01, 2004, Vijay Sanghavi was re-designated as the Managing Director of the Company. Pursuant to a resolution passed by our Board of Directors on May 18, 2022, Vijay Sanghavi has been re-designated as the Managing Director for a further period of 5 (five) years commencing from June 01, 2022.

   Sanghavi has entered into a MD agreement effective from June 01, 2022 which includes details of his remuneration. The significant terms of his remuneration are set out below:

Particulars	Remuneration (₹)
Salary	₹ 3.42 Millions p.a.*
Perquisites and Allowances	₹ 1.98 Millions p.a.
*Other benefits like Gratuity, Provident Fund, Car with Driver, Leave encashment, Medical Insurance, other perquisites, benefits, allowances, reimbursement etc. as applicable to the employees of the company	

He has received a remuneration of ₹5.4 Millions in the financial year 2022-23 in the capacity of Managing Director of our Company.

2. Babulal Kanchanlal Chaplot is the Wholetime Director of our Company. He was appointed as an Additional Executive Director with effect from July 01, 2019. Pursuant to a special resolution passed in Extra-ordinary General Meeting by our Shareholders held on July 24, 2019 Chaplot's appointment was regularized for a period of 5 (five) years commencing from July 01, 2019.

   The significant terms of his remuneration are set out below:

Particulars	Remuneration (₹)
Salary	₹ 0.84 Millions p.a.*
*Other benefits like Gratuity, Reimbursement Expenses, Provident Fund, Car with Driver, Leave encashment, Medical Insurance, other perquisites, benefits, allowances, reimbursement etc. as applicable to the employees of the company	

He has received a remuneration of ₹ 0.82 Million in the financial year 2022-23 in the capacity of Whole Time Director of our Company.

Remuneration details of our non-executive directors and independent directors

Pursuant to the resolution of our Board dated May 12, 2022, our non-executive directors and independent directors are entitled to receive a sitting fee of ₹ 5,000/- for attending each meeting of our Board and ₹ 2,000/- for attending each meeting of our Committees, as may be decided by the Board.

Our Company does not pay any remuneration to our Non-Executive and Non-Executive Independent Directors as an annual remuneration/ commission.

Our Company has paid sitting fees of ₹ 0.63 million during the F.Y. 2022-23.

Payment or benefits to officers of our Company (non-salary related)

Except as stated under "Remuneration details of our executive directors" and "Remuneration details of our non-executive directors and independent directors", and "*Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management"* no amount or benefit has been paid or given in the last two (2) years preceding the date of this Prospectus to any officer of our Company including our Directors and Key Management Personnel.

For further details, please refer to the chapter titled "*Financial Information- Note 44 – Related Party Transactions*" on page 309 of this Prospectus.

Bonus or profit-sharing plan for the directors

Except as stated in "- Terms of Appointment our Executive Directors" and "- Sitting Fees and Commission to Non-Executive Directors and Independent Directors" on pages 193 and 194 respectively, our Company does not have any bonus or profit-sharing plan for our Directors.

Shareholding of our directors

Our Articles do not require our Directors to hold any qualification shares.

Except as mentioned below, none of the directors hold equity shares in our Company as on the date of this Prospectus:

Particulars	Pre-Offer	
	Number of Shares	Percentage (%) holding
Vijay Ramanlal Sanghavi	29,008,000	83.60
Total	**29,008,000**	**83.60**

Service contracts with directors

There are no service contracts entered into with any of our directors which provide for any benefit upon termination of employment.

Arrangements with major shareholders, customers, suppliers or others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the directors, KMPs and Senior Management were selected as a director or KMP or member of a senior management as on the date of this Prospectus.

Appointment of relatives of our directors to any office or place of profit

Other than as disclosed in this Prospectus, none of the relatives of our directors currently hold any office or place of profit in our Company.

Interest of our directors

Our Directors are interested in our Company in the following manner:

(a) Our Promoter, Managing Director and Chief Financial Officer namely Vijay Ramanlal Sanhgavi, may be deemed to be interested in the promotion of our Company. For further details, please refer to chapter titled *"Our Promoter and Promoter Group"* beginning on page 243 of this Prospectus.

(b) Our Directors may be deemed as interested in our Company to the extent of the of remuneration and reimbursement of expenses, equity shares held by them or any equity shares that may be subscribed by or allotted to them from time to time. For further details, please refer to chapter titled "*Our Management – Shareholding of directors in our Company*" and "*Capital Structure*" on pages 223 and 96 respectively of this Prospectus. Our Directors may also be deemed to be interested to the extent of any dividend, if any, payable and other distributions in respect of the equity shares held by them.

(c) Our Non-Executive Directors and Independent Directors may be deemed to be interested in our Company to the extent of fees payable to them for attending meetings of our Board or committees thereof and reimbursement of expenses payable pursuant to our Articles of Association.

(d) Our Executive Directors may be deemed to be interested in our Company to the extent of remuneration payable to them and reimbursement of expenses payable pursuant to our Articles of Association.

(e) Vijay Ramanlal Sanghavi, Promoter, Managing Director and Chief Financial Officer has extended personal guarantees against the loans availed by our Company and may deemed to be interested to that extend, for further details, please refer to chapter titled *"Financial Indebtedness"* beginning on page 336 of this Prospectus.

(f) Some of our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any entity which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business. For further details, please see *"Note 44 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 309.

(g) None of our Directors are interested in any property acquired or proposed to be acquired by our Company.

None of our Directors have availed any loan from our Company. None of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

Business Interest

Except as stated in *"Note 44 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 309 and otherwise disclosed in this section, our Directors do not have any other business interest in our Company.

Director's association with the securities market

We confirm that none of our directors are associated with the securities market except for Bharatkumar Kanchanlal Shah who is the shareholder and Managing Director of Nirbhay Capital Services Private Limited which is a registered with SEBI as a Category I Merchant Banker.

Confirmations

None of the abovementioned Directors are debarred from accessing the capital market by the SEBI nor are they promoter or director of any other company which is debarred from accessing the capital market by SEBI.

None of the abovementioned Directors are on the RBI list of Wilful Defaulters as on the date of filing of this Prospectus.

None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.

None of the abovementioned Directors have been declared as "Fraudulent Borrowers" by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 01, 2016.

Our Directors are not and were not, during the five years preceding the date of this Prospectus, on the board of any listed company whose shares have been or were suspended from being traded on the BSE or NSE during their term of directorship in such company.

None of our Directors were or are directors on the board of listed companies which have been or were delisted from any stock exchange(s) during their term of directorship in such company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Prospectus are as follows:

Name of Director	Date of Change	Reason for Change
Binita Verdia	30.09.2022	Redesignation as Non-Executive Director
Binita Verdia	07.09.2022	Appointment as Additional Non-Executive Director
Prakash Chelaji Daga	17.06.2022	Resignation as Director
Prakash Chelaji Daga	16.04.2022	Appointment as Director
Bharatkumar Kanchanlal Shah	16.04.2022	Appointment as Independent Director
Ankita Dineshbhai Soni	16.04.2022	Appointment as Independent Director
Sreeram Vishwanathan Rishinaradamangalam	16.04.2022	Appointment as Independent Director

Borrowing Powers

The Articles, subject to the provisions of the Companies Act, 2013, authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a resolution passed at the general meeting held on April 16, 2022 authorized the Board to borrow, enhance and grant facility for the general, working capital and such other corporate purposes, from time to time as the board may think fit, any sum or sums of money which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount of money so borrowed shall not at any time exceed the limit of ₹ 3,000,000,000/- (Rupees three billion only) on such terms and conditions as the Board may deem fit.

Further the Board has been authorized to mortgage/ charge/ hypothecate all or any of the immoveable or moveable properties of the Company including under hire purchase scheme both present and future and/ or whole or substantially the whole of the undertaking or undertakings of the Company on such terms and conditions as the Board may deem fit, for securing any loans and/or advances already obtained or that may

be obtained from bank(s), financial institution(s), others, entities or any combination thereof from time to time and at any time and in one or more tranches. However, the total underlying charge created/to be created shall not exceed ₹ 3,000,000,000/- (Rupees three billion only) at any time.

Corporate Governance

In addition to the Companies Act, 2013, the provisions of the SEBI Listing Regulations with respect to corporate governance, will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

Our Company currently has six Directors on its Board, comprising of the Chairman and Managing Director, one Whole-time Director and 3 (three) non-executive independent directors and 1 (one) non-executive non-independent director. 2 (two) of our directors are woman directors out of which 1 (one) is an independent director on our Board. Our Company is in compliance with the corporate governance requirements prescribed under SEBI Listing Regulations and the Companies Act, 2013, particularly, in relation to composition of our Board of Directors and constitution of board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the other corporate governance requirements under SEBI Listing Regulations and the Companies Act, 2013.

Committee of the Board in accordance with the SEBI LODR Regulations and other applicable laws:

In terms of the SEBI LODR Regulations and the provisions of the Companies Act, 2013 or other applicable laws, our Company has constituted the following Board-level committees:

(i) Audit Committee;
(ii) Nomination and Remuneration Committee;
(iii) Stakeholders' Relationship Committee;
(iv) Corporate Social Responsibility Committee

Audit Committee

The Audit Committee currently consists of:

Name	Position in the Committee	Designation
Bharatkumar Kanchanlal Shah	Chairman	Independent Director
R V Sreeram	Member	Independent Director
Babulal Chaplot	Member	Whole Time Director

Our Audit Committee was re-constituted pursuant to circular passed by our board dated June 10, 2023, in compliance with the Companies Act, 2013 and SEBI LODR Regulations. The role of the Audit Committee shall be in accordance with section 177 of the Companies Act, 2013 and as per Regulation 18 and Part C of Schedule II of SEBI LODR Regulations. The role of the Audit Committee include the following:

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and fixation of the audit fee;
3. approve payment to statutory auditors for any other services rendered by the statutory auditors;
4. review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause I 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;
   f) disclosure of any related party transactions;
   g) modified opinion(s) in the draft audit report;

5. review, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;
6. review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;
9. subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto and omnibus approval for related party transactions proposed to be entered into by our Company, subject to conditions as may be prescribed;
   Provided that only those members of the committee, who are Independent Directors, shall approve related party transactions;
   Explanation*: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.*
10. subject to review by our Board, review on quarterly basis, of related party transactions entered into by our Company pursuant to each omnibus approval given pursuant to 8 above;
    Provided that only those members of the committee, who are Independent Directors, shall approve related party transactions;
    Explanation*: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI LODR Regulations and/or the applicable Accounting Standards and/or the Companies Act.*
11. approval of related party transactions to which the subsidiary(ies) of the Company is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;
12. scrutinize inter-corporate loans and investments;
13. valuation of undertakings or assets of the Company, wherever it is necessary;
14. evaluation of internal financial controls and risk management systems;

15. review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
17. discussion with internal auditors of any significant findings and follow up there on;
18. review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
19. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
20. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. to review the functioning of the whistle blower mechanism;
22. oversee the vigil mechanism established by our Company, with the chairman of Audit Committee directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns in appropriate and exceptional cases;
23. Act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
24. Approve the appointment of chief financial officer (i.e the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
25. Oversee the vigil mechanism established by our Company and the chairman of audit committee shall directly hear grievances of victimization of employees and directors, who use vigil mechanism to report genuine concerns; and
26. Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
27. Consider and comment on rationale, cost-benefit and impact of schemes involving merger, de-merger, amalgamation etc., on the Company and its shareholders; and
28. Carrying out any other function as is mentioned in the terms of reference of the audit committee and any other terms of references as may be decided by the board of directors of our company or specified/provided under the Companies Act, 2013 or by the SEBI LODR Regulations or by any other regulatory authority.
29. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time.
30. oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing on the financial position of our company, whether raised by the auditors or by any other person;

The Audit Committee shall mandatorily review the following information:

a) management discussion and analysis of financial condition and results of operations;
b) management letters / letters of internal control weaknesses issued by the statutory auditors;
c) internal audit reports relating to internal control weaknesses; and
d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

e) statement of deviations:
   - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The powers of the Audit Committee are as mentioned below:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee of our Company;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. to approve the disclosure of the Key Performance Indicators to be disclosed in the documents in relation to the initial public offering of the equity shares of the Company.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee currently consists of:

Name	Position in the Committee	Designation
Ankita Dineshbhai Soni	Chairperson	Independent Director
Bharatkumar Kanchanlal Shah	Member	Independent Director
R V Sreeram	Member	Independent Director

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated May 12, 2022, in compliance with Section 178 of the Companies Act, 2013 and as per Regulation 19 and Part D of Schedule II of SEBI LODR Regulations.

The role of the Nomination and Remuneration shall be in accordance with Section 178 of the Companies Act 2013 and as per Regulation 19 and Part D of Schedule II of SEBI LODR Regulations The terms of reference of the Nomination and Remuneration Committee include the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
2. for appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors

5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management.
8. the Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that -
    a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
    b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.
9. perform such functions as required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
    a. administering the employee stock option plans of our Company, as may be required;
    b. determining the eligibility of employees to participate under the employee stock option plans of our Company;
    c. granting options to eligible employees and determining the date of grant;
    d. determining the number of options to be granted to an employee;
    e. making allotment pursuant to the employee stock option plans;
    f. determining the exercise price under the employee stock option plans of our Company; and
    g. construing and interpreting the employee stock option plans of our Company and any agreements defining the rights and obligations of our Company and eligible employees under the employee stock option plans of our Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of our Company.
10. frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
    a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.
11. performing such other activities as may be delegated by the Board or specified or provided under the Companies Act or the SEBI LODR Regulations, and the rules and regulations made thereunder or other applicable law, including any amendments thereto as may be made from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee currently comprises:

Name	Position in the Committee	Designation
Bharatkumar Kanchanlal Shah	Chairman	Independent Director
R V Sreeram	Member	Independent Director
Vijay Sanghavi	Member	Managing Director

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated July 05, 2022, in compliance with Section 178 of the Companies Act, 2013, and the SEBI LODR Regulation.

The Stakeholders' Relationship Committee shall oversee all the matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

a) consider and look into various aspects of interest of shareholders, debenture holders and other security holders;
b) consider and resolve the grievances of security holders of the Company including compliance related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meetings etc;
c) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
d) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
e) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
f) monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debentures;
g) reference to statutory and regulatory authorities regarding investor grievances;
h) reviewing the measures taken for effective exercise of voting rights by the shareholders,
i) reviewing adherence to the service standards adopted by the Company with respect to all the services rendered by the Registrar and Share Transfer Agent;
j) to dematerialize or rematerialize the issued shares;
k) reviewing the measures and initiatives taken by the Company to reduce the quantum of unclaimed dividends;
l) Ensuring timely receipt of dividend warrants/ Annual Reports/ Statutory Notices by the Shareholders of the Company; and
m) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted by a resolution passed our Board on June 17, 2022. Our Corporate Social Responsibility Committee currently comprises:

Name	Position in the Committee	Designation
R V Sreeram	Chairman	Independent Director
Ankita Dineshbhai Soni	Member	Independent Director
Babulal Chaplot	Member	Whole Time Director

The terms of reference, powers and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135 of the Companies Act, 2013.

a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies

Act, 2013 and the rules made thereunder and make any revisions therein as and when decided by the Board;

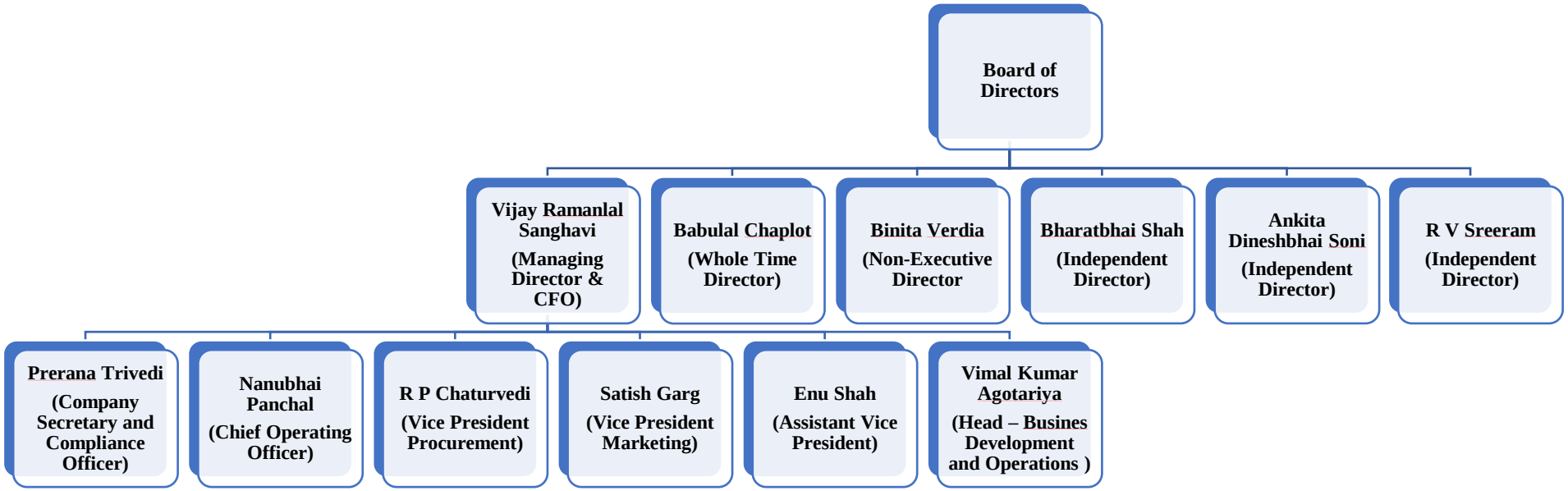
b) To identify corporate social responsibility policy partners and corporate social responsibility policy programs;
c) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
d) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
e) To review and monitor the implementation of corporate social responsibility programs and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programs; and
f) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act.
g) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

Other committees

(i) Internal Complaints Committee for redressal of sexual harassment complaints

In addition to the committees of our Board detailed above, our Board may, from time to time, constitute committees for various functions.

Management Organization Structure



Key Management Personnel and Senior Management

(i) Vijay Ramanlal Sanghavi, Managing Director and Chief Financial Officer and (ii) Prerana Rajeshbhai Trivedi, Company Secretary & Compliance Officer are the Key Managerial Personnel of our Company as defined in Section 2(51) of the Companies Act, 2013.

All the Key Management Personnel and Senior Management are permanent employees of our Company. The details of key management personnel as on the date of this Prospectus are as follows:

Brief profiles of our Key Management Personnel

For a brief profile of Vijay Ramanlal Sanghavi, see "*Our Management - Brief Profiles of our Directors*" on page 226 of this Prospectus.

For a brief profile of Babulal Chaplot, see "*Our Management - Brief Profiles of our Directors*" on page 226 of this Prospectus.

Prerana Rajeshbhai Trivedi, has been working with our Company since August 2022. She has a bachelor and master's degrees in commerce from Maharaja Sayajirao University, Vadodara, Gujarat and is an associate member of the Institute of Company Secretaries of India. She has over 5 years of experience in secretarial and compliances field and has previously worked with Kyb-Conmat Private Limited, Miku Polymers & Plastics Limited, Bell Granito Ceramica Limited and Vijay Tanks & Vessels Private Limited as a Company Secretary. She has not earned any remuneration for the financial year 2021-22 as she has joined our Company during the current financial year.

Brief Profiles of our Senior Management Personnel:

Nanubhai Panchal, aged 84 years, is the Chief Operating Officer of our Company. He has been associated with our Company since 2011. He holds Diploma degree in Mechanical Engineering. He has over 50 years of experience in terms of consultant as well as employee of the various Company.

R. P. Chaturvedi, aged 60 years, is the Asst. Vice Presidents (Procurements) of our Company. He has been associated with our Company since 2014 and currently is responsible for procurement of Raw Materials from domestic as well as foreign market. He has previously worked with Modern Tubes Industries Ltd, Vadodara, Jord Engineers India Ltd, Vadodara and ATV Projects India Ltd, Mathura (UP). He has experience in handling operational matters encompassing material management, logistics, receivable & payables management, excise, collections, purchase, client relationship and team management.

Satish Garg, aged 61 years, is Vice President Marketing of our Company. He has been associated with our Company since January 2022. He holds a Diploma in International Business Management, a Post Graduate Diploma in Business Administration (1995) and also holds a M. Tech from IIT, Delhi. He has been associated with the Company since January 2022 and is responsible for Domestic & International Sales, OEM's Marketing and New Products Identification for future growth of the Company. He has also studied about Corrosion Science from College of Engineering, Pune. He has relevant experience in Marketing & Sales and Techno-Commercial Projects. He has patents on Stainless Steel from Mumbai Patent Office in his own name and has an excellent knowledge of Stainless Materials.

Enu Shah, aged 35 years, is Assistant Vice President of Banking & Finance of our Company. She has been associated with our Company since April 2023 and is taking care of our financial and banking operations. She holds a Bachelor's and Master's degree in Business Administration from the Devi Ahilya Vishwa Vidhyalaya, Indore. She is a Fellow member of The Institute of Chartered Accountants of India.

She has previously worked with Chartered Accountant Firm Naresh and Co, Ranpura and Shah, Mercury Laboratories Ltd. She has experience in Project finance, renewable energy finance, indirect taxation, Audit Compliance.

Vimal Agotariya, aged 37, is the Head – Business and Operations of our Company. He has been associated with the company since 2008. He holds a Diploma in Mechanical Engineering from Technical Examination Board, Gujarat Board. He has previously worked with Echjay Industries (P) Ltd., Rajkot. He has experience in new product development, press shop, quality control / assurance etc.

Relationship among Key Management Personnel and Senior Management

Our Key Management Personnel are neither related to each other nor related to any of the Senior Management:

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Management Personnel and Senior Management have been appointed.

Bonus or profit-sharing plan for the Key Management Personnel and Senior Management

There is no bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management of our Company.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Management Personnel and Senior Management

Except as disclosed, none of our Key Management Personnel and Senior Management hold any equity shares as on the date of this Prospectus.

Sr. No.	Name of the Key Managerial Personnel	Shareholding	Percentage of Shareholding
1.	Vijay Ramanlal Sanghavi	25,968,000	53.54

Interest of Key Management Personnel and Senior Management

Other than as disclosed in this Prospectus, none of the Key Management Personnel and Senior Management of our Company have any interests in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

No loans have been availed by the Key Management Personnel and Senior Management from our Company as on date of this filing of this Prospectus.

Except Vijay Ramanlal Sanghavi, Promoter of our Company, none of our other KMPs and Senior Management have any interest in the promotion of our Company other than in ordinary course of business.

Contingent and deferred compensation payable to Key Management Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Management Personnel and Senior Management.

Changes in Key Management Personnel and Senior Management during the last three years

Changes in our Key Management Personnel during the three years immediately preceding the date of this Prospectus are set forth below.

Name	Date of Change	Reasons for Change
Ms. Enu Shah	24.04.2023	Appointment as Assistant Vice President
Ms. Swati Jagpat	04.03.2023	Resignation as Finance Manager
Vijay Ramnalal Sanghavi	07.09.2022	Appointment as Chief Financial Officer
Prerana Rajeshbhai Trivedi	01.08.2022	Appointment as Company Secretary and Compliance Officer
Dimple Mehta	31.07.2022	Resignation as Company Secretary and Compliance Officer
Manoj Lahoti	01.07.2022	Resignation as Chief Financial Officer
Manoj Lahoti	01.04.2022	Appointment as Chief Financial Officer
Dimple Mehta	01.04.2022	Appointment as Company Secretary and Compliance Officer
Satish Garg	01.01.2022	Appointment as Vice President Marketing

The attrition of the Key Managerial Personnel and Senior Management Personnel of our Company is not high as compared to the industry.

Payment or benefit to officers of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Management Personnel and Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as stated otherwise in this Prospectus and any statutory payments made by our Company, no amount or benefit has been paid or given, in the two years preceding the date of this Prospectus or is intended to be paid or given to any of our Company's officers except remuneration for services rendered as Directors, officers or employees of our Company.

Employee stock option plan and employee stock purchase plan

Our Company has not issued any shares pursuant to employee stock option scheme.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter

Vijay Ramanlal Sanghavi is the Promoter of our Company. As on the date of this Prospectus, our Promoter is holding 25,968,000 equity shares of our Company which constitutes 53.54% of the pre-Offer issued and paid-up equity share capital of our Company. For further details of shareholding of our Promoter and Promoter Group, see "*Capital Structure – Details of Pre and Post-offer shareholding of our Promoter and members of the Promoter Group*" on page 115.

	Vijay Ramanlal Sanghavi, aged 45 years, is the Promoter, Managing Director and Chief Financial Officer of our Company. For a complete profile of Vijay Ramanlal Sanghavi, i.e. his date of birth, residential address, educational qualification, professional experience, positions held in the past and other directorships, special achievements, please refer to section titled "*Our Management*" beginning on page 223 of this Prospectus. PAN: AGIPS3324D

Our Company confirms that the details of the PAN, Bank Account Number(s), Aadhar card number, driving license number and Passport Number of our Promoter have been submitted to the Stock Exchange(s) at the time of filing the Red Herring Prospectus.

Our Promoter, Vijay Ramanlal Sanghavi is also involved in other ventures and business activities in different capacities as listed below:

Sr. No.	Name of the Entity	Nature of Interest/ Position	CIN/ Registration No. of the Entity
1.	M/s. Ratnaveer Industries	Partner	N.A.
2.	Vijay Sanghavi HUF	Karta	N.A.

Interests of our Promoter

Interest in promotion of our Company

Our Promoter is interested in our Company to the extent of the promotion of our Company and to the extent of his shareholding of equity and preference shares in our Company, the shareholding of his relatives in which the Promoter is interested and which hold the equity shares and any dividend distribution that may be made by our Company with respect to their shareholding in our Company. For details pertaining to our Promoter's shareholding, please refer to chapter titled "Capital Structure" beginning on page 96 of this Prospectus.

Interest other than as a Promoter

Our Promoter is also interested to the extent that he is Managing Director and Chief Financial Officer of our Company. Vijay Ramanlal Sanghavi is interested to the extent of remuneration, commission, and reimbursement of expenses payable to him by virtue of being Managing Director and Chief Financial Officer of our Company. For further information, please refer to chapter titled *"Our Management"* beginning on page 223 of this Prospectus.

Interest in the properties of our Company

Except as stated under *"Note 44 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 309, our Promoter has no interest in any property acquired by our Company in the three years preceding the date of this Prospectus or proposed to be acquired by our Company.

Interest in acquisition of land, construction of building and supply of machinery, etc.

Except as stated under *"Note 44 – Related Party Transactions"* under the chapter *"Restated Financial Statements"* on page 309, our Promoter is not interested in any transaction for acquisition of land, construction of buildings and supply of machinery.

Interest of our Promoter in our Company arising out of being a member of a firm or company

Except as disclosed in this Prospectus, our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Other Interest and Disclosures

Our Promoter is not a shareholder or director of our Group Company(ies) and may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group Company(ies). For the payments that are made by our Company to our Group Company(ies), please refer to *"Note 44 – Related Party Transactions"* in the chapter titled *"Restated Financial Information"* on page 309 of this Prospectus.

Except as stated under "*Note 44 – Related Party Transactions*" in the chapter titled *"Restated Financial Information"* on page 309 of this Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding two (2) years from the date of this Prospectus or proposes to enter into any such contract in which our Promoter is directly or indirectly interested and no payments have been made to him in respect of the contracts, agreements or arrangements which are proposed to be made with him.

Our Promoter is not related to any sundry debtors of our Company except as disclosed in Restated Financial Statements.

Our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Promoter Group of our Company

(a) Individual Promoter Group of our Promoter

Relationship with Promoter	Vijay Ramanlal Sanghavi
Spouse	Seema Vijay Sanghavi
Father	Late Ramanlal Dalichand Sanghavi
Mother	Late Pyariben Ramanlal Sanghavi
Brother	Suresh Ramanlal Sanghavi
Sister	Vimala Devi Mehta
	Manjulaben Kantilal Bhansali
	Chandra Motilal Doshi
	Naynaben Uttamchand Jain

Relationship with Promoter	Vijay Ramanlal Sanghavi
	Shobha Dinesh Mehta
	Sangeeta Mukesh Mehta
Daughter	Briyanshi Vijay Sanghavi
	Rinshi Vijay Sanghavi
Spouse's Father	Champalal Kaluchand Jain
Spouse's Mother	Havidevi Champalal Jain
Spouse's Brother	Alpesh Champalal Jain
Spouse's Sister	Payal Satishkumar Shah
	Pinky Vijay Shanghvi
	Rinika Harishkumar Mehta

(b) Entities forming a part of Promoter Group

As on the date of filling of this Prospectus, the following entities form part of our Promoter Group:

Sr. No.	Name of Entities	Nature of Relationship With the Promoter	PAN
1.	M/s. Ratnaveer Industries	Promoter is the Partner of the PG entity	AALFR0458C
2.	M/s. Ratnaravi Metal Impex	PG member (Suresh Ramanlal Sanghavi) is the Partner of the entity.	AANFR2657P
3.	M/s. Suraj Metal Corporation	PG member (Vimala Devi Mehta) is the sole proprietor of the entity.	ABMPM6727F
4.	M/s. Adeshwar Steel & Pipes	PG member (Manjulaben Kantilal Bhansali) is the sole proprietor of the entity.	ACGPB8945F
5.	M/s. Samay Steel	PG member (Alpesh Champalal Jain) is the sole proprietor of the entity.	AEPPJ4211D
6.	M/s. Ranvit Impex	PG member (Pinky Vijay Shanghvi) is the sole proprietor of the entity.	ADYPJ6171E
7.	Lohagar Developer Private Limited	PG members (Alpesh Champalal Jain and Havidevi Champalal Jain) are holding more than 20% equity shareholding of the entity.	AABCL3294K
8.	Vijay Sanghavi HUF	Promoter is the Karta of the PG entity.	AAIHV0674B

Other than as disclosed above, our Company has no other companies or entities that form part of our Promoter Group.

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our promoter group as on the date of this Prospectus please see chapter titled "*Capital Structure*" on page 96 of this Prospectus.

Confirmations

The Company hereby confirms that:

- Our Promoter has not been declared as a Wilful Defaulters or Fraudulent Borrower.

- Our Promoter and members of the Promoter Group have not been prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

- Our Promoter has not been declared as fugitive economic offender under section 12 of the Fugitive Economic Offender Act, 2018.

- Our Promoter is not a promoter, director or person in control of any other company which is prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Related Party Transactions

For details of related party transactions entered into by our Promoter, Promoter Group and our Company during the last financial three years and stub period, the nature of transactions and the cumulative value of transactions, please refer to "*Note 44 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 309 of this Prospectus.

Payment or benefits to the Promoter

Except as stated otherwise under "*Note 44 – Related Party Transactions*" in the chapter titled *"Restated Financial Statements"* on page 309 of this Prospectus about the related party transactions entered into during the last three (3) financial years and stub period as per IND AS 24 and in "*Interest of our Promoter*" disclosed in this Chapter, there has been no other payment or benefit to our Promoter or Promoter Group nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Prospectus.

Disassociation by the Promoter from entities in last three (3) years

Our Promoter has not disassociated himself from any company or firm in the three years immediately preceding the date of this Prospectus.

Change in the management and control of our Company

There has been no change in management and control of our Company during the last five years immediately preceding the date of filing of this Prospectus.

Material Guarantees

There are no material guarantees given to third parties by the Promoter with respect to specified securities of the Issuer.

Outstanding Litigation

For details of legal and regulatory proceedings involving our Promoter, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 340 of this Prospectus.

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered companies with which there were related party transactions, during the period for which financial information is disclosed in the Prospectus, as covered under the applicable accounting standards, and also other companies as considered material by the Board as per the materiality policy adopted by the Board pursuant to its resolution dated May 12, 2022 (the "Group Companies Materiality Policy").

In terms of the Group Companies Materiality Policy apart from the companies with which there have been related party transactions during the period for which financial information has been disclosed under this Prospectus, a company is considered to be a material Group Company as under:

(i) company in which the investment in the form of equity or voting power, debt or debt instruments by our Company exceeds 5% of the net worth of our Company as per the last audited financial statements for the preceding financial year; and

(ii) where the Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 5% of the total revenues of our Company as per the last audited financial statements for the last audited financial year.

Accordingly, based on the parameters outlined above, our Company does not have any Group Company.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of our Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividends in the last three fiscals and till the date of filing of this Prospectus.

For further details, please refer to section titled *"Financial Information"* beginning on page 249 of this Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Ratnaveer Precision Engineering Limited
(Formerly known as Ratnaveer Metals Limited)
E-77, GIDC Savli (Manjusar),
Baroda – 391775

Independent Auditors' Examination Report on Restated Financial Statements and for the years ended 31st March, 2023, 31 March 2022, and 31 March 2021in connection with the Initial Public Offering of Ratnaveer Precision Engineering Limited (formerly known as Ratnaveer Metals Limited).

Dear Sirs,

1) We have examined the attached Restated Financial Statements of Ratnaveer Precision Engineering Limited (formerly known as Ratnaveer Metals Limited) ("the Company"), which comprise of the Restated summary statement of assets and liabilities as at 31st March, 2023, 31 March 2022, and 31 March 2021, the Restated summary statements of profit and loss (including other comprehensive income), the Restated summary statement of cash flows and the Restated statement of changes in equity for the years ended 31st March, 2023, 31 March 2022, 31 and March 2021, read together with summary statement of significant accounting policies, annexures and notes thereto (collectively, together with the notes and annexures there to, referred to as the "Restated Financial Statements"), for the purpose of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offering (the "IPO").The Restated Financial Statements have been approved by the Board of Directors of the Company in its meeting held on 16-06-2023 for the purpose of inclusion in the Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (hereinafter referred to as "Offer Documents") prepared by the Company in connection with its proposed Initial Public Offering (the "IPO") comprising of fresh issue of equity shares of face value of Rs. 10 each and prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Companies Act") as amended;

   b) The Securities and Exchange Board of India (Issue of Capital and

   c) Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   d) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time.

2) The Company's board of directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, and the Registrar of Companies, Gujarat at Ahmedabad, in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in notes to the Restated Financial Statements. The responsibility of the board of directors of the company includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Financial Statements. The board of directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3) We have examined these Restated Financial Statements taking into consideration:

a) Terms of reference and terms of our engagement agreed upon with the Company in accordance with our engagement letter dated 20-07-2022 in connection with the proposed public offering of the equity shares by the Company.

b) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI as amended from time to time.

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and

d) The requirements of Section 26 of the Companies Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

4) These Restated Financial Statements have been compiled by the management from:

Audited Financial Statements of the Company for each of the years ended 31st March, 2023 31 March 2022, and 31 March 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India.

5) For the purpose of examination, we have relied on:

a. Auditors' report issued by us dated 29th May, 2023 on Audited Financial Statements of the Company as at and for the year ended 31st March 2023

b. Auditors' report issued by us dated 5th July, 2022 on Audited Financial Statements of the Company as at and for the year ended 31st March 2022,

c. Auditors' report issued by Radheshyam I Shah & Associates Chartered Accountants (herein referred to as "the erstwhile Statutory Auditors") dated 1st September, 2021 on the Audited Financial Statements of the Company as at and for the year ended 31st March 2021,

d. Auditors' report issued by erstwhile Statutory Auditors dated 19th November, 2020 on the Audited Financial Statements as at and for the year ended 31st March 2020 as referred in Paragraph 4 above.

6) The audit reports on the Financial Statements as mentioned in paragraph 4 and 5 above issued by us and erstwhile statutory auditors are unmodified.

7) Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Statements:

a) There have been no adjustments required to be made for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in each of the financial years ended 31 March 2022, 31 March 2021 and 31 March 2020 Except for the Adjustments on account of First time adoption of IND AS.

b) There were no qualifications in auditor's report on the audited financial statements of the Company for the financial years ended March 31, 2023, 2022 and 2021 which require any adjustments to the restated financial information.

c) does not require any adjustment for modification as there is no modification in the underlying audit reports; and

d) have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.

8) The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Financial Statements as mentioned in paragraph 5 above.

9) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12) Our report is intended solely for use of the Board of Directors for inclusion in the Offer documents to be filed with the SEBI, the National Stock Exchange of India Limited, BSE Limited and the ROC in connection with the proposed IPO. Our report should not be used, referred to or distributed to any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without or prior consent in writing.

For, Pankaj R Shah & Associates
Chartered Accountants
(Firm Regn.No.107361W)

Sd/-
CA Nilesh Shah
Partner
Membership No. 107414
UDlN: 23107414BGUYYH7431
Place: Ahmedabad
Date: 16-06-2023

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Assets and Liabilities

(Rs in Million)

	Particulars	Note	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
A	**ASSETS**				
1	**Non-current assets**				
	Property Plant & Equipment	5.1	348.52	327.93	267.19
	Capital work-in-progress	5.2	88.04	36.71	33.74
	Intangible assets	5.3	152.07	79.98	51.37
	Financial Assets				
	Non-current investments				
	Loan	6	-	-	4.98
	Other Financial Assets	7	18.71	15.69	15.69
	Deferred Tax Assets (net)		-	-	-
	Other Non-Current Assets	8	13.43	25.81	24.69
			620.77	**486.12**	**397.66**
2	**Current assets**				
	Inventories	9	2,058.26	1,712.83	1,355.25
	Financial Assets				
	Trade receivables	10	633.72	402.89	332.50
	Cash and cash equivalents	11	2.35	2.00	7.37
	Bank Balance other than above	12	301.39	194.95	180.32
	Loans				
	Other Financial Assets	13	1.61	3.17	2.36
	Current Income Tax				
	Other current assets	14	272.37	284.36	283.78
			3,269.70	**2,600.20**	**2,161.58**
	TOTAL ASSETS		**3,890.48**	**3,086.32**	**2,559.24**
B	**EQUITY AND LIABILITIES**				
1	**Equity**				
	Equity Share capital	15	348.94	42.62	42.62
	Other Equity	16	711.60	617.12	523.15
	Share Application Money		-		
			1,060.54	**659.74**	**565.77**
	Liabilties				
2	**Non-current liabilities**				
	Financial Liabilities				
	Borrowings	17	340.04	306.07	223.70
	Deferred tax liabilities (net)	18	47.06	31.67	21.83
			387.10	**337.74**	**245.53**
3	**Current liabilities**				
	Financial Liabilities				
	Borrowings	19	1,959.85	1,601.20	1,283.90
	Trade payables	20			
	Total Outstanding dues of Micro and Small Enterprise		4.07	-	-
	Total Outstanding dues of creditors other than Micro and small Enterprise		370.26	412.69	357.71
	Other Financial Liabilities	21	-	3.35	0.10
	Other Current Liabilities	22	50.04	33.14	71.83
	Current Tax Liabilities (Net)	23	33.69	19.92	17.69
	Short-Term Provisions	24	24.93	18.52	16.72
			2,442.85	**2,088.83**	**1,747.95**
	TOTAL EQUITY AND LIABILITIES		**3,890.48**	**3,086.32**	**2,559.24**
	The accompanying notes are integral part of these financial statements	**1 - 66**			

Significant Accounting Policy **1-4**

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

SD/-
CA Nilesh Shah
Partner
Membership No. - 107414
UDIN 23107414BGUYYH7431

Place: Ahmedabad
Date: 16-06-2023

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

SD/-
B. S. Chaplot
Whole Time Director
DIN: 03539750

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

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

Place: Vadodara
Date: 16-06-2023

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Profit and Loss for the Ended March 31, 2023

(Rs in Million)

	Particulars	Note No.	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
I	Revenue from operations	25	4,797.48	4,269.38	3,596.63
II	Other income	26	13.97	15.34	43.88
III	**Total Income (I+II)**		**4,811.45**	**4,284.72**	**3,640.51**
IV	**Expenses**				
	Cost of materials consumed	27	4,189.58	3,735.22	3,224.55
	Purchases of stock-in-trade		-	-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(266.22)	(185.69)	(169.18)
	Employee benefits expenses	29	78.78	78.05	69.62
	Finance costs	30	122.92	116.71	120.53
	Depreciation expenses	31	40.18	39.37	26.74
	Other expenses	32	339.09	366.55	272.33
	Total expenses		**4,504.33**	**4,150.21**	**3,544.59**
V	**Profit before exceptional and extraordinary items and Tax (I-IV)**		307.12	134.51	95.92
VI	Exceptional items				-
VII	**Profit before tax (V-VI)**		307.12	134.51	95.92
VIII	**Tax expense:**	33			
	Current tax expense for current year		40.00	26.00	20.25
	Short / (Excess) Provision for income tax		1.35	3.61	11.93
	Deferred tax		15.33	10.15	9.15
			56.68	**39.75**	**41.33**
IX	**Profit from continuing operations (VII-VIII)**		250.44	94.76	54.59
X	Profit / (Loss) from discontinuing operations (before tax)		-	-	-
XI	Tax expense of discontinuing operations		-	-	-
XII	**Profit/(loss) from Discontinued operations (X-XI)**		-	-	-
XIII	**Profit for the period (IX+XII)**		**250.44**	**94.76**	**54.59**
XIV	**Other Comprehensive Income**				
	A (i) Items that will not be reclassified to profit or loss	34	(0.18)	1.18	0.58
	(ii) Income tax relating to items that will not be reclassified to profit and loss	34	0.05	(0.30)	(0.15)
	B (i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss		-	-	-
			(0.13)	0.88	0.43
XV	**Total Comprehensive Income for the period (XIII+XIV)**		**250.31**	**95.64**	**55.02**
XVI	**Earnings per share for continued operation**	35			
	Basic & diluted (of ₹ 10/- each)		7.26	2.75	1.59
XVII	**Earnings per share for discontinued operation**				
	Basic & diluted (of ₹ 10/- each)		-	-	-
XVIII	**Earnings per share for continued operation and discontinued operation**				
	Basic & diluted (of ₹ 10/- each)		7.26	2.75	1.59
	Significant Accounting Policy	**1-4**			
	The accompanying notes are integral part of these financial statements	**1 - 66**			

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

SD/-
CA Nilesh Shah
Partner
Membership No. - 107414
UDIN: 23107414BGUYYH7431

Place: Vadodara
Date: 16-06-2023

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

SD/-
B. S. Chaplot
Whole Time Director
DIN: 03539750

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

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

Place: Vadodara
Date: 16-06-2023

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Restated Statement of Cashflow for the Year Ended MARCH 31, 2023

(Rs in Million)

	Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
(A)	**Cash Flow from Operating Activities :**			
	Net Profit before Tax	**307.12**	**134.51**	**95.92**
	Adjustments for :			
	Depreciation	40.17	39.37	26.74
	Interest Income	(13.87)	(10.35)	(12.44)
	Interest expenses	122.92	116.71	120.53
	(Profit) / Loss on sale of PPE	(0.15)	(0.09)	-
	Adjustment on Account of First Time Adoption of IND AS			
	Operating Profit Before Working Capital Changes	**456.19**	**280.15**	**230.75**
	Adjustments for:			
	Non-current/current financial and other assets			
	Decrease/(Increase) in Other Financial Assets	1.56	(0.80)	1.45
	Decrease/(Increase) in Loans	-	4.98	-
	Decrease/(Increase) in Other Non-Current Assets	9.36	(1.13)	0.04
	Decrease/(Increase) in Other Current Assets	11.99	(0.58)	(136.49)
	Trade Receivables	(230.83)	(70.39)	306.83
	Inventories	(345.43)	(357.58)	(201.02)
	Non-current/current financial and other liabilities/provisions	13.77	2.23	(28.63)
	Increase/(Decrease) in Trade Payables	(38.35)	54.98	(6.64)
	Increase/(Decrease) in Other Current Liabilities	16.90	(38.69)	11.61
	Increase/(Decrease) in Other Financial Liabilities	(3.35)	3.25	(0.23)
	Increase/(Decrease) in Short Term Provisions	6.18	(1.90)	(16.19)
	Cash Generated from/(used in) Operating Activities	**(102.01)**	**(125.48)**	**161.48**
	Direct Taxes Paid (Net)	(41.35)	(29.61)	(32.18)
	Nat Cash from Operating Activities (A)	**(143.36)**	**(155.09)**	**129.30**
(B)	**Cash Flow from Investing Activity :**			
	Purchase of property, plant and equipment's	(184.61)	(127.85)	(124.60)
	Proceeds from sale of PPE	0.57	1.40	0.66
	Non-Current Investments Written off	-	-	-
	Interest Received	13.87	10.35	12.44
	Net Cash form Investing Activities (B)	**(170.17)**	**(116.10)**	**(111.50)**
(C)	**Cash Flow from Financial Activities :**			
	Proceeds /(Repayment) of Long Term Borrowings (Net)	33.97	82.38	(66.24)
	Proceeds /(Repayment) from Short Term Borrowings (Net)	358.65	317.32	176.78
	Interest Paid	(122.92)	(116.71)	(120.52)
	Increase in share Capital	2.70		
	Proceeds on account of Securities Premium	147.92	(2.55)	
	Net Cash Flow from/(used in) Financing Activities (C)	**420.32**	**280.44**	**(9.98)**
	Net Increase/(Decrease) in Cash and Bank Balance (A+B+C)	**106.79**	**9.26**	**7.82**
	Add : Opening Cash & Bank Balances	196.95	187.69	179.87
	Closing Cash & Bank Balances	**303.74**	**196.95**	**187.69**

Refer Note 3.18 for Cash flow method

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

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

SD/-
CA Nilesh Shah

Partner
Membership No. - 107414
UDIN: 23107414BGUYYH7431

Place Vadodara
Date: 16-06-2023

SD/-
B. S. Chaplot

Whole Time Director
DIN: 03539750

Place: Vadodara
Date:16-06-2023

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

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

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

CIN: U27108GJ2002PLC040488

Statement of Changes in Equity

A. Equity share capital **(Rs in Million)**

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance as at March 31, 2023	**42.62**			**306.32**	**348.94**
Balance as at March 31, 2022	**42.62**	-	-	-	**42.62**
Balance as at March 31, 2021	**42.62**	-	-	-	**42.62**

B. Other equity **(Rs in Million)**

Particulars	Reserves and Surplus				
	Security premium	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 1, 2020 as IGAAP					
Add(less): Opening Ind AS Adjustment					
Balance as at March 31, 2020	**27.42**	**-**	**440.39**	**(0.11)**	**467.70**
Profit for the year	-	-	55.02	0.43	55.45
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	-	-
Balance as at March 31, 2021	**27.42**		**495.41**	**0.32**	**523.15**
Balance as at April 1, 2021	**27.42**	**-**	**495.41**	**0.32**	**523.15**
Profit for the year	-	-	95.65	0.88	96.53
Addition / (Utilization) during the Year	(2.55)				(2.55)
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	-	-
Balance as at March 31, 2022	**24.87**		**591.06**	**1.20**	**617.13**
Balance as at April 1, 2022	**24.87**	**-**	**591.06**	**1.20**	**617.13**
Profit for the year	147.92	-	250.31	(0.13)	398.10
Addition / (Utilization) during the Year	-		(303.62)		(303.62)
Items of OCI, net of tax	-	-	-	-	-
Re-measurement losses on defined benefit plans	-	-	-	-	-
Balance as at March 31, 2023	**172.79**		**537.75**	**1.07**	**711.61**

1 Company Information

Ratnaveer Precision Engineering Limited (the 'Company') is a public limited Company and domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at E-77, GIDC Savli (Manjusar), Baroda - 391775. The company is engaged in the manufacturing and selling of diverse range of SS products with its manufacturing facilities located in Baroda and Ahmedabad State of Gujarat.

The Board of Directors approved the standalone financial statements for the year ended March 31,2023

2 Basis of Preparation and Presentation

2.1 Statement of Compliance

(i) Compliance with Indian Accounting Standards (Ind AS)

Restated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013

Accordingly, the Company has prepared these Restated Financial Statements which comprise the Balance Sheet as restated as at 31st March 2023, 31 March, 2022 and 31 March 2021, the Statement of Profit and Loss as restated for the years ended 31 March 2023, 31 March 2022 and 31 March 2021, the Statement of Cash Flows as restated for the years ended 31 March 2023,31 March 2022 and 31 March 2021 and the Statement of Changes in Equity as restated for the years ended as on that dates, and accounting policies and other explanatory information (together hereinafter referred to as ' Restated Financial Statements').

(ii) Basis of Preparation and Presentation

The Restated Financial Statements has been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Further Public Offering of its equity shares, in accordance with the requirements of:

- Section 26 of part I of Chapter III of the Act;

- Relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and

- Guidance Note on Reports in accordance with the notification issued by Ministry of Corporate Affairs, Company is required to prepare its Standalone Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2020.

The Financial Statements have been prepared on the historical cost convention on the accrual basis except for certain assets and liabilities that are required to be carried at fair values by Ind AS.

These Restated Financial Statements have been compiled by the management from audited financial statements of the Company for each of the years ended 31 March 2023,31 March 2022, 31 March 2021 and 31 March 2020, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time and other accounting principles generally accepted in India

(iii) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification. An asset is treated as Current when it is :-

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when :-

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(iv) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.2 Functional and Presentation Currency

Indian rupee is the functional and presentation currency.

2.3 Rounding of amounts

All amounts disclosed in the Restated financial statements and notes have been rounded off to the nearest millions as per the requirement of Schedule III, unless otherwise stated.

3 Significant Accounting Policies

3.1 Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer.

3.1.1 Sale of Goods

Revenue is generated primarily from sale of S. S. Products. Revenue is recognised at the point in time when the performance obligation is satisfied and control of the goods is transferred to the customer in accordance with the terms of customer contracts. In case of domestic customers, generally revenue recognition take place when goods are dispatched and in case of export customers when goods are shipped onboard based on bill of landing as per the terms of contract. Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discounts, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to transfer goods to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

3.1.2 Sale of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

A contract liability is the obligation to render services to the customer for which the Company has received consideration from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

3.1.3 Export Incentive

Export incentives are accounted on accrual basis at the time of export of goods, if the entitlement can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

3.1.4 Other Income

a **Interest Income**
Interest income is recognized using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

b **Dividend income**
Dividend are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

c **Gain or loss on derecognition of Financial Assets**
Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

d All other Incomes are recognised and accounted for on accrual basis

3.2 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated deprecation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of Property Plant and Equipment under previous GAAP as on 1st April, 2020 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Property, Plant and Equipment not ready for the intended use on the date of the Balance Sheet are disclosed as “Capital work-in-progress”.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on Tangible Assets is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

Block of Assets	**Useful Life (Years)**
Buildings	30 - 60
Plant & Machinery	15
Furniture and Fixtures	10
Office Equipment's	5
Vehicles	8-10
Office Equipment's	5

In respect of Property, Plant and Equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Intangible Assets

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred. Costs incurred on individual development projects are recognised as intangible assets from the date when it meets the criteria of the Intangible Assets.

Intangible Assets are amortized over a period of five years as per straight line method.

3.3 Financial Instruments

3.3.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Regular way purchase and sale of financial assets are accounted for at trade date.

3.3.2 Subsequent Measurement

a Non-derivative financial instruments

i Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii Financial assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii Financial assets measured at fair value through profit or loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

iv Financial liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

b Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognized as a deduction from equity instrument net of any tax effects.

c Derivative financial instruments and hedge accounting

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts, cross currency swaps, interest rate swapsand collars. The instruments are employed as hedges of transactions included in the Restated financial statements or for highly probable forecast transactions/firm contractual commitments. These derivatives contracts do not generally extend beyond six months, Except for certain currency swaps and interest rate derivatives.

Derivatives are initially accounted for and measured at fair value on the date the derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period through profit and Loss Statement.

Effective Interest rate method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

3.3.3 De-recognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.3.4 Off-setting

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

3.5 Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

3.5.1 Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, wherever appropriate, on the basis of amounts expected to be paid to the tax authorities.

Current tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.5.2 Deferred Tax

Deferred tax is recognized in profit or loss, except when it relates to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.6 Impairment

3.6.1 Financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Company assesses whether financial assets carried at amortized cost is credit impaired. A financial asset is 'credit -impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime expected credit losses together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward
looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed

The company assesses at each reporting date whether there is an indication that an asset may be impaired. Such indication include, though are not limited to, significant or sustained decline in revenues or earnings and material

3.6.3 Non financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognized in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.7 Borrowing Costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.8 Employee Benefits

Short term employee benefits for salary and wages including accumulated leave that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

The company measures the expected cost of absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. As per Company's policy, no leave is expected to be carried forward beyond 12 months from the reporting date.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates one defined benefit plan for its employees, viz., gratuity plan. The costs of providing benefits under the plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)). Re-measurement are recognized in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.9 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.10 Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the Restated financial statements.

3.11 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are neither recognised nor disclosed in the Restated financial statements.

3.12 Foreign Currency

a Initial recognition
Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b Conversion
Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c Exchange difference
All exchange differences are recognized as income or as expenses in the year in which they arise.

3.13 Cash and cash equivalent
Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank (including demand deposits) and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.14 Earnings per share
Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.15 Inventories
Items of inventory are valued at cost or net realizable value, whichever is lower. Cost for raw materials, traded goods and stores and spares is determined on FIFO basis. Cost includes all charges in bringing the goods to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

3.16 Lease

(i) **As a lessee**
The Company assesses whether a contract, is, or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset throughout the period of the

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) **As a lessor**
Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

3.17 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Restated financial statements of the company as a whole.

3.18 Cash Flow Statement

Cash flows are reported using indirect method whereby profit for the period is adjusted for the effects of the transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts and payments and items of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.19 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Restated financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

4 Use of Estimates

The preparation of the Restated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the Restated financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the Restated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these Restated financial statements are:

- Useful lives of Property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Measurement of defined employee benefit obligations
- Export Incentive
- Provision for Loss Allowance using Expected Credit Loss Model in respect of Trade Receivables

4.1 Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

4.2 Changes in Liability arising from Financing Activities — **Rs. In Millions**

Particulars	Opening balance as at 01-04-2022	Cash flow changes proceeds	Repayment	Other transactions *	Closing Balance as at 31-03-23
Borrowings-Non-current (including current maturity)	253.15	50.13	19.14	11.24	295.38
Borrowings-current (Excluding Bank OD)	1919.51	370.64		111.68	2401.83

Particulars	Opening balance as at 01-04-2021	Cash flow changes Proceeds	Repayment	Other transactions *	Closing Balance as at 31-03-22
Borrowings-Non-current (including current maturity)	178.51	87.81	22.11	8.94	253.15
Borrowings-current (Excluding Bank OD)	1491.67	320.07		107.77	1919.51

Particulars	Opening balance as at 01-04-2020	Cash flow changes Proceeds	Repayment	Other transactions *	Closing Balance as at 31-03-21
Borrowings-Non-current (including current maturity)	238.1	10.72	76.44	6.13	178.51
Borrowings-current (Excluding Bank OD)	1165.77	211.51		114.39	1491.67

Note;- Other Transactions include interest, other charges, forex,amortization etc.

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

Note: 5 Property, Plant & Equipment

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Property Plant and Equipment			
Gross Assets	585.94	536.31	448.60
Less: Accumlated Depreciaton	(237.42)	(208.38)	(181.41)
Sub Total	**348.52**	**327.93**	**267.19**
Captial Work in Progress			
Gross Assets	88.04	36.71	33.74
Less: Accumlated Depreciaton	-	-	-
Sub Total	**88.04**	**36.71**	**33.74**
Intagible assets			
Gross Assets	178.38	95.15	55.43
Less: Accumlated Depreciaton	(26.31)	(15.17)	(4.06)
Sub Total	**152.07**	**79.98**	**51.37**
Total	**588.63**	**444.62**	**352.30**

Note: 6 - Loan

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Unsecured, Considered Good			
Loan Others	-	-	4.98
Loan Related Party	-	-	-
Total	**-**	**-**	**4.98**

Note: 7 - Other Financial Assets

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Unsecured, Considered Good			
Security Deposits	15.54	12.52	12.52
Deposits with the Financial Institutions having maturity more than 12 months and given as Security Deposit	3.17	3.17	3.17
Total	**18.71**	**15.69**	**15.69**

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

(Rs in Million)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01-04-2022	Additions	Deduction	As at 31-03-2023	As on 01-04-2022	Depreciation During the year	Deduction	As at 31-03-2023	As at 31-03-2023	As on 31-03-2022
5.1	**Tangible Assets**										
	Land	13.60	-	-	13.60	-	-	-	-	13.60	13.60
	Factory and Office Building	47.80	0.05	-	47.85	19.93	2.32	-	22.25	25.60	27.87
	Plant & Machinery	447.30	46.47	-	493.77	164.50	25.43	-	189.93	303.84	282.80
	Furniture & Fixture	6.56	0.10	-	6.66	5.93	0.23	-	6.16	0.50	0.63
	Electrical Equipment	6.24	0.46	-	6.70	5.02	0.18	-	5.20	1.50	1.23
	Office Equipment	2.76	0.21	-	2.97	2.29	0.05	-	2.34	0.63	0.47
	Computer	5.43	0.17	-	5.60	4.82	0.35	-	5.17	0.43	0.61
	Vehicles (Motor Car)	6.17	2.59	0.42	8.34	5.56	0.46	-	6.02	2.32	0.61
	Vehicles (Scooter & Bike)	0.44	-	-	0.44	0.34	0.02	-	0.36	0.08	0.10
	TOTAL (A)	**536.30**	**50.05**	**0.42**	**585.93**	**208.39**	**29.04**	**-**	**237.43**	**348.50**	**327.92**
5.3	**Intangible Assets**										
	Research and Development	95.15	83.23	-	178.38	15.17	11.14	-	26.31	152.07	79.98
	TOTAL (B)	**95.15**	**83.23**	**-**	**178.38**	**15.17**	**11.14**	**-**	**26.31**	**152.07**	**79.98**
5.2	**Capital Work In Progres**	36.71	137.82	86.49	88.04	-	-	-	-	88.04	36.71
	TOTAL (C)	**36.71**	**137.82**	**86.49**	**88.04**	**-**	**-**	**-**	**-**	**88.04**	**36.71**
	TOTAL (A + B + C)	**668.16**	**271.10**	**86.91**	**852.35**	**223.56**	**40.18**	**-**	**263.74**	**588.61**	**444.61**
	Previous Year	537.76	253.77	-	123.37	185.48	39.37	1.29	223.55	444.62	352.28

Note:- There is no investment in property hence details releted to valuation of the same are not disclosed

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 01-04-2021	Additions	Deduction	As at 31-03-2022	As on 01-04-2021	Depreciation During the year	Deduction	As at 31-03-2022	As at 31-03-2022	As on 31-03-2021
5.1	**Tangible Assets**										
	Land	13.60	-	-	13.60	-	-	-	-	13.60	13.60
	Factory and Office Building	47.49	0.32	-	47.81	17.59	2.34	-	19.93	27.88	29.90
	Plant & Machinery	359.07	88.24	-	447.31	139.45	25.05	-	164.50	282.81	219.61
	Furniture & Fixture	6.52	0.04	-	6.56	5.80	0.13	-	5.93	0.63	0.72
	Electrical Equipment	6.15	0.09	-	6.24	4.90	0.12	-	5.02	1.22	1.26
	Office Equipment	2.71	0.06	-	2.77	2.16	0.12	-	2.28	0.49	0.54
	Computer	5.23	0.20	-	5.43	4.53	0.29	-	4.82	0.61	0.70
	Vehicles (Motor Car)	7.47	-	1.31	6.16	6.66	0.19	1.29	5.56	0.60	0.81
	Vehicles (Scooter & Bike)	0.36	0.08	-	0.44	0.32	0.02	-	0.34	0.10	0.03
	TOTAL (A)	**448.60**	**89.03**	**1.31**	**536.32**	**181.41**	**28.26**	**1.29**	**208.38**	**327.94**	**267.17**
5.3	**Intangible Assets**										
	Research and Development	55.43	39.72	-	95.15	4.06	11.11	-	15.17	79.98	51.37
	TOTAL (B)	**55.43**	**39.72**	**-**	**95.15**	**4.06**	**11.11**	**-**	**15.17**	**79.98**	**51.37**
5.2	**Capital Work In Progres**	33.74	125.03	122.06	36.71	-	-	-	-	36.71	33.74
	TOTAL (C)	**33.74**	**125.03**	**122.06**	**36.71**	**-**	**-**	**-**	**-**	**36.71**	**33.74**
	TOTAL (A + B + C)	**537.77**	**253.78**	**123.37**	**668.18**	**185.47**	**39.37**	**1.29**	**223.55**	**444.63**	**352.28**
	Previous Year	413.82	210.84	86.90	537.76	159.35	26.74	0.61	185.48	352.28	254.47

Note:- There is no investment in property hence details releted to valuation of the same are not disclosed

RATNAVEER PRECISION ENGINEERING LIMITED

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(Rs in Million)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As on 01-04-2020	Additions	Deduction	As on 31-03-2021	As on 01-04-2020	Depreciation During the year	Deduction	As on 31-03-2021	As on 31-03-2021	As on 31-03-2020
5.1	**Tangible Assets**										
	Land	13.60	-	-	13.60	-	-	-	-	13.60	13.60
	Factory and Office Building	47.49	-	-	47.49	14.61	2.98	-	17.59	29.90	32.88
	Plant & Machinery	268.80	90.93	0.66	359.07	121.60	18.46	0.61	139.45	219.62	147.20
	Furniture & Fixture	6.52	-	-	6.52	5.41	0.39	-	5.80	0.72	1.11
	Electrical Equipment	6.15	-	-	6.15	4.60	0.30	-	4.90	1.25	1.56
	Office Equipment	2.44	0.27	-	2.71	2.03	0.13	-	2.16	0.55	0.41
	Computer	4.76	0.47	-	5.23	4.43	0.10	-	4.53	0.70	0.33
	Vehicles (Motor Car)	7.22	0.25	-	7.47	6.37	0.30	-	6.67	0.80	0.86
	Vehicles (Scooter & Bike)	0.36	-	-	0.36	0.31	0.01	-	0.32	0.04	0.05
	TOTAL (A)	**357.34**	**91.92**	**0.66**	**448.60**	**159.36**	**22.67**	**0.61**	**181.42**	**267.18**	**198.00**
5.3	**Intangible Assets**										
	Research and Development	20.32	35.11	-	55.43	-	4.06	-	4.06	51.37	20.32
	TOTAL (B)	**20.32**	**35.11**	**-**	**55.43**	**-**	**4.06**	**-**	**4.06**	**51.37**	**20.32**
5.2	**Capital Work In Progres**	36.17	83.80	86.23	33.74	-	-	-	-	33.74	36.17
	TOTAL (C)	**36.17**	**83.80**	**86.23**	**33.74**	**-**	**-**	**-**	**-**	**33.74**	**36.17**
	TOTAL (A + B + C)	**413.83**	**210.83**	**86.89**	**537.77**	**159.36**	**26.73**	**0.61**	**185.48**	**352.29**	**254.49**
	Previous Year	317.03	96.80	0.11	413.82	135.63	23.72	-	159.35	254.47	181.51

Note:- There is no investment in property hence details releted to valuation of the same are not disclosed

RATNAVEER PRECISION ENGINEERING LIMITED

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Note: 5.2 - Capital work-in-progress

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2022	Additions during the year	Transfer	Balance as at 31 March 2023	Balance as at 1 April - 2022	Depreciation for the year	Transfer	Balance as at 31 March 2023	Balance as at 31 March 2023	Balance as at 31 March, 2022
CWIP	36.71	137.82	86.49	88.04	-	-	-	-	88.04	36.71
Total	**36.71**	**137.82**	**86.49**	**88.04**	**-**	**-**	**-**	**-**	**88.04**	**36.71**

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2021	Additions during the year	Transfer	Balance as at 31 March 2022	Balance as at 1 April - 2021	Depreciation for the year	Transfer	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 31 March, 2021
CWIP	33.74	125.03	122.06	36.71	-	-	-	-	36.71	33.74
Total	**33.74**	**125.03**	**122.06**	**36.71**	**-**	**-**	**-**	**-**	**36.71**	**33.74**

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2020	Additions during the year	Transfer	Balance as at 31 March, 2021	Balance as at 1 April - 2020	Depreciation for the year	Transfer	Balance as at 31 March, 2021	Balance as at 31 March, 2021	Balance as at 31 March, 2020
CWIP	36.17	83.80	86.23	33.74	-	-	-	-	33.74	36.17
Total	**36.17**	**83.80**	**86.23**	**33.74**	**-**	**-**	**-**	**-**	**33.74**	**36.17**

5.2.1 Capital Work-in-progress (CWIP)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2023					
Projects in progress	88.04	-	-	-	88.04
As at 31 March 2022					
Projects in progress	36.71	-	-	-	36.71
Projects temporarilysuspend					
As at 31 March 2021					
Projects in progress	33.74	-	-	-	33.74
Projects temporarilysuspend					

Note:- There is no CWIP whose completion is overdue or has exceeded its cost compared to its original plan.

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Notes forming part of the Restated Financial Information

Note: 5.3 - Intangible assets (Rs in Million)

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2022	Additions during the year	Disposals	Balance as at 31 March 2023	Balance as at 1 April - 2022	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 March 2023	Balance as at 31 March, 2023	Balance as at 31 March, 2022
Intangible assets (Research & Development)	95.15	83.23	-	178.38	15.17	11.14	-	26.31	152.07	79.98
Total	**95.15**	**83.23**	**-**	**178.38**	**15.17**	**11.14**	**-**	**26.31**	**152.07**	**79.98**

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2021	Additions during the year	Disposals	Balance as at 31 March, 2022	Balance as at 1 April - 2021	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 March, 2022	Balance as at 31 March, 2022	Balance as at 31 March, 2021
Intangible assets (Research & Development)	55.43	39.72	-	95.15	4.06	11.11	-	15.17	79.98	51.37
Total	**55.43**	**39.72**	**-**	**95.15**	**4.06**	**11.11**	**-**	**15.17**	**79.98**	**51.37**

Particulars	Gross block				Accumulated depreciation				Net block	
	Balance as at 1 April, 2020	Additions during the year	Disposals	Balance as at 31 Mar, 2021	Balance as at 1 April - 2021	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 Mar, 2021	Balance as at 31 Mar, 2021	Balance as at 31 March, 2020
Intangible assets (Research & Development)	20.32	35.11	-	55.43	-	4.06	-	4.06	51.37	20.32
Total	**20.32**	**35.11**	**-**	**55.43**	**-**	**4.06**	**-**	**4.06**	**51.37**	**20.32**

(i) **Note:-The Company has elected to measure all its property, plant and equipment at the IGAAP carrying amount i.e. March 31, 2020 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. April 01, 2020.**

(ii) **The Title deeds of Immovable Properties are in the Company.**

(iii) **The Company has not revalued its Property, Plant and Equipment and Intangible assets during the year under review.since there is no intangible assets under devlopment,the disclouser for aging is not given.**

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 8 - Other Non-Current Assets

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Unsecured, Considered Good			
Advance for Capital Expenditure	8.07	11.26	11.00
Balance with Govt Authorities	5.36	14.55	13.69
Total	**13.43**	**25.81**	**24.69**

Note: 9 - Inventories

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Raw materials (In transit Rs Nil) (PY Rs 111.48 Millions lying at port)	418.59	329.81	169.92
Work-in-progress	1,398.34	942.39	898.65
Finished goods (Inclues Rs 33.91 Millions lying at port) (PY Rs 41.85 Millions)	188.36	378.09	236.14
Stores & Spares	39.47	50.84	43.34
Packing Material	13.50	11.70	7.20
Total	**2,058.26**	**1,712.83**	**1,355.25**

THE INVENTRIES ARE HYPOTHICATED AS A SECUIRTY AS DISCLOSED IN NOTE 19.1

Note: 10 - Trade receivables

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
(Unsecured, Considered Good)			-
Trade receivables exceeding six months from Due Date	19.84	24.83	34.19
Trade Receivables considered good	613.88	378.06	298.31
Refer note no 50 and note No 10.1 for aging			
Total	**633.72**	**402.89**	**332.50**

Note: 11 - Cash and cash equivalents

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Cash on hand*	2.27	1.85	2.85
Balances with banks			
- In Current Account	0.08	0.15	4.52
- in Margin money Account			
Total	**2.35**	**2.00**	**7.37**

***Include Cash in Foreign Currencies.**

10.1 Ageing of Trade Receivables

(Rs in Million)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 Mar. 2023							
Undisputed Trade Receivables – considered good	613.88	7.23	12.61	-	-	-	633.72
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**613.88**	**7.23**	**12.61**	**-**	**-**	**-**	**633.72**
As at 31 March 2022							
Undisputed Trade Receivables – considered good	322.51	55.56	15.68	4.70	-	4.44	402.89
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**322.51**	**55.56**	**15.68**	**4.70**	**-**	**4.44**	**402.89**
As at 31 March 2021							
Undisputed Trade Receivables – considered good	173.16	125.15	17.30	7.15	9.74	-	332.50
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**173.16**	**125.15**	**17.30**	**7.15**	**9.74**	**-**	**332.50**

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Note: 12 - Bank Balance other than above

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Bank Balance in Fixed Deposit Account aginst Bank Guarantee and Margin Money	301.39	194.95	180.32
Total	**301.39**	**194.95**	**180.32**

Note: 13 - Other Financial Assets

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
(Unsecured, Considered Good)			
Advance Recoverable in cash or in kind or for value to be be received	1.61	2.50	2.17
Derivative Assets	-	0.67	0.19
Total	**1.61**	**3.17**	**2.36**

Note: 14 - Other current assets

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Unsecured, Considered Good			
Advance Recoverable in cash or in kind or for value to be received	-	0.79	1.97
Export Incentive Receivable	142.52	138.35	116.25
Interest accrued on Fixed Deposits but not due	0.34	0.25	0.51
Total	**272.37**	**284.36**	**283.78**

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Note: 15 - Equity Share capital

(Rs. In Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Equity Share Capital			
Opening balance	40.67	40.67	40.67
Add: During the year	306.32	-	-
Sub Total	**346.99**	**40.67**	**40.67**
Preference Share Capital			
Opening balance	-	-	-
Add: During the year			
Sub Total			
Share Forfeiture account			
Opening balance	1.95	1.95	1.95
Add: During the year	-	-	-
Sub Total	**1.95**	**1.95**	**1.95**
Total	**348.94**	**42.62**	**42.62**

(shares in million) (Rs. In Million)

Particulars	As at March2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Authorised						
Equity shares of 10 each	50.00	500.00	5.00	50.00	5.00	50.00
Preference shares of 10 each	3.00	30.00	3.00	30.00	3.00	30.00
Issued						
Equity shares of 10 each	34.70	346.99	4.07	40.67	4.07	40.67
Subscribed and Paid Up						
Equity shares of 10 each	34.70	346.99	4.07	40.67	4.07	40.67
Add : Forfeited shares	**0.20**	1.95	0.20	1.95	0.20	1.95

Company has increased Authorizesed share Capital from 80 million to 530 million on 8th Nov. 2022 by passed Ordinary Board Resolution.

15.1 Reconciliation of equity shares outstanding at the beginning and at the end of the year

(shares in million) (Rs. In Million)

Particulars	As at March 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning of the Year	4.07	40.67	4.07	40.67	4.07	40.67
Share Forfeiture account	0.20	1.95	0.20	1.95	0.20	1.95
Addision during the year	30.63	306.32				
Outstanding at the end of the year	**34.90**	**348.94**	**4.27**	**42.62**	**4.27**	**42.62**

15.2 Rights, Preferences and Restrictions attached to equity shares

The Company has one class of shares having par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

15.3 Shares held by promoters (Promotor as defined in the Companies Act, 2013)

(Rs. In Million)

Promoter name	As at March 31,2023	Change during the year	% of Total Shares in 23	As at March 31, 2022	As at March 31, 2021
Vijay R Sanghvi	29.01	25.38	83.60%	3.63	3.95
Seema V Sanghvi	0.94	0.82	2.71%	0.12	0.12
Total	**29.95**	**26.20**	86.31%	**3.75**	**4.07**

15.4 Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022		As at March 31, 2021	
	No. of shares	% Holding in that class of shares	No. of shares	% Holding in that class of shares	No. of shares	% Holding in that class of shares
Vijay R Sanghvi	29.01	83.60%	3.63	89.19%	3.95	97.05%

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Note: 16 - Other Equity **(Rs in Million)**

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Securities premium			
Opening balance	24.87	27.42	27.42
Addition / (Utilization) during the Year	147.92	(2.55)	-
Sub Total	**172.79**	**24.87**	**27.42**
Other Comprehensive Income			
Opening balance	1.20	0.32	(0.11)
Add: Profit for the year	(0.13)	0.88	0.43
Sub Total	**1.07**	**1.20**	**0.32**
Retain Earning			
Opening balance	591.05	495.41	440.39
Add: Profit for the year	250.31	95.64	55.02
Less:Bonus Share Alloted on 12.1.23	(303.62)	-	-
Sub Total	**537.74**	**591.05**	**495.41**
Total	**711.60**	**617.12**	**523.15**

Nature and purpose of Other Equity- Security Premium

The amount received in excess of face value of the equity shares, in relation to issuance of equity, is recognised in Securities Premium Reserve and can be utilised in accordance with the provisions of the Companies Act, 2013.

BONUS SHARE

Company has issued bonus share 1:7 on 12.01.2023 as AGM held total no of share bonus share issued 30361660.

Retained earnings

Retained earnings are the profits that the Company has earned till date. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

Note: 17 - Borrowings **(Rs in Million)**

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Preference Share (secured)			
9% Non-cumulative Redeemable preference shares Refer Note No: 17.1	10.53	10.53	9.66
Sub Total	**10.53**	**10.53**	**9.66**
Term loans (Secured)-With Bank			
UCO Bank	20.58	21.85	2.43
Bandhan Bank	80.08	43.32	-
Yesh Bank	0.69	-	-
HDFC Bank	1.21	-	-
With Financial Institutions			
Reliance Capital Ltd	-	-	-
Tata Fianncial Capital Service Ltd	-	1.20	8.63
Edelweiss Capital Ltd	0.64	2.87	4.82
Sub Total	**103.20**	**69.24**	**15.88**
Other loans and advances (Unsecured)			
Financial Institutions	129.77	129.77	101.63
From Directors & Shareholders	96.53	96.53	96.53
Sub Total	**226.30**	**226.30**	**198.16**
Total	**340.04**	**306.07**	**223.70**

Refer note no 54 and 55 for utilized of borrowed fund Refer Note No 17.2 For Secuirty & Rate of Interest

17.1 Preferecial Shares

Preference Share alloted shall be for tenure up to 20 years from date of allotment and company has right to redeem said share before expairy of 20 years its own or request from share holders

17.2 Nature of security, Rate of Interest and Terms of Repayment

UCO BANK : Term Loan secured against second charge with existing credit facility and personal gaurantee of Shri Vijay Sanghvi. Repayment Schedule for 1st Term Loan 24 monthly installments of Rs 2100000 including 6 month moratorium period (commencing from 30.11.2020) and 2st Term Loan 72 monthly installments Rs 452084 including 24 month moratorium period. (commencing from 31-03-2024)@8.95% p.a
BANDHAN BANK : Term Loan secured against second charge with existing credit facility and personal gaurantee of Shri Vijay Sanghvi. Repayment Schedule for 1st Term Loan 60 monthly installments of Rs 618750 including 12 month moratorium period (commencing from 31.10.2022) @9.25% p.a and 2st Term Loan 60 monthly installments Rs 589600 including 12 month moratorium period. (commencing from 31-10-2022)
Tata Fianncial Capital Service Ltd: Secured against hypothecation of Equitment to be purchased under the agreement and also secured by way of Personal Gaurantee of the Directors of the company Shri Vijay R Sanghvi Repayment Schedule :63 Monthly installments of Rs 91850/- (excluding interest) commencing from 25.04.2018)@ 13% p.a
Repayment Schedule : 62 Monthly installments of Rs 80430/- (excluding interest) commencing from 24.04.2019) @ 13% p.a
Repayment Schedule : 62 Monthly installments of Rs 40120/- (excluding interest) commencing from 24.04.2019) @13% p.a.
Repayment Schedule : 58 Monthly installments of Rs 15145/- (excluding interest) commencing from 24.04.2019) @13% p.a
Repayment Schedule : 60 Monthly installments of Rs 41935/- (excluding interest) commencing from 24.04.2019) @13%p.a.
Repayment Schedule : 57 Monthly installments of Rs 12150/- (excluding interest) commencing from 24.04.2019) @13%p.a.
Repayment Schedule : 54 Monthly installments of Rs 33627/- (excluding interest) commencing from 24.04.2019)@13%p.a.
Repayment Schedule : 55 Monthly installments of Rs 60076/- (excluding interest) commencing from 24.04.2019)@13%p.a.
Repayment Schedule : 50 Monthly installments of Rs 73530/- (excluding interest) commencing from 24.04.2019)@13%p.a.
Edelweiss Capital Ltd: Secured against hypothecation of Equitment to be purchased under the agreement and also secured by way of Personal Gaurantee of the Directors of the company Shri Vijay R Sanghvi . Repayment Schedule :72 Monthly installments of Rs 209537/- (including interest) commencing from 25.04.2018)@9.35%p.a.
HDFC BANK Ltd: Secured against hypothecation of Motor Car to be purchased under the agreement and also secured by way of Personal Gaurantee of the Directors of the company Shri Vijay R Sanghvi . Repayment Schedule :84 Monthly installments of Rs24781/- (including interest) @9% commencing from 07.10.2022) **YES BANK Ltd:** Secured against hypothecation of FORK LIFT to be purchased under the agreement and also secured by way of Personal Gaurantee of the Directors of the company Shri Vijay R Sanghvi . Repayment Schedule :84 Monthly installments of Rs19950/- (including interest) commencing from 20.02.2023) @9.50%

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 18 - Deferred tax liabilities (net)

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Deferred Tax Liabilities			
Opening balance	32.21	22.46	13.16
Add: During the year	15.63	9.74	9.30
Closing Balance	47.84	32.20	22.46
Deferred Tax Assets			
Opening balance	(0.53)	(0.63)	(0.34)
Add: During the year	(0.25)	0.10	(0.29)
Closing Balance	(0.78)	(0.53)	(0.63)
Total	**47.06**	**31.67**	**21.83**

18.1 Movement in deferred tax assets and liabilities

For the year ended on March 31, 2023 **(Rs in Million)**

Particulars	As at April 1, 2022	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2023
Deferred tax (Assets) / liabilities				
Property, Plant and Equipment	30.17	16.64	-	46.81
Financial instruments	2.03	(1.01)	-	1.02
Employee Benefit	(0.53)	(0.07)	(0.18)	(0.78)
Total	**31.67**	**15.56**	**(0.18)**	**47.05**

For the year ended on March 31, 2022 **(Rs in Million)**

Particulars	As at April 1, 2021	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2022
Deferred tax (Assets) / liabilities				
Property, Plant and Equipment	20.15	10.02	-	30.17
Financial instruments	2.31	(0.28)	-	2.03
Employee Benefit	(0.63)	(1.08)	1.18	(0.53)
Total	**21.83**	**8.66**	**1.18**	**31.67**

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For the year ended on March 31, 2021 **(Rs in Million)**

Particulars	As at 31st March, 2020	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2021
Deferred tax (Assets) / liabilities				
Property, Plant and Equipment	10.42	9.73	-	20.15
Financial instruments	2.74	(0.43)	-	2.31
Employee Benefit	(0.34)	(0.87)	0.58	(0.63)
Total	**12.82**	**8.43**	**0.58**	**21.83**

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Profit before tax for the year	307.12	134.52	95.92
Tax rate	25.17%	25.17%	25.17%
Expected Income Tax Expense	**77.30**	**33.86**	**24.14**
Adjustments			
Non-deductible expenses for tax purposes	14.74	(0.10)	0.89
Tax pertaining to prior years	1.35	3.61	11.93
Tax effect on account of timing difference	15.33	10.15	9.15
Others (Net)	(52.03)	(7.75)	(4.77)
Total Income Tax expense	**56.69**	**39.77**	**41.34**

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Note: 19-Borrowings

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Secured			
Current maturities of long-term debt			
Yes Bank	0.24		
Andhra Bank Ltd	-	-	-
UCO Bank	0.90	4.59	24.80
Bandhan Bank	14.45	7.25	-
Reliance Capital Ltd	-	-	1.85
Tata Fianncial Capital Service Ltd	1.04	7.34	7.85
Edelweiss Capital Ltd	2.21	1.95	1.64
HDFC Bank	0.30		
From banks: Working Capital	608.75	510.50	388.63
Unsecured			
From Banks			
Buyer's Credit	209.17	62.24	225.37
LC Bill Discounted	1,117.01	991.55	630.22
From Directors & Shareholders	5.78	14.80	0.90
Current maturities of long-term debt (Unsecured)			
Financial Institutions	-	0.98	2.64
Total	**1,959.85**	**1,601.20**	**1,283.90**

Note No: 19.1 Refer note no 54 and 55 for utilized of borrowed fund

Working Capital: Secured against the Hypo. Of Company's Stock & Raw material, Work-in-progress and finished goods & Book debts,and further Secured against Second charge over Company's Land, Building and other immovable assets located at E-77,120 GIDC-Savli (Manjusar), Dist Baroda and First charge over Company's Stock & Raw material, Work-in-progress and finished goods & Book debts. Also, secured against first charge of residential property of Director Shri Vijay Sanghvi located at 20,21 Vijay Society-I, New Khanderao Road, Vadodara.& also Secured by way of Hypothecation of Key man Insurance of Shri Vijay Sanghvi & also Personal Guarantee of Shri Vijay Sanghvi)

20 TRADE PAYABLE

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Total Outstanding dues of Micro and Small Enterprise	4.07		
Total Outstanding dues of creditors other than Micro and (Refer Note No 50and 20.1 for aging)	370.26	412.69	357.71
Total	**374.33**	**412.69**	**357.71**

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Notes forming part of the Restated Financial Information

20.1 Ageing of Trade Payable

(Rs in Million)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 Mar. 2023						
MSME	-	4.07	-	-	-	4.07
Others	274.79	90.10	2.36	3.02	-	370.26
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	**274.79**	**94.17**	**2.36**	**3.02**	**-**	**374.33**
As at 31 March 2022						
MSME						-
Others	288.65	113.31	1.54	3.19	6.00	412.69
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	**288.65**	**113.31**	**1.54**	**3.19**	**6.00**	**412.69**
As at 31 March 2021						
MSME						
Others	233.60	109.45	5.51	7.43	1.72	357.71
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others						-
Total	**233.60**	**109.45**	**5.51**	**7.43**	**1.72**	**357.71**

20.2 Trade Payables - Total outstanding dues of Micro & Small Enterprises

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
a) The Principal amount and Interest due there on remaining unpaid as at year end: Principal	4.07		-
b) Interest paid by the company in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the	-	-	-

c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the	-	-	-	-
d) Interest accrued and remain unpaid as at year end	-	-	-	-
e) Further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises	-	-	-	-

*Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 21 - Other Financial Liabilities

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Bank Overdarft			-
Security Deposit	-	-	0.10
Others	-	3.35	-
Total	**-**	**3.35**	**0.10**

Note: 22 - Other Current Liabilities **(Rs in Million)**

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Financial Intitutions			
Statutory liabilities	19.28	10.72	22.35
Bank Overdarft	-	-	-
Security Deposit	-	-	-
Advance from customers	30.76	22.42	49.48
Total	**50.04**	**33.14**	**71.83**

Note: 23 - Current Tax Liabilities (Net) **(Rs in Million)**

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Provision for tax (net of advance tax & TDS)	33.69	19.92	17.69
Total	**33.69**	**19.92**	**17.69**

Note: 24 - Short-Term Provisions **(Rs in Million)**

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
(iii) Provision for Leave Encashment			-
Provision for Employee Benefits	3.11	2.12	2.52
Provision for Expenses	21.81	16.40	14.20
Total	**24.93**	**18.52**	**16.72**

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

Note: 25 - Revenue from operations

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
(A) Sale of products			
Domestic	3,875.39	3,431.72	3,041.76
Export	921.91	837.05	552.95
Sub total - A	**4,797.30**	**4,268.77**	**3,594.71**
(B) Other Operating Income			
Income from Job Work	0.18	0.61	1.92
Sub total - B	**0.18**	**0.61**	**1.92**
Total (A+B)	**4,797.48**	**4,269.38**	**3,596.63**

25.1 - Disaggregation of Revenue from Contracts with Customers:

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Geographical Disaggregation:			
Revenues within India	3,875.39	3,431.72	3,041.76
Revenues outside India	921.91	837.05	552.95
Total Revenue from Operations	**4,797.30**	**4,268.77**	**3,594.71**
Timing of revenue recognition			
	4,797.48	4,269.38	3,596.63
Total Revenue from Operations	**4,797.48**	**4,269.38**	**3,596.63**

Contract balances:

Receivables, contracts assets and contract liabilities from contracts with customers:

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Contract assets			
Trade Receivables (Refer Note 10)	633.72	402.89	332.50
Contract liabilities			
Advances from customers (Refer Note 22)	30.76	22.42	49.48

Note: 26 - Other income

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Interest Income	13.87	10.35	12.44
Net gain on account of foreign exhange fluntuation	-	4.86	30.89
Debit/credit Balance Written Off / Written Back A/c	(0.05)	0.04	0.55
Gain/(loss) on sale of property, plant and equipment	0.15	0.09	-
Total	**13.97**	**15.34**	**43.88**

i) Interest income includes income from financial assets measured at Amortized Cost 13.87 Million (2021-22: 10.35 Million)

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Notes forming part of the Restated Financial Information

Note: 27 - Cost of materials consumed

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
		-	-
Opening stock	329.81	169.92	146.46
Add: Purchases	4,278.36	3,895.11	3,248.01
	4,608.17	4,065.03	3,394.47
Less: Closing stock	(418.59)	(329.81)	(169.92)
Total	**4,189.58**	**3,735.22**	**3,224.55**

Note: 28 - Changes in inventories of finished goods, work-in-progress and stock-in-trade

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Inventories at the end of the year:			
Finished goods	188.36	378.09	236.14
Work-in-progress	1,398.34	942.39	898.65
Sub Total (A)	**1,586.70**	**1,320.48**	**1,134.79**
Inventories at the beginning of the year:			
Finished goods	378.09	236.14	220.12
Work-in-progress	942.39	898.65	745.49
Sub Total (B)	**1,320.48**	**1,134.79**	**965.61**
Net (increase) / decrease (A-B)	**(266.22)**	**(185.69)**	**(169.18)**

Note: 29 - Employee benefits expenses

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Salaries and wages	73.41	72.79	60.76
Contribution to Provident and Other Funds	1.67	2.30	2.14
Gratuity	0.80	0.78	0.61
Leave Encashment	0.70	0.43	0.70
Staff Welfare Expenses	2.20	1.75	5.41
Total	**78.78**	**78.05**	**69.62**

Note: 30 - Finance costs

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Interest expense on:			
Term Loan	9.61	3.29	2.26
Working Capital	60.00	40.54	34.12
Unsecured Loan	20.80	20.53	29.25
Secured Loan	1.36	3.02	4.79
Interest Expense			
Bank and Other Borrowings	91.76	67.38	70.43
Others	19.83	27.87	17.14
Interest on Bill Discounting	16.63	27.42	16.93
Interest Others	3.20	0.44	0.20
Unwinding of Interest on Financial Liabilities carried at Amortized Cost	-	0.87	0.80
Other Financial Charges	11.33	20.60	32.16
Total	**122.92**	**116.71**	**120.53**

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Note: 31 - Depreciation expenses

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Depreciation on property, plant and equipment	29.04	28.26	22.67
Amortisation on Intangible Assets	11.14	11.11	4.06
Total	**40.18**	**39.37**	**26.74**

Note: 32 - Other expenses

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Manufacturing and other Expense			
Stores & Spares Consumed			
Op. Stock	50.84	43.34	33.24
Add : Purchase Store	82.65	87.54	78.04
	133.49	130.88	111.28
Less : Cl. Stock	(39.47)	(50.84)	(43.34)
Sub-Total	**94.02**	**80.04**	**67.94**
Packing Material Consumed			
Op. Stock	11.70	7.20	8.92
Add :- Purchase Packing	15.04	16.37	7.38
	26.74	23.57	16.30
Less : Cl. Stock	(13.50)	(11.70)	(7.20)
Sub-Total	**13.24**	**11.87**	**9.10**
Repairs and maintenance - Machinery	4.20	1.36	0.34
Repairs and maintenance - Building	-	0.55	0.05
Repairs and maintenance - Others	0.79	2.50	2.73
Electicity expenses	65.41	72.74	53.49
Labour charges	62.44	73.12	60.67
Sub-Total	**132.84**	**150.27**	**117.28**
Rent, Rates and Tax	17.76	16.62	12.35
Printing & Stationery	0.75	0.59	0.36
Selling & Distribution Expenses	52.63	71.95	12.78
Factory Expenses	2.89	3.82	27.35
Insurance Expense	2.62	2.60	2.43
Travelling, Conveyance and Vehicle Expenses	4.27	4.54	3.33
Postage & Telephone expenses	0.58	0.47	0.43
Legal & Professional expenses	8.80	13.71	11.59
General Expenses	1.09	7.62	4.73
Loss on Sale of Vehicle	-	-	-
Net loss on account of foreign exhange fluntuation	2.86	-	-
Donation Expenses	-	-	-
Provision of Doubtful Debts	-	-	-
Corporate Social Responsibility (CSR) Expenses	4.34	2.05	2.46
Sub-Total	**98.59**	**123.97**	**77.81**
Payments to the auditors comprises			-
(net of service tax input credit, where applicable):			-
As auditors - statutory audit/Tax Audit fees	0.40	0.40	0.20
- Taxation Matters			
- Management Services			
- Company Law Matters			
- Certification fees & Other Services			
- Reimbersement of Expenses			
Sub-Total	**0.40**	**0.40**	**0.20**
Total	**339.09**	**366.55**	**272.33**

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Note: 33 - Tax expense:

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Current tax expense for current year	40.00	26.00	20.25
Current tax expense relating to prior years	1.35	3.61	11.93
Deferred tax	15.33	10.15	9.15
Total	**56.68**	**39.76**	**41.33**

Note: 34 - A (i) Items that will not be reclassified to profit or loss

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Re-measurement of defined benefit plans / Obligations	(0.18)	1.18	0.58
Income tax relating to items that will not be reclassified to profit or Loss	0.05	(0.30)	(0.15)
Total	**(0.13)**	**0.88**	**0.43**

Note: 35 - Earnings per share for continued operation

(Rs in Million)

Particulars	For Year ended 31-March-2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Basic & Diluted EPS			
Computation of Profit (Numerator)			
(i) Profit after tax	250.44	94.76	54.59
(ii) Add:			-
(iii) Profit for the year for diluted EPS	250.44	94.76	54.59
Weighted Average Number of Shares (Denominator)			
Weighted average number of Equity shares used for calculation of basic earnings per share	34.50	34.43	34.43
Add:			-
Weighted average number of Shares for computing Diluted Earnings Per Share	34.50	34.43	34.43
Earnings Per Share (Rs. per Equity Share of Rs. 10/- each)			
Basic	7.26	2.75	1.59
Diluted	7.26	2.75	1.59

36 Contingent Liabilities

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Disputed claims (excluding interest, if any) inrespect of			
Income Tax	100.02	38.77	7.19
Sales Tax	26.07	19.66	20.04
Cestat	17.05	-	-
Civil	1.28	-	-
Capital Commitments			
Estimated amount of contracts remaining to be executed	18.54	11.12	11.00
Total	**162.96**	**69.55**	**38.23**

(i) It is not practical for the company to estimate the timing of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities.

(ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities applicable, in its financial statements. The company does not expect the outcomes of these proceedings to have materially adverse affect on its financial results.

37 Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the achievement of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations, long-term and short-term bank borrowings.

The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Net debt includes interest bearing borrowings including lease obligations less cash and cash equivalents, other bank balances.

The table below summarises the capital, net debt and net debt to equity ratio of the Company.

(Rs in Million)

Particulars	As at 31-03-2023	As at 31-03-2022	As at 31-03-2021
Equity Share Capital	348.94	42.62	42.62
Other Equity	711.60	617.13	523.15
Total Equity	**1,060.54**	**659.75**	**565.77**
Interest-bearing loans and borrowings	2,299.89	1,907.28	1,507.58
Less: cash and cash equivalent	2.35	2.00	7.37
Less: Other bank Balances	301.39	194.95	180.32
Net Debt	**1,996.15**	**1,710.33**	**1,319.89**
Gearing Ratio	***1.88***	***2.59***	***2.33***

38 Employee Benefits

38.1 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

Particulars	Mar.-23	2021-22	2020-21
Contribution to Provident Funds	1.53	2.17	2.03
Contribution to ESIC	0.14	0.13	0.11
Contribution to Labour welfare fund	-	-	-
Total	**1.67**	**2.30**	**2.14**

38.2 Defined Benefit Plan - Gratuity

Information about the characteristics of defined benefit plan
The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	15 / 26 × Salary × Past Service Years
Salary definition	Last drawn qualifying salary
Benefit ceiling	Benefit ceiling of Rs. 20,00,000 was applied
Vesting conditions	5 Years of service No vesting condition apply in case of Death and disability
Retirement age	58 years

38.3 The company is responsible for the governance of the plan.

38.4 Risk to the Plan
Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

A Interest rate risk:

A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

B Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of member. As such,an increase in the salary of the members more than assumed level will increase the plan's liability.

C Investment Risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

D Asset Liability Matching Risk:

The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of rule 101 of income tax rule, 1962 i this generally reduces ALM risk.

E Mortality risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

F Concentration Risk:
Plan is having a concentration risk as all the assets are invested with the insurance company

38.5 Reconciliation of defined benefit obligations

Particulars	2022-23	2021-22	2020-21
Defined benefit obligations as at beginning of the year	2.12	2.52	1.33
Current service cost	0.70	0.72	0.72
Interest cost	0.15	0.17	0.09
Expense recognized in OCI	0.18	(1.18)	0.58
Actuarial Loss/(Gain) due to change in financial assumptions		-	-
Actuarial Loss/(Gain) due to change in demographic	-	-	-
ActuarialLoss/(Gain)due toexperience adjustment for plan liabili	-	-	-
Benefits Paid	(0.05)	(0.11)	(0.20)
Defined benefit obligations as at end of the year	**3.10**	**2.12**	**2.52**

38.6 Reconciliation of Plan Assets

Particulars	2022-23	2021-22	2020-21
Plan Asset as at beginning of the year	8.04	7.58	7.35
Interest Income	0.58	0.52	0.51
Return on plan assets excluding interest income	(0.11)	(0.06)	(0.10)
Contributions by employer	0.05	0.11	0.20
Benefits paid	(0.38)	(0.11)	(0.38)
Plan Asset as at end of the year	**8.18**	**8.04**	**7.58**

38.7 Funded Status

Particulars		As at	
	Mar. 31,2023	March 31, 2022	March 31, 2021
Present Value of Benefit Obligation at the end of the Period	(11.29)	(10.16)	(10.10)
Fair Value of Plan Assets at the end of the Period	8.18	8.04	7.58
Funded Status / (Deficit)	**(3.11)**	**(2.12)**	**(2.52)**

38.8 Net amount Charged to Statement of Profit and Loss for the period

Particulars	Mar. 31,2023	March 31, 2022	March 31, 2021
Current service cost	0.70	0.72	0.72
Net Interest cost	0.15	0.17	0.09
Employer's Contribution	(0.05)	(0.11)	(0.20)
Net amount recognized Statement of Profit and Loss	**0.80**	**0.78**	**0.61**

38.9 Net amount Recognized to Other Comprehensive Income for the period

Particulars	Mar. 31,2023	March 31, 2022	March 31, 2021
Actuarial (Gains)/Losses on Obligation For the Period	0.08	(1.23)	0.48
Return on plan assets excluding interest income	0.11	0.06	0.10
Amounts recognized in Other Comprehensive Income	**0.19**	**(1.17)**	**0.58**

38.10 Actuarial Assumptions

Particulars	Mar. 31,2023	March 31, 2022	March 31, 2021
Expected Return on Plan Assets	7.50%	7.23%	6.89%
Discount Rate	7.50%	7.23%	6.89%
Salary Growth Rate	6.00%	6.00%	6.00%
Rate of Employee Turnover	2.00%	2.00%	2.00%

38.11 Sensitivity Analysis for Key Assumption on Defined Benefit Obligation on 31.03.2023

Assumptions	Change in Assumptions	Increase in Rate		Decrease in Rate	
	%	-	%	-	%
Discount Rate	+/- 1.00%	(0.81)	-8%	1.04	10%
Salary Growth Rate	+/- 1.00%	1.10	11%	(0.97)	(10%)
Rate of Employee Turnover	+/- 1.00%	0.10	1%	(0.11)	(1%)

38.12 Maturity Profile of the Defined Benefit Obligation

Projected Benefits Payable in Future Years From the Date of Reporting

For the Year ended on Mar. 31, 2023	Rs.InMillion	%
1st Following Year	0.37	1.42%
2nd Following Year	0.31	1.19%
3rd Following Year	1.00	3.85%
4th Following Year	0.33	1.27%
5th Following Year	0.34	1.31%
Sum of Years 6 To 10	5.26	20.23%
Sum of Years 11 and above	18.39	70.73%
TOTAL	**26.00**	**100.00%**

39 Financial Risk Management

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

A Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

i Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

(Rs in Million)

Particulars	Mar. 31, 2023	March 31, 2022	March 31, 2021
Liability			
Term Loans	232.99	199.02	117.51
Working Capital Loan - from Banks (Including Interest Accrued thereon)	627.90	535.97	427.40
	860.89	**734.99**	**544.91**

Particulars	Impact on Profit and Loss after Tax		
	Mar. 31, 2023	March 31, 2022	March 31, 2021
Interest Rate increase by 0.50 basis point	3.22	2.75	1.88
Interest Rate decrease by 0.50 basis point	(3.22)	(2.75)	(1.88)

ii Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The comapny measures risk through sensitivity analysis.

The Company's exposure to Foreign Currency Risk is as follows:

(Rs in Million)

Particulars	Currency	Mar. 31,2023	March 31, 2022	March 31, 2021
Financial Assets				
Trade Receivables	USD	31.49	0.11	0.01
	EURO	2.75	0.30	0.16
	INR	-	33.56	14.61
Financial Liabilities				
Trade Creditors	USD	-	-	0.09
	INR	-	-	6.73
Net Asset/(Liability)				
USD in INR		2,536.09	8.64	(5.67)
EURO in INR		221.41	24.92	13.55

Sensitivity Analysis

(Rs in Million)

Particulars		Impact on profit / loss before tax	
	Mar. 31,2023	March 31, 2022	March 31, 2021
INR / USD rate changes favourably by 2%	50.72	0.17	(0.11)
INR / USD rate changes unfavourably by 2%	(50.72)	(0.17)	0.11
INR / EURO rate changes favourably by 2%	4.43	0.50	0.27
INR / EURO rate changes unfavourably by 2%	(4.43)	(0.50)	(0.27)

B Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.

The following are the contractual maturities of financial liabilities

(Rs in Million)

As at Mar. 31, 2023	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	262.66	19.15	21.13	222.38	-
Trade Payables	374.33	374.33	-	-	-
Other Financial Liabilitie	-	-	-	-	-
	636.99	**393.48**	**21.13**	**222.38**	-

(Rs in Million)

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	287.57	22.11	21.14	244.32	-
Trade Payables	412.69	412.69	-	-	-
Other Financial Liabilitie	3.35	3.35	-	-	-
	703.61	**438.15**	**21.14**	**244.32**	-

(Rs in Million)

As at March 31, 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	165.93	38.77	35.08	92.08	-
Trade Payables	357.71	357.71	-	-	-
Other Financial Liabilitie	0.10	0.10	-	-	-
	523.74	**396.58**	**35.08**	**92.08**	-

C Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness.

Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

Credit risk arising from cash and cash equivalent and other financial assets is limited due to sound receivable management of the Company.

The maximum exposure to the credit risk at the reporting date from trade recievables after the provision of Allowance for Credit Loss is as under :

Particulars	Mar. 31,2023	March 31, 2022	March 31, 2021
Trade Receivable	633.72	402.89	332.50

40 Financial Instruments

Disclosure of Financial Instruments by Category

As at Mar 31, 2023

(Rs in Million)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment		-	-	-	-	-
Other Financial Assets	7 & 13	-	-	20.32	20.32	20.32
Trade Receivables	10	-	-	633.72	633.72	633.72
Cash and Cash Equivalents	11 & 12	-	-	303.74	303.74	303.74
Loans	6	-	-	-	-	-
Total Financial Assets		**-**	**-**	**957.78**	**957.78**	**957.78**
Financial liability						
Borrowings	17 & 19	-	-	2,197.59	2,197.59	2,197.59
Trade Payables	20	-	-	374.33	374.33	374.33
Other Financial Liabilities	21	-	-	-	-	-
Total Financial Liabilities		**-**	**-**	**2,571.92**	**2,571.92**	**2,571.92**

As at March 31, 2022

(Rs in Million)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment		-	-	-	-	-
Other Financial Assets	7 & 13	0.67	-	18.19	18.86	18.86
Trade Receivables	10	-	-	402.89	402.89	402.89
Cash and Cash Equivalents	11 & 12	-	-	196.95	196.95	196.95
Loans	6	-	-	-	-	-
Total Financial Assets		**0.67**	**-**	**618.03**	**618.70**	**618.70**
Financial liability						
Borrowings	17 & 19	-	-	1,795.95	1,795.95	1,795.95
Trade Payables	20	-	-	412.69	412.69	412.69
Other Financial Liabilities	21	-	-	3.35	3.35	3.35
Total Financial Liabilities		**-**	**-**	**2,211.99**	**2,211.99**	**2,211.99**

RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known As RATNAVEER METALS LIMITED)

Notes forming part of the Restated Financial Information

As at March 31, 2021

(Rs in Million)

Financial Instruments by categories	Reference Note No.	FVTPL	FVTOCI	Amortized Cost	Total Carrying Amount	Fair Value
Financial Asset						
Investment	-	-	-	-	-	-
Other Financial Assets	7 & 13	0.19	-	17.86	18.05	18.05
Trade Receivables	10	-	-	332.50	332.50	332.50
Cash and Cash Equivalents	11 & 12	-	-	187.69	187.69	187.69
Loans	6	-	-	4.98	4.98	4.98
Total Financial Assets		**0.19**	**-**	**543.03**	**543.22**	**543.22**
Financial liability						
Borrowings	17 & 19	-	-	1,410.15	1,410.15	1,410.15
Trade Payables	20	-	-	357.71	357.71	357.71
Other Financial Liabilities	21	-	-	0.10	0.10	0.10
Total Financial Liabilities		**-**	**-**	**1,767.96**	**1,767.96**	**1,767.96**

41 Fair Value Measurement of Financial Asset and Financial Liabilities

The Fair value of current financial assets and current financial liabilities measured at amortised cost, are considered to be the same as their carrying amount as they are of short term nature. Hence fair value hierarchy is not given for the same.

The carrying amount of non - current financial assets and non - current financial liabilities measured at amortised cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

Level 3 – inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumption that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

RATNAVEER PRECISION ENGINEERING LIMITED

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Notes forming part of the Restated Financial Information

(Rs in Million)

Particulars	Level 1	Level 2	Level 3	Total
As at Mar. 31, 2023				
Financial Assets				
Derivative financial Assets	-	-	-	-
Total	**-**	**-**	**-**	**-**
As at March 31, 2022				
Financial Assets				
Derivative financial Assets	-	0.67	-	0.67
Total	**-**	**0.67**	**-**	**0.67**
As at March 31, 2021				
Financial Assets				
Derivative financial Assets	-	0.19	-	0.19
Total	**-**	**0.19**	**-**	**0.19**

42 Additional Regulatory Information - Analytical Ratios

Particulars	Numerator	Denominator	31st Mar. 2023	31st March 2022	31st March 2021	Variation	Reasons
Current Ratio	Current Assets	Current Liabilities	1.34	1.24	1.24	7.52%	Due to improvement in Current assets capare to last year
Debt Equity Ratio	Borrowings	Share Holder's Equity	2.75	2.89	2.66	-4.73%	due to Equity Capital increase
Debt Service Coverage Ratio	Earnings available for debt Service (Refer Note i below)	Debt Service	25.26	13.14	6.27	92.24%	Due to improvement in operational margins
Return on Equity (ROE):	Net Profit after Taxes	Average Shareholder's Equity	29.12%	15.47%	10.15%	88.27%	Due to improvement in operational margins
Inventory Turnover Ratio	Cost of Material Consumed + Channges in WIP/ FG	Average Invnetory	2.08	2.31	2.44	-10.07%	Due to increase in average inventory
Trade receivable Turnover Ratio	Revenue from Operations	Average Trade Receivables	9.26	11.61	7.40	-20.28%	Due to efficiency in receivable management
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	11.97	11.30	9.97	5.97%	increase due to credit period increase of creditors
Net Capital Turnover Ratio	Revenue from Operations	Working Capital	5.80	8.35	8.69	-30.50%	Discrease due to increase in revenue but not so much increase WC
Net Profit Ratio	Net Profit	Revenue from Operations	5.22%	2.22%	1.52%	135.19%	Improvement in margin followed by optimum utilization of resources and increase in capacity utilization
Return on Capital Employed	Earning Before Interest and Tax	Capital Employed	12.62%	9.67%	10.33%	30.55%	

Note i: Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

Note: 43 - First time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS
The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020. Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A Optional Exemptions availed

(a) Deemed Cost - Previous GAAP carrying amount

The company has elected to continue with the carrying value for all of Property, Plant and Equipment and Intangible Assets as recognised in its Indian GAAP financial as deemed cost at the transition date.

B Applicable Mandatory Exceptions

(a) Estimates

Estimates in accordance with Ind AS at the transition date will be consistent with estimates made for the same date in accordance with IGAAP (after adjustments to reflect any difference in Accounting Policies) unless there is objective evidence that those estimates were in error.

(b) Derecognition of financial assets and financial liabilities

The Company has elected to apply the derecognition principles of Ind AS 109 prospectively.

(c) Classification and measurement of financial instrument

As required under Ind AS 101 the Company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS except where practicable, measurement of financial assets accounted at amortised cost has been done retrospectively.

C Transition to Ind AS - Reconciliations

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from IGAAP to Ind AS:

i) Reconciliation of Balance sheet as at March 31, 2021 and April 01, 2020:
ii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2021:
iv) Adjustments to Statement of Cash Flows

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The re-grouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

RATNAVEER PRECISION ENGINEERING LIMITED
(Formerly Known As RATNAVEER METALS LIMITED)
Notes forming part of the Restated Financial Information

i) Reconciliation of Balance sheet as at March 31, 2021 and April 01, 2020:

(Rs in Million)

Sr.	Particulars	Note Refer ence	As at March 31, 2021			As at April 01, 2020		
			Regrouped IGAAP	Effects of transition to Ind AS	Ind AS	Regrouped IGAAP	Effects of transition to Ind AS	Ind AS
A	**ASSETS**							
1	**Non-current assets**							
	Tangible assets		267.18	-	267.18	197.99	-	197.99
	Capital work-in-progress		33.74	-	33.74	36.17	-	36.17
	Intangible assets		51.37	-	51.37	20.32	-	20.32
	Right to Use Assets		-	-	-	-	-	-
	Financial Assets		-	-	-	-	-	-
	Non-current investments		-	-	-	-	-	-
	Loan		4.98	-	4.98	4.98	-	4.98
	Other Financial Assets		15.69	-	15.69	15.14	-	15.14
	Deferred Tax Assets (net)		-	-	-	-	-	-
	Other Non-Current Assets		24.69	-	24.69	25.28	-	25.28
			397.65	**-**	**397.65**	**299.88**	**-**	**299.88**
2	**Current assets**							
	Inventories	C	1,334.51	20.75	1,355.26	1,150.49	3.74	1,154.24
	Financial Assets							
	Current investments							
	Trade receivables	C	357.74	(25.23)	332.50	644.02	(4.69)	639.33
	Cash and cash equivalents		7.37	-	7.37	13.79	-	13.79
	Bank Balance other than above		180.32	-	180.32	166.08	-	166.08
	Loans		-	-	-	-	-	-
	Other Financial Assets		2.36	-	2.36	3.82	-	3.82
	Current Income Tax		-	-	-	-	-	-
	Other current assets		283.78	-	283.78	147.29	-	147.29
			2,166.08	**(4.48)**	**2,161.59**	**2,125.49**	**(0.95)**	**2,124.55**
			2,563.73	**(4.48)**	**2,559.24**	**2,425.37**	**(0.95)**	**2,424.43**
B	**EQUITY AND LIABILITIES**							
1	**Equity**							
	Share capital		61.12	(18.50)	42.62	61.12	(18.50)	42.62
	Other Equity	A,B,C ,D,E,F	530.68	(7.53)	523.15	467.22	0.48	467.70
			591.80	**(26.03)**	**565.77**	**528.34**	**(18.02)**	**510.32**
	Liabilties							
2	**Non-current liabilities**							
	Financial Liabilities							
	Borrowings	A	214.22	9.48	223.69	282.09	7.84	289.93
	Lease Liabilities		-	-	-	-	-	-
	Other long-term liabilities		-	-	-	-	-	-
	Deferred tax liabilities (net)	D	7.23	14.60	21.83	3.74	9.08	12.82
	Long-term provisions							
			221.45	**24.08**	**245.52**	**285.83**	**16.92**	**302.75**
3	**Current liabilities**							
	Financial Liabilities							
	Borrowings	A	1,284.03	(0.15)	1,283.89	1,107.31	(0.21)	1,107.11
	Lease Liabilities		-	-	-	-	-	-
	Trade payables		-	-	-	-	-	-
	Total Outstanding dues of creditors MSME		-	-	-	-	-	-
	Total Outstanding dues of creditors other than MSME		357.71	-	357.71	364.35	-	364.35
	Other Financial Liabilities		0.10	-	0.10	0.33	-	0.33
	Other current liabilities		71.83	-	71.83	60.22	-	60.22
	Current Tax Liabilities (Net)		17.69	-	17.69	46.32	-	46.32
	Short-term provisions	B	19.11	(2.39)	16.72	32.65	0.36	33.02
			1,750.47	**(2.54)**	**1,747.94**	**1,611.18**	**0.15**	**1,611.35**
			2,563.72	**(4.49)**	**2,559.23**	**2,425.35**	**(0.95)**	**2,424.42**

ii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2021:

(Rs in Million)

Sr.	Particulars	Note Reference	Regrouped IGAAP	Effects of transition to Ind AS	Ind AS
I	Revenue from operations	C	3,616.45	(19.81)	3,596.64
II	Other income	C	44.61	(0.74)	43.87
III	**Total Income (I+II)**		**3,661.06**	**(20.55)**	**3,640.51**
IV	**Expenses**			-	
	Cost of materials consumed		3,224.54	-	3,224.54
			-	-	-
	Purchases of stock-in-trade		-	-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	C	(152.18)	(17.00)	(169.18)
	Employee benefits expenses	B	71.53	(1.91)	69.62
	Finance costs	A	118.82	1.70	120.52
	Depreciation expenses		26.74	-	26.74
	Other expenses	F	272.47	(0.12)	272.35
				-	
	Total expenses		**3,561.92**	**(17.33)**	**3,544.59**
V	**Profit before exceptional and extraordinary items and Tax (I-IV)**		**99.14**	**(3.22)**	**95.92**
VI	Exceptional items			-	-
VII	**Profit before tax (V-VI)**		99.14	(3.22)	95.92
VIII	**Tax expense:**			-	
	Current tax expense for current year		20.25	-	20.25
	Current tax expense relating to prior years		11.93	-	11.93
	Deferred tax	D	3.49	5.66	9.15
			35.67	**5.66**	**41.33**
IX	**Profit from continuing operations (VII-VIII)**			54.59	54.59
X	Profit / (Loss) from discontinuing operations (before tax)		-	-	-
XI	Tax expense of discontinuing operations		-	-	-
	(a) on ordinary activities attributable to the discontinuing operations		-	-	
	(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-	
XII	**Profit/(loss) from Discontinued operations (X-XI)**		-	-	-
XIII	**Profit for the period (IX+XII)**		**63.47**	**(8.88)**	**54.59**
XIV	**Other Comprehensive Income**			-	
	A (i) Items that will not be reclassified to profit or loss	B	-	(0.58)	(0.58)
	(ii) Income tax relating to items that will not be reclassified to profit and loss	D	-	0.14	0.14
	B (i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit and loss		-	-	-
			-	(0.44)	(0.44)
				-	
XV	**Total Comprehensive Income for the period (XIII+XIV)**		**63.47**	**(9.32)**	**54.15**
	Total comrehensive income for the year		**63.47**	**(9.32)**	**54.15**

iii) Reconciliation of Total Equity as on March 31, 2021 and March 31, 2020

(Rs in Million)

Particulars	Note No.	As at April 01, 2020	As at March 31, 2021	
Total Equity as per IGAAP		591.80	528.34	-
Financial Liabilities at Amortised Cost	A	0.33	1.23	-
Re-Classification of Financial Instruements	A	(9.66)	(8.86)	-
Revenue Recognition	C	(4.49)	(0.94)	-
Deferred Tax	D	(14.60)	(9.08)	-
Defined Benefit Obligation	B	2.39	(0.36)	-
Total Equity as per IND AS		**565.77**	**510.33**	

iv) Adjustments to Statement of Cash Flows

On account of transition to Ind AS, there is no material adjustment to the Statement of Cash Flows for the year ended March 31, 2021

A Equity Compound Instrument

In accordance with IND AS 109 "Financial Instruements", Financial instruments are reclassified as Fianancial Liability and measured as per the Amortized Cost method.

Interest bearing financial liabilities are measured at Amortized Cost using effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

B Remeasurement of defined benefit liabilities

Under previous GAAP, actuarial gains and losses were recognised in profit or loss. Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability/asset which is recognised in other comprehensive income.

C Revenue Recogization

In accordance with IND AS 115 "Revenue from contract with customer", revenue is recognised in a year in which all the performace obligation is satisfied.

D Deferred Tax

Under previous GAAP, deferred tax accounting was done using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Under Ind AS, accounting of deferred taxes is done using the Balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.

E Other Comprehensive Income

Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS specified items of income, expense, gains or losses are required to be presented in other comprehensive income.

F Prior Period Expense

In accordance with IND AS, prior period expenses / incomes are recognised in a year in which it relates.

44 List of Related Parties & Relationship:

Sr. No.	Particulars	Name of the Related Parties
1	Key Managerial Personnel (KMP)	Vijay Sanghavi Prerna Trivedi Babulal Chaplot
2	Relatives of Key Managerial Personnel	Seema Vijay Sanghavi Briyanshi Vijay Sanghavi Rinshi Vijay Sanghavi Binita Verdia
3	Enterpises overwhich KMP having significant influence	Vijay Sanghavi HUF Ratnaveer Industries

44.1 Disclosure of material transactions with Related Party:

(Rs in Million)

Sr. No.	Particulars	2022-23	2021-22	2020-21
1	**Loan Transactions**			
1.1	**With KMP**			
	Loan Taken from			
	Vijay Sanghavi	145.43	97.03	122.04
	Seema V Sanghavi	0.19		
		145.62	**97.03**	**122.04**
	Loan repaid to			
	Vijay Sanghavi	154.64	83.13	157.34
		154.64	**83.13**	**157.34**
2	**Expenses**			
2.1	**Interest Expenses**			
	Vijay Sanghavi	8.69	8.69	7.62
		8.69	**8.69**	**7.62**
2.2	**Directors' Remuneration**			
	Vijay Sanghavi	5.40	5.40	5.40
	Babulal Chaplot	0.82	0.84	0.81
		6.22	**6.24**	**6.21**
2.3	**Employee Benefit Expenses**			
	Seema Sanghavi	1.50	1.50	1.50
	Briyanshi Vijay Sanghavi	0.60	0.20	-
	Prerana Trivedi	0.30	-	-
		2.40	**1.70**	**1.50**
2.4	**Rent Paid**			
	Vijay Sanghavi	0.60	0.60	0.60
	Seema Sanghavi	0.60	0.60	0.60
	Ratnaveer Industries	7.20	7.20	7.20
	Vijay Sanghavi HUF	0.30	0.30	0.30
		8.70	**8.70**	**8.70**
3	**Balance outsatnding**			
	Loan payable			
	Vijay Sanghavi	102.13	111.33	97.43
	Seema V Sanghavi	0.19	-	-
		102.32	**111.33**	**97.43**
3.1	**Balance outsatnding**			
	Employees			
	Vijay Sanghavi	0.35	0.35	0.35
	Seema Sanghavi	0.22	0.11	0.11
	Briyanshi Sanghavi	0.10	-	-
	Prerana Trivedi	0.04	-	-
	Babulal Chaplot	0.14	0.20	0.20
		0.85	**0.66**	**0.66**

44.2 Compensation of Key Managerial Personnel of the Company

(Rs in Million)

Partiuclars	2022-23	2021-22	2020-21
Short Term Employee Benefits	8.62	7.94	7.71
Director's Sitting Fees	0.63	0.12	0.12
Post employment benefits	-	-	-
Termination Benefits	-	-	-
Share Based Payments	-	-	-

44.3 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

44.4 The related party balances outstanding are routine in nature as per ordinary course of business.

RATNAVEER PRECISION ENGINEERING LIMITED
(Formerly Known As RATNAVEER METALS LIMITED)

Note -45

Transactions with Related Parties :

(Rs In Million)

	Particulars	KMP				Relatives of KMP				Enterpises overwhich KMP				Total		
		As At Mar2023	2021-22	2020-21	2019-20	As At Mar2023	2021-22	2020-21	2019-20	AsAt Mar2023	2021-22	2020-21	2019-20	As At Mar2023	2021-22	2020-21
1	**Liabilities**															
	Loan taken	145.62	97.03	122.04	774.98	-	-	-	-	-	-	-	-	145.62	97.03	122.04
	Loan Repayment	154.64	83.13	157.34	703.04	-	-	-	-	-	-	-	-	154.64	83.13	157.34
2	**Expenses**															
	Interest Expense	8.69	8.69	7.62	5.30	-	-	-	-	-	-	-	-	8.69	8.69	7.62
	Rent	0.60	0.60	0.60	0.60	0.90	0.90	0.90	0.90	7.20	7.20	7.20	7.20	8.70	8.70	8.70
	Employee Benefit Exp	-	-	-	-	2.40	1.70	1.50	1.50	-	-	-	-	2.40	1.70	1.50
	Director's Remuneration	6.22	6.24	6.21	6.23	-	-	-	-	-	-	-	-	6.22	6.24	6.21
3	**Outstanding Balances**															
	Liabilities															
	Employees Benefit Payable	0.53	0.55	0.55	0.49	0.32	0.11	0.11	0.11	-	-	-	-	0.85	0.66	0.66
	Loans Payable	102.32	111.33	97.43	132.73	-	-	-	-	-	-	-	-	102.31	111.33	97.43

46 Segment Information

46.1 Primary Segment

The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Board of directors, who are the Chief Operating Decision Makers. They are responsible for allocating resources and assessing the performance of operating segments. Accordingly, the reportable segment is only one segment i.e. manufacture and exporting of Stainless Steel Washers, Sheet Metal Products, Stainless Tube & Pipe and Stainless Steel Finished Steel segment segment.

46.2 Information about major customers

There are two customers (two in 2023) who individually accounted for revenue more than 10% of total revenue of the company.

(Rs in Million)

	As At Mar. 2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Revenue from such customers			
Customer attributing highest revenue	869.51	739.29	457.28
Customer attributing second highest revenue	654.56	291.26	236.51

46.3 Secondary Segment - Geographical Segment

The analysis of geographical segment is based on geographical location of the customers. The geographical segments considered for disclosure are as follows:
Sales within India : Sales to Customer located within India.
Sales outside India : Sales to Customer located outside India.

Information pertaining to Secondary Segment.

(Rs in Million)

Country	As At Mar. 2023	2021-22	2020-21
Within India	3,875.39	3,431.72	3,041.76
Outside India			
Austria	16.92	12.61	9.19
France	4.55	1.62	-
Hungary	27.33	42.35	12.22
Germany	577.91	480.26	301.70
Israel	0.44	-	-
Italy	122.01	130.54	91.61
Turkey	-	1.58	-
Netherland	-	26.72	41.20
Poland	30.43	45.99	37.85
Spain	41.90	37.86	21.57
Sweden	-	-	-
Brazil	-	5.29	-
UAE	8.00	-	3.59
U K	73.26	39.40	32.33
U S A	19.16	12.85	1.69
Total	**4,797.30**	**4,268.77**	**3,594.71**

47 Details of Loan given, Investment made and Guarantee given–pursuant section 186 (4) of the Companies Act, 2013 :

Loans given are shown under the respective heads. All Loans given ar to the employees of the company. There are no corporate guarantees given by the company in respect of loans as at March 31, 2023.

48 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classifications / disclosures.

49 Corporate Social Responsibility Contribution

(Rs in Million)

Particulars	As At Mar. 2023	Year ended 31-Mar-2022	Year ended 31-Mar-2021
Amount required to be spent by the company during the year	2.24	2.02	1.97
Amount of expenditure incurred on			
(i) Construction of an Asset	-	-	-
(ii) On purpose other than (i) above	4.34	2.05	2.46
shortfall at the end of the year	-	-	-
Total of previous years shortfall	-	-	-
Reason for shortfall	NA	NA	NA
Nature of CSR activities	Multi Speciality Hospital	Multi Speciality Hospital	Vocational Traning
Details of related party transactions in relation to CSR expenditure as per relevant	-	-	
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	NA	NA	

50 The company has sought balance confirmations from trade receivables and trade payables, wherever such balance confirmations are received by the Company, the same are reconciled and appropriate adjustments if required, are made in the books of account.

51 *Certain Quantity of Stock of Stores & Spares and Packing Material are slow Moving /Non Moving however in view of the Management same is realizable And hence no provision for the same is made.*

52 Undisclosed Transactions

As stated & confirmed by the Board of Directors, The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

53 Benami Transactions

As stated & confirmed by the Board of Directors ,The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

54 Loan or Investment to Ultimate Beneficiaries

As stated & Confirmed by the Board of Directors ,The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

55 Loan or Investment from Ultimate Beneficiaries

As stated & Confirmed by the Board of Directors ,The Company has not received any fund from any person(s) or entity(ies),

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

56 Working Capital

As stated and confirmed by the Board of Directors, The Company has been sanctioned working capital facilities during the year under review and inventory records submitted with the banks are in confirmity with books of accounts.

57 Willful Defaulter

As stated & Confirmed by the Board of Directors ,The company has not been declerated willful defaulter by the bank during the year under review.

58 Transactions with Struck off Companies

As stated & Confirmed by the Board of Directors ,The company has not under taken any transactions nor has outstanding balance with the company Struck Off either under section 248 of the Act or under Section 560 of Companies act 1956.

59 Satisfaction of Charge

As stated & Confirmed by the Board of Directors ,The compnay does not have any pending registration or satisfaction of charges with ROC beyond the statutory period .

60 Crypto Currency

As stated & Confirmed by the Board of Directors ,The Company has not traded or invested in Crypto Currency or Virtual Currency.

61 Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023.MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023,

(i) Ind AS 1 – Disclosure of material accounting policies:

The amendments related to shifting of disclosure of erstwhile "significant accounting policies" to "material accounting policies" in the notes to the financial statements requiring companies to reframe their accounting policies to make them more " entity specific. This amendment aligns with the "material" concept already required under international Financial Reporting Standards (IFRS). The Company does not expect this amendment to have any significant impact in its financial statement.

(ii) Ind AS 8 – Definition of accounting estimates:

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a "change in accounting estimates" has been replaced with a definition of "accounting estimates." Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty. "Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

(iii) Ind AS – Income Taxes

The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12. At the date of transition to Ind Ass, a first-time adopter shall recognize a deferred tax asset to the extent that it is probable that taxable profit will be available [illegible] temporary difference can be utilized. Similarly, a deferred tax liability for all deductible and taxable temporary differences associates with:

(a) right-of-use assets and lease liabilities

(b) decommissioning,restoration and similar liabilities and the corresponding amounts recognized as part of the cost of the related

Therefore. If a company has not yet recognised deferred tax on right-of-use assets and lease liabilities or has recognised deferred tax on net basis, the same need to recognize on gross basis based on the carrying amounts of right-of-use assets and lease liabilities

(iv) Ind AS 103 – Common control Business Combination

The amendments modify the disclosure requirement for business combination under common control in the first financial statement following the business combination. It requires to disclose the date on which the transferee obtains control of the transferor is

62 Research & Devlopment

Introduction:

Global competition encourages companies to seek for a more innovative way to survive. More and more complex R&D -based activities are introduced and the managerial approch is extermely important, while R&D by its nature requires special managerial attitude. The benifitrs include closing the gap between theory and technology.

Problem Statement

In our Single cavity production process we are facing low productivity,higher process cost and low production end of the day.And also not able to meet coutomers delivery requirements.

Concept of the Project

To research and develop automatic / semi-automatic process set up to solve above problams. Our main object is:-

1. To increase productivity
2. To save labour cost
3. To reduce process cost
4. To reduce process time

Company is continuously engaged in Research & Devlopment of new product/modification of existing products in which the the Company operats , detail of Expences incurred on Research & Devlopment activities during the year are as under:-

Rs.In Millions

PARTICULARS	2022-23	2021-22	2020-21
Raw material	80.03	37.27	27.72
salary expense	2.31	1.61	4.95
Electricity, Power and Fuel Expnese	0.57	0.84	2.43
Providend Fund	0.11	-	0.01
Freight Charges inward	0.22	-	-
TOTAL RS	83.24	39.72	35.11

63 Detail of Revenue From Contract with coutomers

(Rs. In Million)

Particulars	2022-23	2021-22	2020-21
Total revenue from contracts with	4,797.30	4,268.77	3,594.71
Less: Significant finan. component/grant	-	-	-
Add:Cash Discount/rebates/etc	0.11	2.49	7.04
Total revenue as per Contracted Price	**4,797.41**	**4,271.27**	**3,601.75**

64 Since the entity does not have any subsidiaries, the details of its layers same have not been Presented, not applicable

(Rs. In Million)

65

The company has following loans and advances which are given without specifying any terms or period of repayment.		
Type of Borrower	Amount of loan or advance in the nature of	Percentage to the total Loans and Advances
Promoter	NIL	NIL
Directors	NIL	NIL
KMPs	NIL	NIL
Related Parties	NIL	NIL

66 a **Non-adjusting items:**

a) Audit qualifications for the respective years, which do not require any adjustments in the restated Financial Information are as follows:

-There are no audit qualifications in auditor's report year ended 31st March 2023, 31st March 2022 and 31st March 2021 respectively.

b) Auditor's Comment in annexure to auditors' Report, which do not require any corrective adjustments in the Restated Financial information:

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2020 Companies (Auditor's Report) Order, 2016 (together, the "CARO Report") issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 on the standalone financial statements as at and for the financial years ended 31st March 2023, 31st March 2022 and 31st March 2021 respectively. There are no such statements/comments included in the CARO in the financial statements, requiring any adjustments in the Restated Financial Information.

66 b (b) Reconciliation of restated Equity/ Networth

(Amount in Millions)

Particulars	As At		
	31-Mar-23	31-Mar-22	31-Mar-21
Total Equity (As per Audited Financial Statements)	1,060.54	661.06	564.82
	-	-	-
Restatement adjustments:	-	-	-
The company has following loans and advances which are given without specifying any terms or period of repayment.	-	-	-
Change in Gratuity Provision treatment	-	0.64	0.64
Change in deferred tax	-	0.60	0.31
IPO expense utilised against security premium	-	(2.55)	-
Adjusted Total Equity	**1,060.54**	**659.75**	**565.77**
Total equity as per Restated Statement of Assets and Liabilities	**1,060.54**	**659.75**	**565.77**

(c) Reconciliation of Items of Restated Statement of Assets and Liabilities (Amount in Millions)

Particulars	As At		
	31-03-2023	31-03-2022	31-03-2021
Short term provision (As per Audited Financial Statements)	24.93	19.75	17.67
Restatement adjustments:	-	-	-
Change in provision for expenses	-	(1.24)	(0.95)
Adjusted Short term provision	-	18.51	16.72
Short term provision (As per Restated Statement of Assets and Liabilities)	24.93	18.51	16.72

(d) Explanatory notes for the restatement adjustments

(i) The amount relating to the income/ expenses have been adjusted in the year to which the same relates to and under which head the same related to.
(ii) Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per audited financials of the company for all the years.

Significant Accounting Policies - Note 1 to 4
Note No. 5 to 66 forming Part of Standalone Financial Statements

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

SD/-
CA Nilesh Shah

Partner
Membership No. - 107414
UDIN: 23107414BGUYYH7431
Place : Vadodara
Date: 16-06-2023

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

SD/-	SD/-	SD/-
B. S. Chaplot	Vijay Sanghavi	Prerana Trivedi
Whole Time Director	Managing Director& CFO	Company Secretary
DIN: 03539750	DIN: 00495922	M.No A37478

Place: Vadodara
Date:- 16-06-2023

OTHER FINANCIAL INFORMATION

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Basic EPS (in ₹)	7.26	2.75	1.59
Diluted EPS (in ₹)	7.26	2.75	1.59
Return on net worth (%)	29.12%	15.46%	10.15%
Net asset value per equity share (in ₹)	30.74	19.20	16.21
EBITDA (in ₹ million)	470.22	290.59	243.21

Notes: *The ratios have been computed as under:*

1. Basic and diluted EPS: Restated profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with Ind AS 33 – Earnings per share.

2. Return on Net Worth: Restated profit attributable to equity shareholders of parent for the relevant year / period as a percentage of Net Worth as of the last day of the relevant year / period.

3. Net assets value per share (in ₹): Net asset value per share is calculated by dividing Net Worth as of the end of relevant year/ period divided by the number of equity shares outstanding at the end of the year / period adjusted for the Impact of Bonus issue after end of the year/period but before the date of filing of this Prospectus.

4. EBDITA means Profit before depreciation, finance cost, tax and amortization.

5. Accounting and other ratios are derived from the Restated Standalone Financial Information.

6. Our Company have issued seven bonus shares of face value ₹ 10 each for every one existing fully paid-up equity share of face value ₹ 10 each on January 12, 2023. The impact of issue of bonus shares are retrospectively considered for the computation of earnings per share as per the requirement of Ind AS 33.

CAPITALISATION STATEMENT

The following table sets forth our Company's Capitalization as at March 31, 2023, on the basis of the Restated Financial Statements, and as adjusted for the Offer. This table should be read in conjunction with "*Risk Factors*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 249 and 317, respectively.

(in ₹ Million, except ratio)

Particulars	Pre-Offer as at March 31, 2023	As adjusted for the Offer
Total Borrowings		
Current Borrowing (A)	1,959.85	1,959.85
Non Current Borrowings (B)	340.04	340.04
Total Borrowings (C = A + B)	2,299.89	**2,299.89**
Equity		
Equity Share Capital	348.94	484.99
Other Equity	711.60	4979.52
Total Equity (D)	1,060.54	**5464.51**
Total Debt/total equity (C)/(D)	2.17	**0.42**

Notes:

(1) The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the book building process and hence the same have not been provided in the above statement.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations, and our assessment of the factors that may affect our prospects and performance in future periods, together with our Restated Financial Statements for Financial Years 2023, 2022 and 2021 including the notes thereto and reports thereon, each included in this Prospectus. Unless otherwise stated, financial information used in this section is derived from the Restated Financial Statements.

While we have historically prepared our financial statements in accordance with Indian GAAP, in accordance with applicable law, we have adopted Indian Accounting Standards (Ind AS) with effect from April 01, 2021, with a transition date of April 01, 2020. This section includes a discussion of financial results for the Financial Years 2023, 2022 and 2021 which were prepared under Ind AS. For the purposes of transition to Ind AS, we have followed the guidance prescribed in "Ind AS 101 - First Time adoption of Indian Accounting Standard". The Restated Financial Statements, prepared and presented in accordance with Ind AS and in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the "Guidance Note on Reports in Company Prospectus (Revised 2019)" issued by the ICAI.

Ind AS differs in certain material respects from Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which our financial statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS. As a result, the Restated Financial Information Statements may not be comparable to our historical financial statements.

This discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and our financial performance, which are subject to numerous risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements. You should also read "Forward-Looking Statements" and "Risk Factors" on pages 24 and 32,, respectively, which discuss a number of factors and contingencies that could affect our business, financial condition and results of operations. Our Financial Year ends on March 31 of each year and accordingly, references to Financial Year, are to the 12-month period ended March 31 of the relevant year.

Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refers to Ratnaveer Precision Engineering Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Industry Report on Stainless Steel Sheets, Washers, Sheet MetalComponents and Pipes & Tubes" dated August 2023 (the "**D&B Report**"), prepared and issued by Dun and Bradstreet Information Services India Private Limited and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers tosuch information for the relevant calendar year. For more information, see "Risk Factor No. 58 – Industryinformation included in this Prospectus has been derived from an industry report exclusively commissioned and paid for by us for such purpose at an agreed fee for the purpose of the Offer. There can be no assurance that such third-party statistical, financial and other industry information is eithercomplete or accurate." on page 144. Also see, "Currency Conventions, Currency of Presentation, Use of Financial Information, Industry and Market Data" on page* 20.

OVERVIEW

Ratnaveer Precision Engineering Limited is a stainless steel ("SS") product manufacturer focused on producing finished sheets, washers, solar roofing hooks, pipes and tubes. Stainless steel is a value-added product with high

corrosion resistant properties. Higher levels of chromium and additions of other alloy elements enhance the corrosion resistance. Compared to traditional steel, stainless-steel has higher resistance to corrosion, superior aesthetic finish and higher life span. These features have helped in increasing the popularity of stainless steel across the world.

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

The table below sets forth certain key operational and financial metrics for the periods indicated:

(₹ in Million, except percentages)

Particulars	Fiscal		
	2023	2022	2021
Revenue from operations	4,797.48	4,269.38	3,596.63
EBITDA	470.22	290.59	243.21
EBITDA margin	9.80%	6.81%	6.76%
Restated profit for the year	250.44	94.76	54.59
Restated profit for the year as % of Revenue (PAT margin)	5.21%	2.21%	1.50%
ROCE (%)	12.62%	9.67%	10.33%
ROE (%)	29.12%	15.46%	10.15%
Debt-to-Equity ratio	2.17	2.89	2.67

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of March 31, 2023 as disclosed in this Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except disclosed in this Prospectus:

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled *"Risk Factors"* beginning on page 32 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

Raw material: availability & price

With raw material cost being the single largest operating cost, change in price of steel (finished steel as well as stainless steel) will have a direct impact on the production cost of SS sheet metal components. 2021 witnessed an upward movement of SS prices in India, as well as globally. Several factors ranging from supply disruptions due to restrictions in freight movement, surcharge on raw materials (like nickel), and higher overall demand have resulted in this price hike. This has in turn increased the raw material procurement cost of SS sheet metal component manufacture.

Delay in construction projects

Demand for SS pipes is largely dependent on development projects undertaken by government entities or agencies. A major economic downturn for example Covid-19 Pandemic like crisis have potential to disrupt industry demand/delay for various projects. Delay in new projects announcement, clearances, required

approval, project implementation and funding issue in industrial and infrastructure projects pose potential risk to pipes demand. On overall basis, SS steel pipes and tube sector have also been impacted by this development in the last two year. Accordingly, capex in overall steel pipes and tubes industry have also observed moderation during FY 2020 and FY 2022. Number of outstanding and new projects announced has gradually reduced over the past three year

Threat of imports

Increasing import from is cited as major threat to stainless steel product manufacturer including SS based pipes & Tubes. Revocation of CVD on imports of certain hot rolled and cold rolled stainless steel flat products originating or exported from China and revocation of the provisional CVD on import of flat products of stainless steel, originating or exported from Indonesia. Surge in cheaper import is severely hurting the supply dynamics of domestic SS industry with underutilized domestic capacity, which is dwindling the revenue, declining profitability, significant unemployment, bringing fresh investment at halt, turning many companies out of business, and converting many manufacturers into trader.

Other factors effecting our result of operations are:

- Employee and sales promotion expenses;
- Entering new markets and growing our network of dealers;
- Changes in laws and regulations applicable to our Industry;
- Company's inability to successfully implement its growth and expansion plans;

RESULTS OF OPERATIONS

The following table sets forth detailed total income data from our restated statement of profit and loss for the Financial Years 2023, 2022 and 2021, the components of which are also expressed as a percentage of revenue from operations for such year

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	₹ in Millions	%	₹ in Millions	%	₹ in Millions	%
i. Sale of products:						
Total revenue from sale of products	4,797.30	99.71%	4,268.77	99.63%	3,594.71	98.74%
ii. Other operating revenues:						
Income From Job Work	0.18	0.00%	0.61	0.01%	1.92	0.05%
Total Revenue from Operations (i + ii)	**4,797.48**	**1.00**	**4,269.38**	**99.64%**	**3,596.63**	**98.79%**
Other Income:						
Interest Income	13.87	0.29%	10.35	0.24%	12.44	0.34%
Net gain on account of foreign exchange fluctuation	0	0.00%	4.68	0.11%	30.89	0.85%
Debit/credit Balance Written	-0.05	0.00%	0.04	0.00%	0.55	0.02%

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	₹ in Millions	%	₹ in Millions	%	₹ in Millions	%
Off / Written Back A/c						
Gain/(loss) on sale of property, plant and equipment	0.15	0.00%	0.09	0.00%	0	0.00%
iii. Total Other Income	**13.97**	**0.29%**	**15.34**	**0.36%**	**43.88**	**1.21%**
Total Income (i+ii+iii)	**4,811.45**	**100.00%**	**4,284.72**	**100.00%**	**3,640.51**	**100.00%**

Our Company's total income increased to ₹ 4,811.45 million in Financial Year 2023 from ₹ 4,284.72 million in Financial Year 2022 and ₹ 3,640.51 million in Financial Year 2021. The increase in Financial Year 2023 over Financial Year 2022 is 12.29 %, while the growth in total income in Financial Year 2022 over Financial Year 2021 is 17.70%.

Product wise Bifurcation of revenue:

(₹ in Million)

Product Category	Fiscal		
	2023	2022	2021
SS Finishing Sheets	3,057.30	2,713.05	2,389.23
SS Washers	840.84	794.48	557.91
SS Solar Roofing Hooks	105.46	70.24	35.91
SS Scrap Metals	493.82	257.49	234.17
SS Tubes & Pipes	299.88	433.51	377.48
Total	**4,797.30**	**4,268.77**	**3,594.71**

The major products of our Company are SS Finishing Sheets, SS Washers, SS Solar Roofing hooks, SS Tubes & Pipes which pegged a sales figure of ₹ 4,797.30 million, ₹ 4,268.77 million and ₹ 3,594.71 million for the Financial year 2023, 2022 and 2021 respectively.

For Financial Year 2023, our Company has total revenue of ₹ 4,811.45 million of which domestic sales, export sales, other operating revenue and other income contributed 80.55%, 19.16%, 0.004%, and 0.29% respectively. For The same figure for Financial Year 2022 stood at 80.09%, 19.54%, 0.01% and 0.36% respectively of total income of ₹ 4,284.72 million. The same figures for Financial Year 2021 stood at 83.55%, 15.19%, 0.05% and 1.21% respectively of the total Income of ₹ 3,640.51 million.

The following table sets forth select financial data from our restated statement of profit and loss for Financials years 2023, 2022 and 2021, the components of which are also expressed as a percentage of total revenue from operations for such year

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue
Income						
Revenue from	4,797.48	99.71%	4,269.38	99.64%	3,596.63	98.79%

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue	₹ in Millions	% of Revenue
operations						
Other income	13.97	0.29%	15.34	0.36%	43.88	1.21%
Total income	4,811.45	100%	4,284.72	100%	3,640.51	100%
Expenses						
Cost of materials consumed	4,189.58	87.08%	3,735.22	87.18%	3,224.55	88.57%
Purchases of Stock-in-Trade	-	0.00%	-	0.00%	-	0.00%
Changes in inventories of finished goods and work- in-progress	(266.22)	(5.53%)	(185.69)	(4.33%)	(169.18)	(4.65%)
Employee benefits expenses	78.78	1.64%	78.05	1.82%	69.62	1.91%
Finance costs	122.92	2.55%	116.72	2.72%	120.53	3.31%
Depreciation expenses	40.18	0.84%	39.37	0.92%	26.74	0.73%
Other expenses	339.09	7.05%	366.55	8.55%	272.33	7.48%
Total expenses	4,504.33	93.62%	4,150.22	96.86%	3,544.59	97.36%
Profit before tax	307.12	6.38%	134.50	3.14%	95.92	2.64%
EBITDA			290.59	6.78%	243.19	6.68%
- Current tax	41.35	0.86%	29.61	0.69%	32.18	0.88%
- Deferred tax	15.46	0.32%	9.27	0.22%	8.72	0.25%
Net Profit for the year	250.44	5.21%	94.76	2.23%	54.59	1.50%

Cost of materials consumed

Cost of materials consumed comprises raw material costs incurred in production of our products (Stainless steel – Sheets, coils, wire, and scrap). Raw materials consumed represent a significant majority of our total expenditure. Cost of materials consumed accounted for 81.54%, 82.84%, and 83.93% of our total revenue for the Financial Year 2023, Financial Year 2022 and Financial Year 2021 respectively.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress consist of costs attributable to an increase or decrease in inventory levels during the relevant financial period in finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress accounted for (5.53%), (4.33%), and (4.65%) of our total revenue for the Financial Year 2023, Financial Year 2022 and Financial Year 2021, respectively.

Employee benefits expense

Employee benefits expense includes (i) salaries and wages, including bonus; (ii) contribution to provident fund and other funds, and (iii) Gratuity (iv) Leave Encashment (v) staff welfare expenses amongst other expenses for staffers at plants and at office. Employee benefits expense accounted for 1.64%, 1.82%, and

1.91% of our total revenue for the Financial Year 2023, Financial Year 2022 and Financial Year 2021, respectively.

Finance costs

Finance costs include interest expense on working capital facilities including, term loans and on unsecured loans, bank charges and interest on bill discounting and other financial charges. Finance costs accounted for 2.55%, 2.72%, and 3.31% of our total revenue for the Financial Year 2023, Financial Year 2022 and Financial Year 2021, respectively.

Depreciation and amortization expenses

Depreciation represents depreciation on our property, plant and equipment. Amortization represents amortization of right of use assets and intangible assets. Depreciation is calculated on a written down value method over the estimated useful life of all assets, these lives are in accordance with Schedule II to the Companies Act, 2013 or as per the best estimation of the management. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Depreciation and amortization expense accounted for 0.84%, 0.92%,and 0.73% of our total revenue for the Financial Year 2023, Financial Year 2022 and Financial Year 2021, respectively.

Other expenses

Other expenses include factory expenses, consumables and stores consumed, repair & maintenance-machinery, electricity expenses, other direct expenses, CSR expense, insurance, legal & professional fees, rent, rates & taxes, repairs & maintenance, auditor remuneration, traveling, conveyance and vehicle expenses, provisions, bad debts. office expenses, postage and telephone expenses and selling & distribution expense. Other expenses accounted for 7.05%, 8.55%, and 7.48% of our total revenue for the Financial Year 2023, Financial Year 2022, and Financial Year 2021, respectively.

Financial Year 2023 compared with Financial Year 2022

Total revenue

Our total revenue increased by ₹ 526.73 million, or by 12.29%, from ₹ 4,284.72 million in the Financial Year 2022, to ₹ 4,811.45 million in the Financial Year 2023. This was primarily due to an increase of 10.14% of export sale and 12.93% increase in domestic sale. There is a marginal increase in sales volume, and thus the growth was regular in nature.

Revenue from Operations

Our revenue from operations increased by ₹ 528.10 million or by 12.37% from ₹ 4,269.38 million in Financial Year 2022 to ₹ 4,797.48 million in Financial Year 2023. This increase was primarily driven by volume increase and also better sales realizations on our product products.

Other Income

Our other income decreased by ₹ 1.37 million or by 8.93% from ₹ 15.34 million in Financial Year 2022 to ₹ 13.97 million in Financial Year 2023. This decrease was due decrease in on account of foreign exchange fluctuation which is ₹ 4.86 million for the financial year 2022 as compared to nil in the financial year 2023 this was off to extent by increase in interest income which is ₹ 10.35 million for the financial year 2022 as compared to ₹ 13.87 million for the financial year 2023.

Total Expenditure

Total expenses increased by ₹ 354.12 million or by 8.53% from ₹ 4,150.21 million in Financial Year 2022 to ₹ 4,504.33 million in Financial Year 2023. This increase was primarily driven by ₹ 454.36 million or by 12.16% increase in cost of materials consumed; ₹ 0.73 million or by 0.94% increase in employee benefit expenses; ₹ 6.21 million or by 5.32% increase in finance costs; ₹ 0.81 million or by 2.06% increase in depreciation and amortization expenses and this was offset by decrease in other expenses by ₹ 27.46 million or by 7.49%.

Cost of Goods Sold

Cost of Goods Sold increased by ₹ 379.50 million or by 9.43% from ₹ 4,025.84 million in Financial Year 2022 to ₹ 4,405.34 million in Financial Year 2023 on account of higher cost of material consumed due to higher production resulting from an increase in volume of sales. Cost of Goods Sold as a percentage of total revenue decreased from 94.30% in Financial Year 2022 to 91.83% in Financial Year 2023.

Particulars	FY 2023 (₹ in million)	FY 2022 (₹ in million)
Cost of Goods Sold:		
Cost of materials consumed	4,189.58	3,735.22
Purchase of stock in trade	-	-
Changes in finished goods and stock-in-trade	(266.22)	(185.69)
Employee benefit expenses	78.78	78.05
Depreciation and amortization expenses	40.18	39.37
Finance costs	122.92	116.71
Other Direct & admin Exp	240.1	242.18
Total Cost of Goods Sold	4,405.34	4,025.84

Employee benefits expense

Employee benefits expense increased by ₹ 0.73 million or by 0.94% from ₹ 78.05 million in Financial Year 2022 to ₹ 78.78 million in Financial Year 2023. This was primarily due to a general increase in the salaries and wages, including bonus paid to our employees. Employee benefit expenses contributed 1.82% of the total revenues for the Financial Year 2022 vis-à-vis 1.64% of the total revenues for the Financial Year 2023.

Finance costs

Finance costs increased by ₹ 6.21 million or by 5.32% from ₹ 116.71 million in Financial Year 2022 to ₹ 122.92 million in Financial Year 2023. As a percentage of total revenue, Finance costs contributed 2.72% of the total revenues for the Financial Year 2022 vis-à-vis 2.55% of the total revenues for the Financial Year 2023.

Depreciation and amortization expense

Our depreciation and amortization expense increased by ₹ 0.81 million or 2.06% , from ₹ 39.37 million in Financial Year 2022 to ₹ 40.18 million in Financial Year 2023. The increase in depreciation was primarily

due to acquisition of plant and machinery amounting to ₹ 46.47 million and capitalization of research and development expenses of amount ₹ 83.23 million leading to increase in depreciation on written down value of asset.

Other expenses

Other expenses decreased by ₹ 27.46 million or by 7.49% from ₹ 366.55 million in Financial Year 2022 to ₹ 339.09 million in Financial Year 2023. This was primarily due an decrease of (i) ₹ 10.68 million in labour charges amongst other expenses ii) ₹ 7.33 million in electricity expense (iii) ₹ 19.32 million in selling and distribution expenses (v) ₹ 6.53 million in general expenses.

Profit before tax

In light of the above discussions, our profit before tax increased by ₹ 172.61 million or by 128.33% from ₹ 134.51 million in Financial Year 2022 to ₹ 307.12 million in Financial Year 2023.

Tax expense

Our total tax expense increased by ₹ 16.93 million or by 42.59% from ₹ 39.75 million in Financial Year 2022 to ₹ 56.68 million in Financial Year 2023. This was largely driven by an increase in Current tax expense for current year of ₹ 14.00 million in Financial Year 2023.

Profit

For the various reasons discussed above, and following adjustments for tax expense, we recorded an increase in our profit by ₹ 155.68 million or by 164.29% from ₹ 94.76 million in Financial Year 2022 to ₹ 250.44 million in Financial Year 2023. Profit after tax as a percentage of total revenue stood at 5.21% for Financial Year 2023 versus 2.21% for Financial Year 2022.

Financial Year 2022 compared with Financial Year 2021

Total revenue

Our total revenue increased by ₹ 644.21 million, or by 17.70%, from ₹ 3,640.51 million in the Financial Year 2021, to ₹ 4,284.72 million in the Financial Year 2022. This was primarily due to an increase of 51.38% of export sale and 12.82% increase in domestic sale. There is a marginal increase in sales volume, and thus the growth was regular in nature.

Revenue from Operations

Our revenue from operations increased by ₹ 672.75 million or by 18.71% from ₹ 3,596.63 million in Financial Year 2021 to ₹ 4,269.38 million in Financial Year 2022. This increase was primarily driven by volume increase and also better sales realizations on our product products.

Other Income

Our other income decreased by ₹ 28.54 million or by 65.04% from ₹ 43.88 million in Financial Year 2021 to ₹ 15.34 million in Financial Year 2022. This decrease was due decrease in on account of foreign exchange fluctuation which is ₹ 4.86 million for the financial year 2022 as compared to ₹ 30.89 million in the financial year 2021 and interest income which is ₹ 10.35 million for the financial year 2022 as compared to ₹ 12.44 million for the financial year 2021.

Total Expenditure

Total expenses increased by ₹ 605.62 million or by 17.09% from ₹ 3,544.59 million in Financial Year 2021 to ₹ 4,150.22 million in Financial Year 2022. This increase was primarily driven by ₹ 510.67 million or by 15.84% increase in cost of materials consumed; ₹ 8.43 million or by 12.11% increase in employee benefit expenses; ₹ 12.63 million or by 47.23% increase in depreciation and amortization expenses and ₹ 94.22 million or by 34.60% increase in other expenses.

Cost of Goods Sold

Cost of Goods Sold increased by ₹ 559.29 million or by 16.13% from ₹ 3,466.55 million in Financial Year 2021 to ₹ 4,025.84 million in Financial Year 2022 on account of higher cost of material consumed due to higher production resulting from an increase in volume of sales. Cost of Goods Sold as a percentage of total revenue decreased from 95.22% in Financial Year 2021 to 93.96% in Financial Year 2022.

Particulars	FY 2022 (₹ in million)	FY 2021 (₹ in million)
Cost of Goods Sold:		
Cost of materials consumed	3,735.22	3,224.55
Purchase of stock in trade	-	-
Changes in finished goods and stock-in-trade	-185.69	-169.18
Employee benefit expenses	78.05	69.6
Depreciation and amortization expenses	39.37	26.73
Finance costs	116.71	120.53
Other Direct & admin Exp	242.18	194.32
Total Cost of Goods Sold	4,025.85	3,466.55

Employee benefits expense

Employee benefits expense increased by ₹ 8.43 million or by 12.11% from ₹ 69.62 million in Financial Year 2021 to ₹ 78.05 million in Financial Year 2022. This was primarily due to a general increase in the salaries and wages, including bonus paid to our employees. Employee benefit expenses contributed 1.91% of the total revenues for the Financial Year 2021 vis-à-vis 1.82% of the total revenues for the Financial Year 2022.

Finance costs

Finance costs decreased by ₹ 3.82 million or by 3.17% from ₹ 120.53 million in Financial Year 2021 to ₹ 116.71 million in Financial Year 2022. As a percentage of total revenue, Finance costs contributed 3.31% of the total revenues for the Financial Year 2021 vis-à-vis 2.72% of the total revenues for the Financial Year 2022.

Depreciation and amortization expense

Our depreciation and amortization expense increased by ₹ 12.63 million or 47.23%, from ₹ 26.74 million in Financial Year 2021 to ₹ 39.37 million in Financial Year 2022. The increase in depreciation was primarily due to acquisition of plant and machinery amounting to ₹ 88.24 million and capitalization of research and

development expenses of amount ₹ 39.72 million leading to increase in depreciation on written down value of asset.

Other expenses

Other expenses increased by ₹ 94.22 million or by 34.60% from ₹ 272.33 million in Financial Year 2021 to ₹ 366.55 million in Financial Year 2022. This was primarily due an increase of (i) ₹ 12.10 million in stores & spares consumed amongst other expenses ii) ₹ 19.25 million in electricity expense (iii) ₹ 12.45 million in labour charges and (iv) ₹ 59.17 million in selling and distribution expenses (v) ₹ 4.27 million in rent, rates and taxes.

Profit before tax

In light of the above discussions, our profit before tax increased by ₹ 38.59 million or by 40.23% from ₹ 95.92 million in Financial Year 2021 to ₹ 134.51 million in Financial Year 2022.

Tax expense

Our total tax expense decreased by ₹ 1.58 million or by 3.82% from ₹ 41.33 million in Financial Year 2021 to ₹ 39.75 million in Financial Year 2022. This was largely driven by an decrease in Short / (Excess) Provision for income tax of ₹ 8.32 million in Financial Year 2022 and increase in current tax of ₹ 5.75 million

Profit

For the various reasons discussed above, and following adjustments for tax expense, we recorded an increase in our profit by ₹ 40.17 million or by 73.58% from ₹ 54.59 million in Financial Year 2021 to ₹ 94.76 million in Financial Year 2022. Profit after tax as a percentage of total revenue stood at 2.21% for Financial Year 2022 versus 1.50% for Financial Year 2021.

Cashflow

The following table sets forth certain information relating to our cash flows under Ind AS for the Financial Year 2023, Financial Year 2022 and Financial Year 2021:

(Amount in millions)

Particulars	As at 31st Mar 2023	As at 31st Mar 2022	As at 31st Mar 2021
Net cash (used in)/ generated from operating activities	(143.36)	(155.09)	129.30
Net cash (used in)/ generated from investing activities	(170.17)	(116.10)	(111.50)
Net cash (used in)/ generated from financing activities	420.32	280.44	(9.98)
Net increase/ (decrease) in cash and cash equivalents	106.79	9.26	7.82
Cash and Cash Equivalents at the beginning of the period	196.95	187.69	179.87
Cash and Cash Equivalents at the end of the period	303.74	196.95	187.69

Net cash generated from operating activities

Net cash generated from operating activities in the Financial Year 2023 was ₹ (143.36) million and our profit before tax that period was ₹ 307.12 million. The difference was primarily attributable to Depreciation of ₹ 40.17 million, net interest expenses of ₹ 109.05 million, and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹(345.43) million, ₹ (230.83) million, ₹ (38.35) million and ₹ 56.41 million respectively, resulting in gross cash generated from operations at ₹ (102.01) million. We have income tax paid of ₹ 41.35 million.

Net cash generated from operating activities in the Financial Year 2022 was ₹ (155.09) million and our profit before tax that period was ₹ 134.51 million. The difference was primarily attributable to Depreciation of ₹ 39.37 million, net interest expenses of ₹ 106.36 million, and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹ (357.58) million, ₹ (70.39) million,₹ 54.98 million and ₹ (32.64) million respectively, resulting in gross cash generated from operations at ₹ (125.48) million. We have income tax paid of ₹ 29.61 million.

Net cash generated from operating activities in the Financial Year 2021 was ₹ 129.30 million and our profit before tax that period was ₹ 95.95 million. The difference was primarily attributable to Depreciation of ₹ 26.73 million, Net interest expenses of ₹ 108.09 million, and thereafter change in inventories, trade receivables, trade payables and other assets & liabilities of ₹ (201.02) million, ₹ 306.83 million, ₹ (6.64) million and ₹ (168.44) million respectively, resulting in gross cash generated from operations at ₹ 161.48 million. We have an income tax paid of ₹ 32.18 million.

Net cash used in investing activities.

In the Financial Year 2023, our net cash used in investing activities was ₹ (170.17) million, which was primarily for invested in plant and machinery and Capital WIP of ₹ 184.61 million. We also received proceed from sale of plant and machinery of ₹ 0.57 million and received interest income of ₹ 13.87 million during the said year.

In the Financial Year 2022, our net cash used in investing activities was ₹ (116.10) million, which was primarily for invested in plant and machinery and Capital WIP of ₹ 127.85 million. We also received proceed from sale of plant and machinery of ₹ 1.40 million and received interest income of ₹ 10.35 million during the said year.

In the Financial Year 2021, our net cash used in investing activities was ₹ (111.50) million, which was primarily for invested in plant and machinery and Capital WIP of ₹ 124.60 million. We also received proceed from sale of plant and machinery of ₹ 0.66 million and received interest income of ₹ 12.44 million during the said year.

Net cash generated from/ used in financing activities.

In the Financial Year 2023, our net cash generated in financing activities was ₹ 420.32 million. This was primarily due to proceeds of ₹ 358.65 million as short-term borrowing (net) and proceeds of ₹ 33.97 million as long-term borrowing (net). Interest payment for loan of ₹ 122.92 million and proceeds issue of share capital on security premium ₹ 150.62 million.

In the Financial Year 2022, our net cash used in financing activities was ₹ 280.44 million. This was primarily due to proceeds of ₹ 82.38 million as long-term borrowing (net) and proceeds of ₹ 317.32 million as short- term borrowing (net). Interest payment for loan of ₹ 116.71 million.

In the Financial Year 2021, our net cash used in financing activities was ₹ (9.98) million. This was primarily due to repayment of ₹ 66.24 million as long-term borrowing (net) and proceeds of ₹ 176.78 million as short-term borrowing (net). Interest payment for loan of ₹ 120.52 million.

LIQUIDITY AND CAPITAL RESOURCES

We fund our operations primarily with cash flow from operating activities and borrowings / credit facilities from banks. Our primary use of funds has been to pay for our working capital requirements and capital expenditures and for expansion of our manufacturing facilities. We evaluate our funding requirements regularly in light of our cash flow from our operating activities and market conditions. In case our cash flows from operating activities do not generate sufficient cash flows, we may rely on other debt or equity financing activities, subject to market conditions.

Our Company had consolidated cash and cash equivalents of ₹ 303.74 million as of March 31, 2023, ₹196.95 million as of March 31, 2022, ₹ 187.69 million as of March 31, 2021.

We had long term borrowings of ₹ 340.04 million and Short-term borrowing of ₹ 1,959.85 million as of March 31, 2023.

Category of Borrowings	Sanctioned amount as at June 30, 2023*	Outstanding amount as at June 30, 2023*
Secured Loans		
Working Capital Limits (A+B)	**2,133.50**	**1,913.42**
Fund based facilities (A)		
- *Cash Credit*		486.61
- *Gold Card limit*		11.93
- *EPC*		87.46
Non Fund based facilities (B)		**1,327.42**
- *Forward Contract*		-
- *Letter of Credit*		1,101.09
- *Buyers Credit*		226.33
ECLGS – Covid Loans	154.90	125.83
Term Loans	73.90	2.38
Unsecured Loans	*300.19*	*227.36*
Total	**2,662.49**	**2,268.99**

further and detailed information on our indebtedness, see "Risk Factor No. *14- We have incurred borrowings from commercial banks and financial institutions and our inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.*" on page 42 and "Financial Indebtedness" on page 336.

Selected Balance Sheet Items

Total Asset

Our total assets increased by 26.06% to ₹ 3,890.48 million for the year ended March 31, 2023 from ₹ 3,086.32 million for year ended March 31,2022. The increase is primarily on account of increase in inventories from ₹ 1,712.83 million for the year ended March 31, 2022 to ₹ 2,058.26 Million for the year ended March 31, 2023 due to higher closing stock of finished goods form during this period, increase in Intangible assets from ₹ 79.98 million for the year ended March 31,2022 to ₹ 152.07 million for the year ended March 31, 2023, and increase in Tangible assets from ₹ 327.93 million for the year ended March 31,2022 to ₹ 348.52 million for the year ended March 31 2023, and trade receivable from ₹ 402.89 million for the year ended March 31, 2022 to ₹ 633.72 million for the year ended March 31, 2023 and decrease in other current asset from ₹ 284.36 million for the year ended March 31, 2022 to ₹ 272.37 million.

Our total assets increased by 20.70% to ₹ 3,086.32 million for the year ended March 31, 2022 from ₹ 2,559.24 million for year ended March 31,2021. The increase is primarily on account of increase in inventories from ₹ 1,355.25 million for the year ended March 31, 2021 to ₹ 1,712.83 Million for the year ended March 31, 2022 due to increased production form during this period, increase in Intangible assets from ₹ 51.37 million for the year ended March 31,2021 to ₹ 79.98 million for the year ended March 31, 2022, and increase in Tangible assets from ₹ 267.19 million for the year ended March 31,2021 to ₹ 327.93 million for the year ended March 31 2022, and trade receivable from ₹ 332.50 million for the year ended March 31, 2021 to ₹ 402.89 million for the year ended March 31, 2022, and increase in other current asset from ₹ 283.78 million for the year ended March 31, 2021 to ₹ 284.36 million.

Total equity (Net worth)

Our total equity increased by 60.75% to ₹ 1,060.54 million for the financial year 2023 from ₹ 659.74 million for the financial year 2022. The increase is primarily on account of profits after tax for the financial year 2022 which is ₹ 90.59 million. Our total equity increased by 16.81% to ₹ 659.74 million for the financial year 2022 from ₹ 564.82 million for the financial year 2021. The increase is primarily on account of profits after tax for the financial year 2022 which is ₹ 94.92 million.

Total Liabilities

Our total liabilities increased by 16.62% to ₹ 2,829.95 million for the year ended March 31, 2023, from ₹ 2,426.57 million for the year ended March 31, 2022. The increase is primarily on account of increase in current borrowings from ₹ 1,601.20 million for the year ended March 31, 2022, to ₹ 1,959.85 million for the year ended March 31, 2023, primarily on account of procurement of new borrowings and of increase in long term borrowings from ₹ 306.07 million for the year ended March 31, 2022, to ₹ 340.04 million for the year ended March 31, 2023, on account of procurement of new borrowings.

Our total liability increased by 21.67% to ₹ 2,426.57 million for the year ended March 31, 2022, from ₹ 1,994.42 million for the year ended March 31, 2021. The increase is primarily on account of increase in current borrowings from ₹ 1,283.90 million for the year ended March 31, 2021, to ₹ 1,601.20 million for the year ended March 31, 2022, primarily on account of procurement of new borrowings and of increase in long term borrowings from ₹ 223.70 million for the year ended March 31, 2021, to ₹ 306.07 million for the year ended March 31, 2022, on account of procurement of new borrowings.

CONTINGENT LIABILITIES

As of March 31, 2023, the estimated amount of contingent liabilities are as follows:

Sr. No.	Particulars	As at March 31, 2023
	Disputed claims (excluding interest, if any) in respect of	
1.	Income tax	100.02
2.	Sales Tax	26.07
3.	CESTAT	17.05
4.	Civil	1.28
	Capital Commitments	
5.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	18.54
	Total	162.96

For further information on our contingent liabilities and commitments, see *"Financial Statements"* on page 237.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relates to remuneration, loans & advances given and taken and Issue of Equity Shares.

Sr. No.	Type of Related Party Transactions	For the period ended March 31, 2023		For the period ended March 31, 2022		For the period ended March 31, 2021	
		₹ in Million	% of total rent paid	₹ in Million	% of total rent paid	₹ in Million	% of total rent paid
1	Business Transactions (Rent paid)	8.7	48.96	8.70	53.19	8.70	86.67
Sr. No.	**Type of Related Party Transactions**	**₹ in Million**	**% of total unsecured loan**	**₹ in Million**	**% of total unsecured loan**	**₹ in Million**	**% of total unsecured loan**
2	Closing balance of loan payable	102.32	45.21	111.33	49.17	97.43	48.52
Sr. No.	**Type of Related Party Transactions**	**₹ in Million**	**% of total interest expenses**	**₹ in Million**	**% of total interest expenses**	**₹ in Million**	**% of total interest expenses**
3	Interest Expenses	8.69	7.07	8.69	9.04	7.62	8.62
Sr. No.	**Type of Related Party Transactions**	**₹ in Million**	**% of Employee Benefit Expenses**	**₹ in Million**	**% of Employee Benefit Expenses**	**₹ in Million**	**% of Employee Benefit Expenses**
4	Remuneration & Bonus Paid	8.62	10.94	7.94	10.17	7.71	11.08

Reservations, Qualifications and Adverse Remarks by the statutory auditors

There are no reservations, qualifications and adverse remarks by our Statutory Auditors since incorporation.

Details of Default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues or repayment of debentures or repayment of deposits or repayment of loans from any bank or financial institution

There have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company for the financial year 2023, Financial Year 2022 and Financial Year 2021.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, since incorporation.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises interest rate risk and currency risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk through its sales and purchases from overseas suppliers in foreign currencies. The company measures risk through sensitivity analysis.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	**Currency**	**March 31,2023**	**March 31,2022**	**March 31,2021**
Financial Assets				
Trade Receivables	USD	31.49	0.11	0.01
	EURO	2.75	0.30	0.16
	INR	-	33.56	14.61
Financial Liabilities				
Trade Creditors	USD	-	-	0.09
	INR	-	-	6.73
Net Asset/(Liability)				
USD in INR		2,536.09	8.64	(5.67)
EURO in INR		221.41	24.92	13.55

Particulars	**Impact on profit / loss before tax**		
	March 31,2023	**March 31, 2022**	**March 31, 2021**
INR / USD rate changes favourably by 2%	50.72	0.17	(0.11)
INR / USD rate changes unfavourably by 2%	(50.72)	(0.17)	0.11
INR / EURO rate changes favourably by 2%	4.43	0.50	0.27
INR / EURO rate changes unfavourably by 2%	(4.43)	(0.50)	(0.27)

Interest risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Interest risk arises to the Company mainly from borrowings with variable rates. The Company measures risk through sensitivity analysis. The banks are now finance at variable rate only, which is the inherent business risk.

The Company's exposure to interest rate risk is as follows :

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Liability			
Term Loans	232.99	199.02	117.51
Working Capital Loan - from Banks (Including Interest Accrued thereon)	627.90	535.97	427.40
	860.89	**734.99**	**544.91**

Particulars	Impact on Profit and Loss after Tax		
	March 31, 2023	March 31,2022	March 31,2021
Interest Rate increase by 0.50 basis point	3.22	2.75	1.88
Interest Rate decrease by 0.50 basis point	(3.22)	(2.75)	(1.88)

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company closely monitors its liquidity position and is attempting to enhance its sources of funding by increasing cash flow generated from its operations and realisations from other proposed measures. The Company measures risk by forecasting cash flows.

The following are the contractual maturities of financial liabilities.

(In ₹ Million)

As at March 31 2023	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	262.66	19.15	21.13	222.38	-
Trade Payables	374.33	374.33	-	-	-
Other Financial Liabilities	-	-	-	-	-
	636.99	393.48	21.13	222.38	-

(In ₹ Million)

As at March 31, 2022	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	287.57	22.11	21.14	244.32	-
Trade Payables	412.69	412.69	-	-	-

Other Financial Liabilities	3.35	3.35	-	-	-
	703.61	438.15	21.14	244.32	-

(In ₹ **Million**)

As at March 31, 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Borrowings	165.93	38.77	35.08	92.08	-
Trade Payables	357.71	357.71	-	-	-
Other Financial Liabilities	0.10	0.10	-	-	-
	523.74	**396.58**	**35.08**	**92.08**	**-**

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness. Credit risk arises primarily from financial assets such as trade receivables, cash and cash equivalent and other financial assets.

In respect of trade receivables, credit risk is being managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company ensures that sales of products are made to customers with appropriate creditworthiness. All trade receivables are also reviewed and assessed for default on a regular basis.

The maximum exposure to the credit risk at the reporting date from trade receivables after the provision of Allowance for Credit Loss is as under:

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Trade Receivable	633.72	402.89	332.50

General

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits and vice versa. This assumption depends on the yields on the corporate/government bonds and hence the evaluation of liability is exposed to fluctuations in the yields as at the valuation date.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. ***Unusual or infrequent events or transactions***

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

Apart from the risks as disclosed under Section "Risk Factors" beginning on page 32, there are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section "Risk Factors" beginning on page 32, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Future changes in relationship between costs and revenues***

Our Company's future costs and revenues will be determined by demand/supply situation, both of the end products as well as the raw materials, government policies and budget constraints of our customer(s).

5. ***Increases in net sales or revenue and Introduction of new products or services or increased sales prices***

Increases in revenues are by and large linked to increases in volume of business and also dependent on the price realization on our products.

6. ***Status of any publicly announced New Products or Business Segment***

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

7. ***Total Turnover of Each Major Industry Segment in Which the Issuer Operates***

Our business is primarily into manufacturing Stainless-Steel Washers, Sheet Metal Products, Stainless Tube & Pipe and Stainless Steel Finish Line segment is a single reportable segment. Details of the industry turnover and other relevant information is disclosed in the section "Industry Overview" beginning on page 144.

8. ***Seasonality of business***

Our Company's business is not seasonal in nature.

9. ***Any Major Dependence on a single or few suppliers or customers***

The % of contribution of our Company's customer vis-à-vis the revenue from operations respectively as of for the Fiscal 2023, 2022 and 2021 is as follows:

Particulars	Top Customers as a percentage (%) of revenues		
	Fiscal 2023	Fiscal 2022	Fiscal 2021
Top 5	40.68%	30.32%	26.35%
Top 10	49.62%	38.84%	35.35%

The % of contribution of our Company's supplier vis-à-vis the revenue from operations respectively as of for the Fiscal 2023, 2022 and 2021 is as follows:

Particulars	Top Suppliers as a percentage (%) of revenues		
	Fiscal 2023	Fiscal 2022	Fiscal 2021
Top 5	73.28%	34.86%	30.51%
Top 10	85.64%	68.80%	70.87%

10. Competitive conditions:

Competitive conditions are as described under the chapters "*Industry Overview*" and "*Our Business*" beginning on pages 144 and 189 respectively.

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business, primarily for the purposes of meeting our working capital requirements.

Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as on June 30, 2023:

(₹ in Millions)

Particulars	***Date of Sanction/ Renewal***	***Sanctioned Amount***	***As at 31-03-2021***	***As at 31-03-2022***	***As at 31-03-2023***	***As at 30-06-2023***
Term loans (Secured)-With Bank						
UCO Bank (1)	*08.01.2020*	*21.70*	*27.23*	*26.44*	*21.48*	*20.94*
Bandhan Bank(2)	*24.12.2020*	*133.20*	*-*	*50.57*	*94.53*	*90.91*
Yes Bank (3)	*19.01.2023*	*1.00*	*-*	*-*	*0.93*	*0.90*
HDFC Bank(4)	*02.09.2022*	*0.96*	*-*	*-*	*1.51*	*2.55*
With Financial Institutions						
Reliance Capital Ltd. (5)	*27.02.2017*	*9.24*	*1.85*	*-*	*-*	*-*
Tata Financial Capital Service Ltd. (5)	*17.07.2017*	*50.00*	*19.12*	*9.52*	*1.04*	*-*
Edelweiss Capital Ltd. (5)	*16.02.2018*	*16.20*	*6.46*	*4.82*	*2.85*	*-*
Sub Total			***54.66***	***91.35***	***122.34***	***115.30***
Other loans and advances (Unsecured)						
Financial Institutions - Bajaj Finance	*23.12.2022*	*200.00*	*101.63*	*129.77*	*129.77*	*129.77*
From Directors & Shareholders	*-*	*-*	*97.43*	*111.33*	*102.31*	*97.59*
Sub Total (A)			***199.06***	***241.10***	***232.08***	***277.36***
From banks: Working Capital(6)	*-*	*-*	*388.63*	*510.50*	*608.75*	*586.00*
Buyer's Credit	*-*	*-*	*225.37*	*62.24*	*209.17*	*226.33*
LC Bill Discounted	*-*	*-*	*630.22*	*991.55*	*1,117.01*	*1,101.09*
Sub Total			***1,244.22***	***1,564.29***	***1,934.93***	***1,913.42***
Total			***1,507.60***	***1,907.27***	***2,299.88***	***2,268.99***

** As certified by the Auditor of the Company pursuant to their certificate dated July 14, 2023*

(1) Secured by second charge with the existing credit facilities in terms of cashflows (including repayments) and securities with charge on asset financed under the scheme. Extension/ Registration of charge on existing primary and collateral securities as per extant guidelines.

(2) Secured by Guarantee from National Credit Guarantee. extension of second charge on all securities for the existing credit facilities.

(3) Secured by hypothecation of equipment purchase.

(4) Secured by hypothecation of vehicles

(5) Not having any outstanding as on June 30, 2023

(6) Secured by 1st pari-passu charge by way of hypothecation over the current assets of the company viz. inventory which includes raw materials, work in progress, finished goods, receivables and other chargeable current assets of the company both existing and future.

1st pari-passu charge by way of hypothecation on all movable fixed assets of the company.

Specific properties as collateral security:

1st charge pari-passu by way of equitable mortgage on specific land -non agri (security to consortium) located at 6 properties provided as collateral security to consortium as follows:

i. *Land & Building at E77, GIDC Industrial Estate, Savli, Vadodara owned by company.*
ii. *Land at E78, GIDC Industrial Estate, Savli, Vadodara owned by company.*
iii. *Residential Plot at 20, Vijay Co-operative housing society-I, New Khanderao Road, Vadodara owned by Vijay Ramanlal Sanghavi*
iv. *Residential Plot at 21, Vijay Co-operative housing society-I, New Khanderao Road, Vadodara owned by Seema Vijay Sanghavi*
v. *Industrial land at block 253,254,255 Alindra, Savli, Vadodara owned by Seema Vijay Sanghavi*
vi. *Land & Building at Plot 120, GIDC Industrial Estate, Savli, Vadodara owned by M/s Ratnaveer Industries.*
vii. *Personal Guarantees of:*
   a. Vijay Ramanlal Sanghavi
   b. Seema Vijay Sanghavi

There have been no defaults in repayment of borrowings with any financial institutions/ banks as on the date of this Prospectus. We have received all the necessary approvals from the concerned lenders for the proposed Offer.

For further information, see *Risk Factor No 7 – "Our business is working capital intensive. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business and– results of operations" Risk Factor No 14 - We have incurred borrowings from commercial banks and financial institutions and our inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.*" on page 42 and "Financial Indebtedness" on page 336 on pages 36 and 42 respectively this Prospectus.

Material terms of the borrowings availed by us:

A summary of the principal terms of our borrowings are as set out below. The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by us:

1. **Tenor*:*** The working capital facilities have a tenor ranging from 90 days to upto 1 year. The term loan facilities have a tenor ranging from 4 years to 7 years.

2. **Interest:** The interest rate applicable to our borrowing facilities is typically tied to the lender's lending rate prevailing at the time, as applicable and which may vary for each facility.

3. **Events of default:** The terms of our borrowings contain certain standard events of default which may attract penal charges, including:

a. overdue interest/ installment in respect of term loans and over-drawings above the drawing power/ limit in fund based working capital accounts;

b. delay in submission of audited financial statements;

c. delay in submission of stocks & book debts statement after 7th of the following month;

d. failure in performance of any covenant, condition or agreement;

e. breach of financial covenants.

4. **Consequences of event of default**: Upon the occurrence of an event of default the lender may levy penal/ interest charges over and above the normal interest applicable in the account.

5. **Negative Covenants:** The borrowing arrangements entered into by us restrict us from carrying out certain actions, including:

a. change in the capital structure;

b. pledge the shares held by the Promoters Group;

c. formulate any scheme of amalgamation or reconstruction;

d. undertake any new project/scheme without obtaining the Bank's prior consent, unless the expenditure on such expansion is covered by the Company's net cash accruals or from long term funds received for financing such new projects;

e. invest, lend or advance funds to any other concern;

f. enter into any borrowing or financing arrangements except for working capital facilities granted/to be granted by the consortium bank members and any term loans proposed to be obtained from Financial Institutions/Banks for replacement-cum-modernization programme;

g. issue any corporate guarantee on behalf of any company;

h. declare dividend for any year except out of profits relating to that year;

i. make material changes in the management set up without prior approval of the Banks;

j. create charge, lien or encumbrance over its undertaking or any part thereof in favour of any financial institution, bank, company, firm or persons;

k. withdraw/allow to be withdrawn any money brought in by the Company, Promoter or Directors

l. extend loans to Directors/Associates or other Companies;

m. sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the bank;

6. *Other Covenant under the financing agreement include*:

a. We are required to maintain adequate books of accounts, as per applicable accounting practices and standards, which should correctly reflect its financial position and scale of operations and should not radically change its accounting system without notice to the Bank;
b. We are required to submit to the Bank such financial statements as may be required by the Bank from time to time in addition to the set of such statements to be furnished by us to the Bank as on the date of publication of our annual accounts;
c. In case of default in repayment of the loan /advances or in the payment of the interest thereon or any of the agreed installments of the loan on due date(s) by us, the Bank and /or the RBI will have an unqualified right to disclose or publish our name and its directors /partners /proprietors as defaulters /willful defaulters in such manner and through such medium as the Bank or RBI in their absolute discretion may think fit;
d. The Bank will have the right to share credit information as deemed appropriate with Credit information companies (CICs) or any other institution as approved by RBI from time to time;
e. We are required to not induct into its Board a person whose name appears in the willful defaulters list of RBI / CICs. In case such a person is already on the Board of our company, it would take expeditious

and effective steps for removal of that person from its Board. Nominee directors are excluded for this purpose;

f. In the event of default in repayment to the Bank or if cross default has occurred the Bank will have the right to appoint its nominee on the Board of Directors of our Company to look after its interests;
g. In stressed situation or restructuring of debt, the regulatory guidelines provide for conversion of debt to equity. The Bank shall have the right to convert loan to equity or other capital in accordance with the regulatory guidelines;
h. Bank will have the right to examine at all times our books of accounts and to have the our factories inspected, from time to time, by office(s) of the Bank and / or qualified auditors and /or technical experts and or management consultants of the Bank's choice. Cost of such inspection shall be borne by us;
i. After provision for tax and other statutory liabilities, unless expressly permitted otherwise, the Bank will have a first right on the profits of our Company for repayment of amounts due to the Bank;
j. We are required to keep the Bank informed of the happening of any event likely to have a substantial effect on their profit or business: for instance, if, the monthly production or sales are substantially less than what had been indicated, we shall immediately inform the Bank with explanations and the remedial steps taken and / or proposed to be taken;
k. All assets charged/ financed by the Bank to be fully insured for 110% of the value;
l. The Bank will have the right to examine the books of accounts of the Company and to have their factories inspected from time to time by officers of the Bank and/or outside consultants and the expenses incurred by the Bank in this regard will be borne by us;
m. The loan amount shall be utilized only for the purpose for which it has been sanctioned.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there is no (i) outstanding criminal proceeding; (ii) outstanding action taken by regulatory or statutory authorities; (iii) outstanding claims related to direct and indirect taxes, in a consolidated manner; and (iv) other pending litigation as determined to be material pursuant to the Materiality Policy in each case involving our Company, our Directors and our Promoter ("**Relevant Parties**"). As on the date of this Prospectus, our Company does not have any group company.*

In relation to (iv) above, our Board, at its meeting held on May 12, 2022 has determined Material Litigation as:

(i) if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the Company's profit after tax for the most recently completed fiscal year, as per the last Restated Financial Statements (i.e. financial year 2022-23); or

(ii) tax proceedings which individually involve an amount greater than the materiality threshold as defined in (i) above, to be disclosed individually;

(iii) where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company's business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.

The profit after tax of our Company for Fiscal 2023 was ₹ 250.44 million while the total income of our Company for Financial Year 2022-23 was ₹ 4,811.45 million. Accordingly, all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties, in any such outstanding litigation or arbitration proceeding is equal to or in excess of ₹ 12.52 million have been disclosed in this Prospectus.

Further, there are no disciplinary actions (including penalties) imposed by SEBI or a recognized stock exchange against our Promoter in the last five Fiscals immediately preceding the date of this Prospectus, including any outstanding action.

It is clarified that for the purposes of above, pre-litigation notices (other than those issued by governmental, statutory or regulatory authorities) received by our Company, or our Directors shall not be considered as litigation until such time that any of our Company, or our Directors, as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority or any judicial authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced. Provided that pre-litigation notices received by our Company after filing of the Red Herring Prospectus have been disclosed in this Chapter.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. In terms of the Materiality Policy, our Board, at its meeting held on May 12, 2022 has determined 'Material Dues' as outstanding dues to creditors (excluding banks and financial institutions from whom the Company has availed of financial facilities) if the amount due to any one of them ('Material Creditor') exceeds 10% of the trade payables of the Company as per the last Restated Financial Statements for Financial Year 2022-2023. The trade payables of our Company, as per the last Restated Financial Statements (i.e Financial Year 2022-2023) is INR 374.33 million and accordingly, any outstanding dues exceeding INR 37.43 million have been considered as material outstanding dues for the purposes of disclosure in this section. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been

*disclosed on our website at www.ratnaveer.com. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

Except as disclosed herein, our Company, its Directors and Promoter are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.

All terms defined in a particular litigation disclosure pertain to that litigation only.

I. Litigation involving our Company

A. *Litigation filed against our Company*

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

(i) A show cause notice dated January 17, 2011 was issued by the Directorate of Revenue Intelligence, Ahmedabad ("**DRI**") against our Company, Vijay Sanghavi and Suresh Sanghvi, alleging that the imported goods (Stainless Steel Cold Rolled sheets) falling under CTH 7219 had been diverted without payment of duty and anti-dumping duty under the Advance Authorisation Scheme for manufacture of stainless steel washers, hooks, adaptors, etc. in their factory. By an under an order in original (No. 255/2014-15) dated January 09, 2015 passed by the Joint Commissioner of Customs (Exports), JNCH, Nhava Sheva, Tal. Uran, Dist. Raigad, the allegations levied against the noticees in the show cause notice were upheld and *inter alia* (i) our Company was directed to pay ₹ 3.71 Million towards recovery of customs duty payable along with applicable interest under section 28AB of the Customs Act, 1962; (ii) imposed a penalty of ₹ 3.71 Million on our Company; (iii) directed that the sum of ₹3.30 Million deposited by our Company during the investigation be appropriated against the aforesaid demand and interest; (iv) imposed redemption fine of ₹1.20 Million our Company in lieu of confiscation of the goods, i.e. 14,925.00 kgs of raw materials imported by our Company having a total assessable value of ₹ 15.07 Million; (v) imposed a penalty of ₹0.40 Million on Suresh Sanghavi, Chairman of our Company; and (vi) imposed penalty of ₹0.40 Million on Vijay Sanghavi, Managing Director of our Company. Three appeals (Nos. 46 to 48 (Adj-Exp)/2016(JNCH)-A-I) were preferred by our Company, Suresh Sanghavi and Vijay Sanghavi challenging the aforesaid order in original before the Commissioner of Customs (Appeals) JNCH, Nhava Sheva. By and under order in appeal dated April 29, 2016, the aforesaid Commissioner of Customs (Appeals) has set aside the order in original dated January 09, 2015. The Customs department has filed an appeal (No. C/86934/2016) before the Customs, Excise and Service Tax Appellate Tribunal ("**CESTAT**") against our Company, Vijay Sanghvi and Suresh Sanghvi, challenging the aforesaid order in appeal. The matter is currently pending before the Hon'ble Tribunal.

(ii) A show cause notice dated January 01, 2014 was issued by the Directorate of Revenue Intelligence, Ahmedabad ("**DRI**") against our Company and Vijay Sanghvi for allegedly changing classification from declared CTH 72199090 to CTH72192141, demanding and recovery of safeguard duty, appropriation of duty already paid by our Company, recovery of interest and imposition of penalties. By and under an order in original (No. 60/JC-AK/ICD-DASHRATH/O&A/2015) dated April 10, 2015,

the Joint Commissioner, Customs, Ahmedabad has *inter alia* (i) rejected the classification under CTH 72199090 and classified the import of goods under CTH 72191200, 72191300 and 72191400; (ii) confirmed the demand and ordered recovery of safeguard duty for a sum of ₹4.42 Million from our Company and directed that the sum of ₹1.54 Million deposited by our Company during the investigation be appropriated against the aforesaid demand; (iii) directed that the sum of ₹0.05 Million deposited by our Company during the investigation be appropriated against the aforesaid interest; (iv) imposed a penalty of ₹4.42 Million under section 114A of the Customs Act, 1962 on our Company; and (v) imposed a penalty of ₹0.50 Million on our Managing Director, Vijay Sanghvi. An appeal (No. AHM-CUSTM-000-APP-153-15-16) was preferred by our Company challenging the aforesaid order in original before the Commissioner of Customs (Appeals) Ahmedabad. By and under order in appeal dated April 29, 2016, the aforesaid Commissioner of Customs (Appeals) has set aside the order in original dated April 10, 2015. The Deputy Commissioner of Customs, Vadodara has filed an appeal (No. C/10146/2016) before the Customs, Excise and Service Tax Appellate Tribunal ("**CESTAT**") challenging the aforesaid order in appeal. By a Final Order dated March 17, 2023, the Hon'ble CESTAT has dismissed the appeal filed by the Deputy Commissioner of Customs.

(iii) A show cause notice dated October 27, 2018 was issued by the Directorate of Revenue Intelligence, Ahmedabad ("**DRI**") against our Company and Vijay Sanghavi alleging that the goods (HR SS Coil) exported by one M/s. Bahru did not originate from Malaysia. Due to the misrepresentation by M/s. Bahru, ineligible benefits have been availed by Indian importers (including our Company) with the intent to evade Customs duty. By and under an order in original (No. 30/SA(30)ADG(ADJ.)/DRI,MUMBAI/2019-20) dated September 16, 2019 passed by the Additional Director General (Adjudication), DRI Mumbai, upheld the allegations levied against the noticees in the aforesaid show cause notice and *inter alia* (i) denied the duty exemption claimed by our Company (ii) confirmed the demand and ordered recovery of differential amount ₹ 4.09 Million on our Company; (iii) imposed a penalty of ₹4.09 Million under section 114A on our Company; (iv) directed confiscation of goods with CIF value of ₹41.13 Million but as the same were not available for confiscation, no redemption fine was levied on our Company; (v) imposed a penalty of ₹0.20 Million under section 112(a) and ₹0.20 Million under section 114AA of the Customs Act, 1962 on Vijay Sanghvi, Director of our Company; and (vi) directed that the sum of ₹6.50 Million deposited by our Company during the investigation be appropriated against the aforesaid demand, interest and penalty. Two appeals (Nos. C/88263/2019 and C/88264/2019) have been preferred by our Company and Vijay Sanghavi challenging the aforesaid order in original before the Customs, Excise and Service Tax Appellate Tribunal ("**CESTAT**"). The matter is currently pending before the Hon'ble Tribunal.

(iv) A show cause notice dated July 27, 2018, was issued by the Directorate of Revenue Intelligence, Ahmedabad ("**DRI**") against our Company and Vijay Sanghavi alleging wrongful exemption claimed from levy of CVD on the goods (HR/CR Stainless steel flat products) imported from the People's Republic of China with the intent to evade Customs duty. By and under an order in original (No. AHM-CUSTM-000-COM-001-19-20) dated May 10, 2019, the Principal Commissioner of Customs, Ahmedabad has upheld the allegations levied against the noticees in the aforesaid show cause notice and *inter alia* (i) ordered the imposition of CVD under section 9 of the Customs Tariff Act, 1975 on our Company in respect of the seven bills of entry under which "CR Stainless Steel Coils Grade 304" has been imported by our Company under Advance Authorisation, during the period 07.09.2017 and 12.10.2017; (ii) confirmed the the demand and ordered recovery of ₹9.15 Million from our Company towards recovery of CVD payable along with applicable interest under section 28AA of the Customs Act, 1962; (iii) directed that the sum of ₹3.95 Million deposited by our Company during the investigation be appropriated against the aforesaid demand; (iv) imposed a penalty of ₹4.09 Million under section 114A on our Company (v) directed confiscation of goods with CIF value of ₹44.94

Million but as the same were not available for confiscation, no redemption fine was levied; (vi) imposed penalty of ₹9.15 Million under section 114A on our Company; (vii) imposed penalty of ₹0.50 Million under section 114AA on our Company; (viii) imposed penalty of ₹0.50 Million under section 112 (a) and (b) and penalty of ₹0.50 Million under section 114A of the Customs Act, 1962 on Mr. Vijay Sanghvi, Director of our Company. Two appeals (Nos. C/11957/2019 and C/11958/2019) have been preferred by our Company and Vijay Sanghavi challenging the aforesaid order in original before the Customs, Excise and Service Tax Appellate Tribunal ("**CESTAT**"). The matter is currently pending before the Hon'ble Tribunal.

(v) Our Company and our Promoter, Vijay Ramanlal Sanghavi, have voluntarily filed an adjudication application dated March 29, 2023, by filing e-Form GNL-1 before the Registrar of Companies, Gujarat at Ahmedabad, under section 454 of the Companies Act, read with rules framed thereunder in relation to non-compliance with the requirement of constitution of Audit Committee for a period from October 2018 to May 2022, which was not in compliance with the provisions of Section 177 of the Companies Act. According to Section 178 (8) of the Companies Act 2013, the company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than twenty-five thousand rupees but which may extend to one lakh rupees, or with both. The matter is pending before the RoC.

(vi) Our Company and our Promoter, Vijay Ramanlal Sanghavi, have voluntarily filed an adjudication application dated March 29, 2023, by filing e-Form GNL-1 before the Registrar of Companies, Gujarat at Ahmedabad, under section 454 of the Companies Act, read with rules framed thereunder in relation to non-compliance with the requirement of constitution of Nomination and Remuneration Committee for a period from October 2018 to May 2022, which was not in compliance with the provisions of Section 178 of the Companies Act. According to Section 178 (8) of the Companies Act 2013, the company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than twenty-five thousand rupees but which may extend to one lakh rupees, or with both. The matter is pending before the RoC. The matter is pending before the RoC.

(vii) Our Company and our Promoter, Vijay Ramanlal Sanghavi, have voluntarily filed an adjudication application dated April 03, 2023 by filing e-Form GNL-1 before the Registrar of Companies, Gujarat at Ahmedabad, under section 454 of the Companies Act, read with rules framed thereunder, for Vijay Ramanlal Sanghavi being Managing Director and drawing managerial remuneration without board and shareholders' approval for a period from June 01, 2021 to May 31, 2023, which was not in compliance with the provisions of Sections 196(4) and 197(4) of the Companies Act. According to Section 178 (8) of the Companies Act 2013, the company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than twenty-five thousand rupees but which may extend to one lakh rupees, or with both. The matter is pending before the RoC. The matter is pending before the RoC.

(viii) Our Company and our Promoter, Vijay Ramanlal Sanghavi, have voluntarily filed an adjudication application dated April 03, 2023 by filing e-Form GNL-1 before the Registrar of Companies, Gujarat at Ahmedabad, under section 454 of the Companies Act, read with rules framed thereunder in relation to non-appointment of whole time company secretary for a period from December, 2002 to December 2018, which was not in compliance with the provisions of Section 203 of the Companies Act. Company

shall be liable to a penalty of five lakh rupees and every director and key managerial personnel of the company who is in default shall be liable to a penalty of fifty thousand rupees and where the default is a continuing one, with a further penalty of one thousand rupees for each day after the first during which such default continues but not exceeding five lakh rupees. The matter is pending before the RoC.

(ix) Our Company and our Promoter, Vijay Ramanlal Sanghavi, have voluntarily filed an adjudication application dated March 27, 2023 by filing e-Form GNL-1 before the Registrar of Companies, Gujarat at Ahmedabad, under section 454 of the Companies Act, read with rules framed thereunder in relation to non-compliance with the requirement of appointing minimum number of independent directors for a period from January 2020 to April 2022, which was not in compliance with the provisions of Section 149 of the Companies Act. Company and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees, and in case of continuing failure, with a further penalty of five hundred rupees for each day during which such failure continues, subject to a maximum of three lakh rupees in case of a company and one lakh rupees in case of an officer who is in default. The matter is pending before the RoC.

(x) Our Company and our Promoter, Vijay Ramanlal Sanghavi, have voluntarily filed an adjudication application dated December 22, 2022, by filing e-Form GNL-1 before the Registrar of Companies, Gujarat at Ahmedabad, under section 454 of the Companies Act, read with rules framed thereunder in relation to appointment of independent director, Ankita Soni without inclusion of her name in independent director's data bank for the period from November 30, 2018 to July, 2022, which was not in compliance with the provisions of Section 172 of the Companies Act. . If a company is in default in complying with any of the provisions of this Chapter and for which no specific penalty or punishment is provided therein, the company and every officer of the company who is in default shall be liable to a penalty of fifty thousand rupees, and in case of continuing failure, with a further penalty of five hundred rupees for each day during which such failure continues, subject to a maximum of three lakh rupees in case of a company and one lakh rupees in case of an officer who is in default. The matter is pending before the RoC.

(xi) Our Company has on April 05, 2023, filed eight adjudication applications before the Office of Deputy Collector, Stamp Duty Valuation Org Vibhag -1, Vadodara under Section 39 of the Gujarat Stamp Act, 1958, for adjudication of the deficiency in stamp duty payable in respect eight instruments to which the Company is a party for an aggregate deficient stamp duty of approx. ₹ 0.90 million. As per Section 40 of the Gujarat Stamp Act, 1958, a penalty not exceeding ten times the amount of the proper duty or of the deficient portion thereon can be directed, in addition to the deficient stamp duty amount. The said adjudication applications are currently pending before the stamp duty authorities.

3. Material Civil proceedings

(i) Our Company (as Plaintiff) has filed a Commercial Civil Suit No. 12 of 2021 before the Principal Senior Civil Judge & Addl. Chief Judicial Magistrate, Senior Division, Savli, Gujarat, against one S.S. Automation Solutions Private Limited ("Defendant") for recovery of a sum of ₹ 47.47 Million towards unpaid dues for purchase of machinery under Purchase Order No. WASH-MANJ/1142/17-18 dated January 10, 2018, for Auto Sorting, Auto packaging and Palletizing Machine. A Counter claim has been filed by one S.S. Automation Solutions Private Limited (Defendant therein) against our Company in the said Civil Suit No. 12 of 2021for (i) a sum of ₹ 12.05 Million against our Company towards the balance amount payable under purchase order for machinery manufactured by the Defendant; (ii) claimed damages for a sum of ₹ 8.05 Million; (iii) a further sum of ₹ 0.88 Million towards the rent paid for storing the

machinery, the delivery whereof was allegedly wrongfully refused by the Plaintiff from September 2021 to April 2022; and (iv) along with interest thereon at 12% p.a. aggregating to a sum of ₹ 20.98 Million along with interest thereon at 12% p.a. The matter is pending before the Hon'ble Court.

(ii) Meetal Europe International FZC ('MEETAL') has on May 10, 2023, filed a civil case bearing no. 965/2023, against our company, before the Dubai Court of First Instance (Commercial Section) for allegedly breaching of sale agreement dated March 28, 2022, in respect of purchase of grade 304 and 316 of stainless-steel scrap raw material. Under the said civil case Meetal has claimed a sum of USD 56,461, which is equivalent to ₹ 46,28,579, along with interest at the rate 10% per annum from our Company. Our Company has on June 14, 2023, filed its reply before the Hon'ble Dubai Court of First Instance (Commercial Section). The matter is currently pending before the Hon'ble Court. (The Dollar conversion rate as on July 21, 2023, is 1$ = ₹ 81.98).

B. Litigation filed by our Company

1. Criminal proceedings

Our Company filed a criminal complaint before the Judicial Magistrate First Class, Vadodara, Gujarat ("Magistrate") on February 02, 2019 against S.P. Marketing, a Proprietorship Firm ("Accused") and Alpesh B. Patel, Proprietor of S. P. Marketing under Section 138, 141 and 142 of the Negotiable Instruments Act, 1881 for the dishonour of cheque dated December 17, 2018, bearing cheque no. 917067 drawn on Indian Bank for an amount of ₹ 0.58 Million, as part payment payable by the Accused for supply of S. S. sheets under Purchase Order dated January 23, 2018 and vide Tax Invoice No. ST/1718/0000411 dated January 25, 2018 for a total sum of ₹ 0.83 Million. The matter is currently pending.

2. Outstanding actions against regulatory and statutory authorities

NIL

3. Material Civil proceedings

Our Company (as Plaintiff) has filed a Commercial Civil Suit No. 12 of 2021 before the Principal Senior Civil Judge & Addl. Chief Judicial Magistrate, Senior Division, Savli, Gujarat, against one S.S. Automation Solutions Private Limited ("Defendant") for recovery of a sum of ₹ 47.47 Million towards unpaid dues for purchase of machinery under Purchase Order No. WASH-MANJ/1142/17-18 dated January 10, 2018 for Auto Sorting, Auto packaging and Palletizing Machine. The Defendant has filed a Counter Claimed for (i) a sum of ₹ 12.05 Million against our Company towards the balance amount payable under purchase order for machinery manufactured by the Defendant; (ii) claimed damages for a sum of ₹ 8.05 Million; (iii) a further sum of ₹ 0.88 Million towards the rent paid for storing the machinery, the delivery whereof was allegedly wrongfully refused by the Plaintiff from September 2021 to April 2022; and (iv) along with interest thereon at 12% p.a. The matter is pending before the Hon'ble Court.

II. <u>Litigation involving the Directors</u> (*other than our Promoter*)

A. Litigation filed against our Directors

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

B. Litigation filed by our Directors

1. Criminal proceedings

Our Director, Binita Verdia had lodged an F.I.R. (no. 30 of 2017) with the Mahila Police Station, Vadodara, Gujarat against her husband, Mr. Gaurav Harshvardhan Verdia and Sumitraben Harshvardhan Verdia (collectively "the Accused") for allegedly having committed offences of *inter alia* voluntarily causing hurt, criminal intimidation, subjecting her to cruelty, taking dowry etc. and therefore, having contravened sections 323, 504, 506(2), 114, 498A of the Indian Penal Code, 1860 and Sections 3 and 7 of the Dowry Prohibition Act, 1961. Subsequently, a criminal case (CC no. 11482/2018) has been filed by the Govt. of Gujarat before Additional Chief Judicial Magistrate, Civil Court, Vadodara, Gujarat against the Accused. This matter is pending before the Hon'ble Court. Due to the strained relationship between Binita Verdia and her husband, she has also filed related proceedings against her husband under Protection of women from Domestic Violence Act, 2005, Hindu Marriage Act, 1955, under section 125 of the Code of Criminal Procedure, 1973 which proceedings are pending before the relevant court for adjudication.

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

III. Litigation involving our Promoter

A. Litigation filed against our Promoter

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

B. Litigation filed by our Promoter

1. Criminal proceedings

NIL

2. Outstanding actions by regulatory and statutory authorities

NIL

3. Material Civil proceedings

NIL

IV. As on the date of this Prospectus, there is no litigation involving our Group Companies which may have a material impact on our Company.

V. <u>Tax claims</u>

Except as disclosed below, there are no claims related to direct and indirect taxes, involving our Company, Directors and Promoter:

Nature of Proceedings	Number of cases	Amount involved (in INR millions)
Company		
Direct tax	7	107.55
Indirect tax	14	15.81
Directors		
Direct tax	1	0.06
Indirect tax	-	-
Promoter		
Direct tax	5	1.28
Indirect tax	-	-

OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March 31, 2023, are set out below:

Particulars	Number of Creditors	Amount Outstanding (Rs. In Millions)
Outstanding Material Dues to Creditors	34	261.16
Micro, Small and Medium Enterprises	09	4.07
Other creditors	291	109.10
Total	**334**	**374.33**

The details pertaining to material dues to creditors as per the Restated Financial Statements for the most recent financial year is available on the website of our Company www.ratnaveer.com.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, our Promoter nor our Directors are or have been classified as a wilful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on wilful defaulters issued by RBI.

MATERIAL DEVELOPMENTS

Except as disclosed in the chapter titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 317 of this Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial information as disclosed in this Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or the value of our consolidated assets or our ability to pay material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our Company is in receipt of the necessary consents, licenses, registrations, permissions and approvals from the Government of India and various governmental agencies required to undertake this Issue and carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals and licenses are valid as on the date of this Prospectus and in case of licenses and approvals which have expired; we have either made application for renewal or are in the process of making an application for renewal. In order to operate our business, we require various approvals and/or licenses under various laws, rules and regulations. The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

I. Incorporation details of our Company

1. Certificate of incorporation dated February 20, 2002 issued by the RoC to our Company.
2. Certificate of incorporation dated May 30, 2018 issued by the RoC, consequent upon change in our name from 'Ratnaveer Stainless Products Private Limited' to 'Ratnaveer Metals Private Limited'.
3. Certificate of incorporation dated October 11, 2018 issued by the RoC, consequent upon change in our name from 'Ratnaveer Metals Private Limited' to 'Ratnaveer Metals Limited', pursuant to conversion of our Company from a private limited company to a public limited company.
4. Certificate of incorporation dated November 01, 2022 issued by the RoC, consequent upon change in our name from 'Ratnaveer Metals Limited' to 'Ratnaveer Precision Engineering Limited'.
5. Our Company has been allotted the corporate identity number U27108GJ2002PLC040488.

II. Approvals in relation to the Issue

For details regarding the approvals and authorisations obtained by our Company in relation to the Issue, please see *"Other Regulatory and Statutory Disclosures - Authority for the Offer"* on page 352 of this Prospectus.

III. Approvals in relation to operations of our Company

A. Tax Related Approvals

1. The permanent account number of our Company is AABCR9648F.
2. The tax deduction account number of our Company is BRDR00325D.
3. The import export code (IEC) of our Company is 3402000130.
4. The GST registration obtained by our Company is 24AABCR9648F1Z8.

B. Labour Related Approvals

1. Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 our Company has been allotted EPF code number Gj/BD/22110.
2. Under the Employees' State Insurance Act, 1948 our Company has been allotted code numbers 38000427510000699 and 37001105980000999.
3. Under the Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976 our Company has been allotted registration number PE1921000022.
4. Registration as Principal Employer from the Department of Labour under the provisions of Contract Labour (Regulation & Abolition) Act, 1970 for our Unit I, Unit III and Unit IV.

C. Business Related Approvals

i) **General approvals**

(1) Udyam Registration as Medium Enterprise under Registration Certificate (No. UDYAM-GJ-24-0002432) dated August 24, 2018 issued by the Ministry of Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006.
(2) Registration under Gujarat Shops & Establishment (Regulation of Employment and Condition of Service) Act, 2019 for our Corporate Office.

ii) **Unit I**

Particulars	Valid Upto
License to Work a Factory dated November 02, 2022 bearing registration number 1517/28996/2002 issued by the Deputy Director, Directorate of Industrial Safety & Health, Baroda Region, Gujarat under the Factories Act, 1948	December 31, 2025
Consent to Establish for expansion/ inclusion dated July 11, 2016 bearing number GPCB/CCA-VRD-1369/ID-37543/362409 issued by the Gujarat Pollution Control Board under the Water (Prevention & Control of Pollution) Act 1974 and Air (Prevention & Control of Pollution) Act, 1981	-
Consolidated Consent and Authorization dated November 30, 2017 bearing number AWH-89849 issued by the Gujarat Pollution Control Board under the Water (Prevention & Control of Pollution) Act 1974, Air (Prevention & Control of Pollution) Act, 1981 and the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016	June 30, 2027

iii) **Unit II**

Particulars	Valid Upto
License to Work a Factory dated July 30, 2019 bearing registration number 3898/24106/2019 issued by the Joint Director, Directorate of Industrial Safety & Health, Baroda Region, Gujarat under the Factories Act, 1948	December 31, 2023

iv) **Unit III**

Particulars	Valid Upto
License to Work a Factory dated November 17, 2022 bearing registration number 4085/7421/2005 issued by the Deputy Director, Directorate of Industrial Safety & Health, Baroda Region, Gujarat under the Factories Act, 1948	December 31, 2025

v) **Unit IV**

Particulars	Valid Upto
License to Work a Factory dated January 10, 2023 bearing registration number 3045/27105/2012 issued by the Deputy Director, Directorate of Industrial Safety & Health, Ahmedabad, Gujarat under the Factories Act, 1948	December 31, 2025

IV. Approvals applied for but not yet received/ Renewals made in the usual course of business:

1. Application dated January 10, 2023 for seeking modification/amendment to CCA issued by GPCB for Unit I.
2. Application dated January 13, 2023 for seeking approval from Executive Engineer, GIDC for additional constructed area at Unit I.
3. Application dated December 27, 2022 for renewal of sub-leasing our Unit II situated at Plot No. E-120, GIDC Industrial Estate, Savli, Vadodara
4. Application dated July 13, 2023 for seeking renewal to Consent and Authorization issued by GPCB for Unit IV.

V. Material licenses/ approvals for which our Company is yet to apply for/ Statutory Approvals/ Licenses required:

Nil

VI. Approvals obtained in relation to Intellectual property rights

Our Company has applied for registration of the mark "RATNAVEER" under class 6 of the Trademark Act, 1999.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Fresh Issue pursuant to the resolution passed at its meeting held on November 16, 2022. Further, our Shareholders have approved the Fresh Issue pursuant to a special resolution passed on November 23, 2022 under Section 62(1)(c) of the Companies Act, 2013. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on November 15, 2022. Promoter Selling Shareholder has confirmed and approved his participation in the Offer for Sale in relation to its portion of the Offered Shares, as set out below:

Sr. No.	Name of the Promoter Selling Shareholder	Maximum number of Offered Shares	Date of Promoter Selling Shareholder's Consent Letter	Date of Corporate Authorisation/ Board Resolution
1.	Vijay Ramanlal Sanghavi	3,500,000	November 15, 2022	N.A.

Our Company has obtained in-principle approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated April 28, 2023 and April 28, 2023, respectively.

Prohibition by SEBI or any other regulatory authorities

We confirm that our Company, our Promoter, members of Promoter Group, our Directors and the Promoter Selling Shareholder have not been prohibited from accessing the capital market for any reason or debarred from buying, selling or dealing in securities, under any order or directions by the SEBI or any other securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Prospectus.

None of the companies with which our Promoter and Directors are associated with as promoter, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities. Our Company, Promoter/ Promoter Group or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers, by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 01, 2016.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which our Company, our Promoter or Directors are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by SEBI or any other regulatory authority.

None of our Directors are associated with the securities market and there is no outstanding action against them initiated by the SEBI in the past five years preceding the date of this Prospectus against the Directors or any other entity with which our directors are associated as promoter or director.

Further, none of our Promoter or Directors have been declared as fugitive economic offender under Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoter and the members of the Promoter group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent in force and applicable, as on the date of this Prospectus.

The Promoter Selling Shareholder has confirmed that he is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them, as on the date of this Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, which states as follows:

- Our Company has net tangible assets of at least ₹ 30 million, calculated on a restated consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% of the net tangible assets are held as monetary assets.

- Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years.

- Our Company has a net worth of at least ₹ 10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis.

- Our Company has changed its name in the last one year. However, the new name does not indicate any change in the business activity of the Company.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profit and net worth derived from the Restated Financial Information included in this Prospectus as at, and for the three immediately preceding Financial Years are disclosed below.

Derived from the Restated Financial Information

(₹ in Millions)

Particulars	**As at**		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Net tangible assets (a)	955.52	611.44	536.22
Operation profits (b)	416.07	235.88	172.57
Net worth	1,060.54	659.74	565.77
Monetary assets (c)	303.74	196.95	187.69
Monetary assets, as a % of net tangible assets (c) / (a)	31.79%	32.21%	35.00%

a) *"Net tangible assets" have been computed as: sum of total assets reduced by total liabilities (deferred tax liabilities (net)) to arrive at net assets. Net assets is reduced by intangible assets, intangible to arrive at net tangible assets.*

b) *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses on a restated basis.*

c) *"Monetary assets" represent the sum of cash and cash equivalents, other bank balances.*

d) *"Operating profit" is defined as profit before finance costs, other income and tax expense*

The Promoter Selling Shareholder has confirmed that he has held the Offered Shares for a period of at least one year prior to the date of this Prospectus and that he is in compliance with Regulation 8 of the SEBI ICDR Regulations.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate not more than 50% of the Net Offer to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further not less than 35% of the Net Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Offer shall be not less than 1,000 failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and has ensured compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Also, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

a) Neither our Company nor any of our Directors or our Promoter or the Promoter Selling Shareholder are debarred from accessing the capital markets by the SEBI.

b) None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

c) None of our Company, our Promoter or our Directors have been identified as a Wilful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations); and

d) None of our Promoter or our Directors have been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

Our Company has facilitated trading in demat securities and has entered into agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depositary Services Limited (CDSL) dated January 23, 2019 and National Securities Depository Limited (NSDL) dated February 21, 2019 for establishing connectivity.

DISCLAIMER CLAUSE OF SEBI

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, UNISTONE CAPITAL PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED JANUARY 26, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS."

DISCLAIMER CLAUSE OF THE PROMOTER SELLING SHAREHOLDER

THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE STATEMENTS CONFIRMED OR UNDERTAKEN BY HIM IN THIS PROSPECTUS IN RELATION TO HIMSELF AND HIS RESPECTIVE PORTION OF THE OFFERED SHARES.

Disclaimer from our Company our Directors, the Promoter Selling Shareholder and the Book Running Lead Manager

Our Company, our Directors, the Promoter Selling Shareholder and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in the Prospectus or in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information including our Company's website www.ratnaveer.com, or the respective websites of the members of the Promoter Group and affiliates, would be doing so at his or her own risk.

The Promoter Selling Shareholder, his affiliates and associates accept or undertake no responsibility for any statements other than those specifically undertaken or confirmed by the Promoter Selling Shareholder in relation to himself and the Offered Shares.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement, to be executed between the Underwriter and our Company.

All information shall be made available by our Company, the Promoter Selling Shareholder (to the extent that the information pertain to him and the Offered Shares) and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Neither the delivery of the Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Promoter Selling Shareholder from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not offer, sell, pledge or transfer the Equity Shares acquired in the Offer to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder and the Underwriter 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 Equity Shares.

The BRLM and its respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, the Promoter and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter and their respective directors and officers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer of Industry Report

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

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

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations

of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

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

Disclaimer in Respect of Jurisdiction

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra only.

Eligibility and Transfer Restrictions

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that are eligible under all applicable laws and regulations to purchase the Equity Shares.

The delivery of this Prospectus, shall not, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus was filed with SEBI for its observations. Accordingly, the Equity Shares offered in the Offer may not be offered or sold in any jurisdiction outside India, except in accordance with the legal requirements applicable in such jurisdiction.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold in any jurisdiction outside India except in compliance with the applicable laws of such jurisdiction. In particular, the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, amended (U.S. Securities Act) or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration

requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares offered in the Offer are being offered and sold only outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or 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 in accordance with applicable laws.

Each purchaser of the Equity Shares in the Offer who does not receive a copy of the preliminary offering memorandum for the Offer shall be deemed to:

- Represent and warrant to our Company, the Promoter Selling Shareholder and members of the Syndicate that it is in India.
- Represent and warrant to our Company, the Promoter Selling Shareholder and members of the Syndicate that its Bid did not exceed investment limits or the maximum number of Equity Shares that
- can be held by it under applicable law.
- Acknowledge that the Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or the laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.
- Represent and warrant to our Company, the Promoter Selling Shareholder and the members of the Syndicate that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- Represent and warrant to our Company, the Promoter Selling Shareholder and the members of the Syndicate that it did not purchase the Equity Shares offered in the Issue as result of any "directed selling efforts" (as defined in Regulation S).
- Represent and warrant to our Company, the Promoter Selling Shareholder and the members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares purchased in the Offer, it agrees that it will not offer, sell, pledge or otherwise transfer any such Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration requirements under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.
- Agree to indemnify and hold our Company, the Promoter Selling Shareholder and the members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Offer.
- Represent and warrant to our Company, the Promoter Selling Shareholder and the members of the Syndicate that if it acquired any of the Equity Shares offered in the Offer as fiduciary or agent for one or more investor account(s), it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represent and warrant to our Company, the Promoter Selling Shareholder and the members of the Syndicate that if it acquired any of the Equity Shares offered in the Offer for one or more managed account(s), that it was authorized in writing by each such managed account to subscribe to the Equity Shares offered in the Offer for each managed account and to make (and it hereby makes) the

representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- Acknowledge that our Company, the Promoter Selling Shareholder the members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.
- References above to 'it" in the case of individuals means "he" or 'she", as the case may be.

Disclaimer Clause of BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to the BSE. The disclaimer clause as intimated by BSE to our Company post scrutiny of the Draft Red Herring Prospectus is as follows:

"BSE Limited ("the Exchange") has given vide its letter dated April 28, 2023, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company.

The Exchange does not in any manner: -

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c) take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer Clause of NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to the NSE. The disclaimer clause as intimated by NSE to our Company post scrutiny of the Draft Red Herring Prospectus is as follows:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/2174 dated April 28, 2023, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange

whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares of our Company are proposed to be listed on BSE and NSE. Applications have been made to BSE and NSE for permission to deal in and for an official quotation of the Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus and Promoter Selling Shareholder will be liable to reimburse our Company for such repayment of monies, on his behalf, with respect to the Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Promoter Selling Shareholder and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder in proportion to the Offered Shares. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent that such delay has been caused by any act or omission solely attributable to the Promoter Selling Shareholder and to the extent of the Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date. Further, the Promoter Selling Shareholder confirm that they shall provide reasonable assistance to our Company, and the Book Running Lead Manager, with respect to the Offered Shares, for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date, to the extent of the Offered Shares.

If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Except for listing fees which shall be solely borne by our Company, all Offer expenses will be shared, upon successful completion of the Offer, between our Company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the (i) Equity Shares issued and allotted by our Company in the Fresh Issue and (ii) Equity Shares sold by the Promoter Selling Shareholder in the Offer for Sale. However, in the event that the Offer is withdrawn by our Company or not completed for any reason whatsoever, all the Offer related expenses will be solely borne by our Company. Upon successful completion of the Offer, any payments by our Company in relation to the Offer expenses on behalf of the Promoter Selling Shareholder shall be reimbursed by the Promoter Selling Shareholder to our Company inclusive of taxes.

Consents

Consents in writing of Promoter Selling Shareholder, our Promoter, our Directors, our Company Secretary and Compliance Officer, Legal Advisor to the Company, the Book Running Lead Manager, Statutory & Peer Review Auditor, the Registrar to the Offer, Banker to the our Company, independent chartered engineer, Syndicate Members, Underwriter, Share Escrow Agent, Monitoring Agency, Escrow Collection Bank(s), Banker(s) to the Offer/ Public Offer Bank(s)/ Refund Bank(s) and Sponsor Banks to act in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus with

the RoC as required under the Companies Act, 2013. All such consents have not been withdrawn until the date of this Prospectus.

Experts to the Offer

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

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

(i) Consent dated July 14, 2023 from our Statutory and the Peer Review Auditor namely, M/s Pankaj R. Shah & Associates, Chartered Accountants, in respect of the reports of the Statutory Auditors on the Restated Financial Statements dated July 14, 2023, and the Statement of Possible Special Tax Benefits dated July 14, 2023 included in this Prospectus.
(ii) Consent dated July 15, 2023 from Upendra Nath Mahto, Independent Chartered Engineers in respect of their certificate dated July 13, 2023 on our Company's installed capacity and capacity utilisation at our production Units included in this Prospectus.

Capital issue during the previous three years by our Company

Except as disclosed in *"Capital Structure – Notes to the capital structure"* on page 96 of this Prospectus, our Company has not made any capital issues during the previous three years.

Particulars regarding public or rights issues during the last five (5) years

Except as stated in the chapter titled "*Capital Structure*" beginning on page 96 of this Prospectus, we have not made any previous rights issue during the five (5) years preceding the date of the Prospectus. Our Company has not made any public issues during the last five years.

Commission and brokerage on previous issues

Since this is an Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last five (5) years.

Capital issue during the previous three years by listed Group-Companies/ subsidiaries/ associates of our Company

As on the date of this Prospectus, our Company does not have any listed subsidiary or associate Companies. There has not been any capital issue by our listed Group Company during the last three years.

Performance vis-a-vis objects – Public/ rights issue of our Company

Except as stated under chapter titled *"Capital Structure"* beginning on page 96 of this Prospectus, our Company has not undertaken any previous rights issue. Further, this Offer is an "Initial Public Offer" in terms of SEBI ICDR Regulations and our Company has not undertaken any previous public issue.

Performance vis-a-vis objects - Last one Public Issue/ Rights Issue of Subsidiaries/ Listed Promoter

Except as disclosed under chapter titled *"Capital Structure"* beginning on page 96 of this Prospectus, our Company has not undertaken any rights issue in the five years preceding the date of this Prospectus. Our Company has not made any public issues in the five years preceding the date of this Prospectus.

Stock Market Data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Price Information and track record of past issued handled by the Book Running Lead Manager

Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Unistone Capital Private Limited

Sr. No.	Issue Name	Issue Size (in Lakhs)	Issue price	Listing date	Opening price on listing date	+/-% change in closing price,[+/-% change in closing benchmark]- 30th calendar days from listing	+/-% change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/-% change in closing price,[+/- % change in closing benchmark]- 180th calendar days from listing
1	Likhitha Infrastructure Limited	6120.00	120	October 15,2020	136.60	16.14%, [10.22%]	41.43%, [23.74%]	170.87%, [24.84%]
2	Siddhika Coatings Limited	469.68	57	April 7, 2021	56.95	0.88%, [0.02%]	21.05%, [7.18%]	62.72%, [20.05%]
3	Bombay Metrics Supply Chain Limited	428.54	93	October 12, 2021	103.20	28.35%, [0.62%]	59.09%, [1.22%]	329.09%, [-2.57%]
4	Sigachi Industries Limited	12,542.85	163	November 15, 2021	603.75	150.80, [-4.90%]	96.26%, [-4.18%]	65.28%, [-12.85%]
5	HP Adhesives Limited	12,596.33	274	December 27, 2021	334.95	42.34%, [0.14%]	38.21%, [0.39%]	31.30%, [-7.34%]
6	Integrated Personnel Services Limited	1,274.40	59	November 11, 2022	66.50	37.63% [0.80%]	30.51% [4.02%]	-
7	All E Technologies Limited	4,377.60	90	December 21, 2022	125.00	23.72% [-0.94]	-	-
8	Global Surfaces Limited	15,498	140	March 23, 2023	163.00	-	-	-
9	MOS Utility Limited	4,996.54	76	April 18, 2023	90.00	39.47% [2.66%]	15.39% [11.62%]	-
10	Sahana System Limited	3,273.75	135	June 12, 2023	163.00	8.22% [4.21%]	-	-
11	Sangani Hospitals Limited	1,516.80	40	August 17, 2023	44.00	-	-	-

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Notes:

(a) Source: www.nseindia.com for the price information

(b) Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.

(c) The Nifty 50 index is considered as the benchmark index.

Summary statement of price information of past public issues handled by Unistone Capital Private Limited

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	3	215.92	-	-	-	-	3	-	-	-	-	-	-	-
FY 2023-24	3#	97.87	-	-	-	-	1	1	-	-	-	-	-	-

**The information is as on the date of the document. The information for each of the financial years is based on issues listed during such financial year.*

MOS Utility Limited, Sahana System Limited and Sangani Hospitals Limited was listed on April 18, 2023, June 12, 2023 and August 17, 2023, respectively.

Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Mechanism for Redressal of Investor Grievances

SEBI, by way of its Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism, inter alia, in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Banks containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of 1 Working Day to the finalization of the Basis of Allotment.

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 Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).

In terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and subject to applicable laws, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a minimum period of 8 years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidders applying through the UPI mechanism in which

the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM with whom the Bid cum Application Form was submitted by the Anchor Investor.

All grievances relating to Bids submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For helpline details of the BRLM pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "General Information" on page 87.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES and will comply with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and any amendment thereto, in relation to redressal of investor grievances through SCORES

Our Company has not received any investor grievances in the last 3 Fiscals prior to the filing of this Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Prospectus. Our Company estimates that the average time required by our Company and/or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Prerana Rajeshbhai Trivedi, as the Company Secretary & Compliance Officer and she may be contacted in case of any pre-Offer or post-Offer related issues at the following address:

Prerana Rajeshbhai Trivedi
c/o Ratnaveer Precision Engineering Limited
Plot no. E-77, G.I.D.C., Savli (Manjusar),
Baroda - 391 775, Gujarat, India.
Telephone: +91 8487878075
Website: www.ratnaveer.com
Email id: cs@ratnaveer.com

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre- Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode. For further information, see '*General Information - Company Secretary and Compliance Officer*' on page 87.

Our Company has constituted a Stakeholders' Relationship to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends,

approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled *"Our Management"* beginning on page 223 of this Prospectus.

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

Our Company has not sought for any exemptions from complying with any provisions of securities laws from the SEBI.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013.

SECTION VII - OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the MoA, the AoA, SEBI Listing Regulations, the terms of this Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN/ Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/ or any other authorities while granting their approval for the Offer.

The Offer

The Offer compriseds a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer were shared amongst our Company and Promoter Selling Shareholder in the manner specified in *"Objects of the Offer – Offer Related Expenses"* on page 118 of this Prospectus.

Ranking of Equity Shares

The Equity Shares being Allotted pursuant to the Offer shall rank pari passu in all respects with the existing Equity Shares including in respect of voting and the right to receive dividend. The Allottees upon Allotment of Equity Shares in the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of the Allotment. For further details, see *"Main Provisions of Articles of Association"* beginning on page 406 of this Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and the Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see *"Dividend Policy"* and *"Main Provisions of Articles of Association"* beginning on pages 248 and 406 respectively of this Prospectus.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹ 10/- and the Offer Price at the lower end of the Price Band is ₹ 93.00 per Equity Share and at the higher end of the Price Band is ₹ 98.00 per Equity Share. The Anchor Investor Offer Price is ₹ 98.00 per Equity Share.

The Offer Price, Price Band and the minimum Bid Lot, was decided by our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, and advertised in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard, a Hindi national daily newspaper and Ahmedabad edition of Ahmedabad Express, a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios

calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges.

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

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act, 2013;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013, the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, etc., see *"Main Provisions of Articles of Association"* beginning on page 406 of this Prospectus.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares have been allotted only in dematerialised form and trading of the Equity Shares shall also only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 21, 2019 amongst our Company, NSDL and the Registrar to the Offer.
- Tripartite agreement dated January 23, 2019 amongst our Company, CDSL and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of 150 Equity Share subject to a minimum Allotment of 150 Equity Shares for Retail Individual Bidders and Minimum NIB Application Size for Non-Institutional Bidders.

Joint holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See "Bid/ Offer Programme" on page 371.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only in the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agent of our Company.

Further, a nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

The Offer could have been withdrawn in the event that 90% of the Fresh Issue portion was not subscribed.

Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, reserved the right not to proceed with the Fresh Issue and the Promoter Selling Shareholder reserved the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of his portion of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would have issued a public notice in the newspapers in which the pre- Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager, through the Registrar to the Offer, would

have notified the SCSBs and the Sponsor Banks (in case of RIBs using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company would also have informed the same to the Stock Exchanges on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC. If Allotment was not made within the prescribed time period under applicable law, the entire subscription amount received would have been refunded/unblocked within the time prescribed under applicable law.

If our Company or the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager withdrew the Offer after the Bid/ Offer Closing Date and thereafter determined that they would proceed with public offering of the Equity Shares, our Company would have filed a fresh draft red herring prospectus with SEBI and the Stock Exchanges.

Bid/ Offer Programme

BID/ OFFER OPENED ON	Monday, September 04, 2023*
BID/ OFFER CLOSED ON	Wednesday, September 06, 2023**

* Our Company may, in consultation with the Promoter Selling Shareholder and the Book Running Lead Manager, consider participation by Anchor Investors. Our Company, in consultation with the BRLM, could allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation was on a discretionary basis by our Company, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"). The Anchor Investor Bid/ Offer Period was one Working Day prior to the Bid/ Offer Opening Date, i.e., Friday, September 01, 2023, in accordance with the SEBI ICDR Regulations.

** Our Company could, in consultation with the Promoter Selling Shareholder and the Book Running Lead Manager, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. UPI mandate end time and date was at 5:00 pm on Bid/ Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date**
Bid/ Offer Closing Date	On or before Wednesday, September 06, 2023
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or before Monday, September 11, 2023
Initiation of refunds (if any, for Anchor Investors)/ unblocking of funds from ASBA Account*	On or before Tuesday, September 12, 2023
Credit of Equity Shares to demat accounts of Allottees	On or before Wednesday, September 13, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before Thursday, September 14, 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/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable,*

issued by SEBI, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds.
*** As per SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023 and (ii) mandatory on or after December 1, 2023. Our Company may voluntarily decide to adopt the revised timeline of listing as per aforesaid SEBI Circular.*

The above timetable is indicative and does not constitute any obligation or liability on our Company, the Promoter Selling Shareholder or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoter Selling Shareholder, as may be required in respect of his portion of the Offered Shares, the timetable may change due to various factors, any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that he shall extend such reasonable support and co-operation in relation to his portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the abovementioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day or 15% of the application amount, whichever is higher, for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date in terms of the UPI Circulars by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For details, please see *"Offer Procedure"* beginning on page 380 of this Prospectus.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10:00 a.m. and 5:00 p.m. Indian Standard Time ("IST")
Bid/ Offer Closing Date*	
Submission and Revision in Bids	Only between 10:00 a.m. and 3:00 p.m. IST

** UPI mandate end time and date was at 5.00pm on Bid/Offer Closing Date*

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4:00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(i) until 5:00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by retail Individual Investors.

On Bid/ Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchanges.

The Registrar to the Offer submitted the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs unblocked such applications by the closing hours of the Working Day and submitted the confirmation to the BRLM and the Registrar to the Offer on a daily basis, as per the format prescribed in March 2021 Circular and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

It was clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount was not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would have been rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders were advised to submit their Bids one day prior to the Bid/ Offer Closing Date no later than 1.00 p.m. (Indian Standard Time). Any time mentioned in this Prospectus is IST. Bidders were cautioned that, in the event a large number of Bids were received on the Bid/ Offer Closing Date, some Bids might not get uploaded due to lack of sufficient time. Such Bids that could not be uploaded were not to be considered for allocation under this Offer. Bids and any revision in Bids were accepted only during Working Days. Bidders may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids was accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system which was to be provided by the Stock Exchanges. The Designated Intermediaries modified select fields uploaded in the Stock Exchange platform during the Bid/ Offer Period till 5.00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) sent the bid information to the Registrar to the Offer for further processing.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges was to be taken as the final data for the purpose of Allotment.

To avoid duplication, the facility of re-initiation provided to Syndicate Members was preferably allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders were uploaded by the relevant Designated Intermediary in the electronic system which was to be provided by the Stock Exchanges.

Our Company in consultation with the Promoter Selling Shareholder and the Book Running Lead Manager, reserved the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band would not have exceed 20% on either side, i.e., the Floor Price could move up or down to the extent of 20% of the Floor Price and the Cap Price would have been revised accordingly. The Floor Price could not have been less than the face value of the Equity Shares. In all circumstances, the Cap Price had to be less than or equal to 120% of the Floor Price and at all times had to be at least 105% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period was extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder in consultation with the BRLM could, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision

in Price Band, and the revised Bid/ Offer Period, if applicable, would have been widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot would have remained the same.

Minimum Subscription

If our Company had not received the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Fresh Issue on the Bid/ Offer Closing Date; or subscription level fell below aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable laws including the SEBI master circular bearing no. SEBI/HO/CFD/ PoD-2/P /CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company and the Promoter Selling Shareholder, to the extent applicable shall pay interest at the rate of 15% per annum. Promoter Selling Shareholder shall be liable to refund money raised in the Offer, only to the extent of his position of Offered Shares, together with any interest on such amount as per applicable laws. No liability to make any payment of interest shall accrue to the Promoter Selling Shareholder unless any delay in making any of the payments hereunder or any delay in obtaining listing or trading approvals in relation to the Offer is solely attributable to such Promoter Selling Shareholder. All refunds made, interest borne, and expenses incurred (with regard to payment of refunds) by the Company on behalf of the Promoter Selling Shareholder will be adjusted or reimbursed by such Promoter Selling Shareholder to our Company as agreed among our Company and the Promoter Selling Shareholder in writing, in accordance with applicable laws.

The requirement for minimum subscription is not applicable for the Offer for Sale. In the event of achieving aforesaid minimum subscription, however, there is under-subscription in achieving the total Offer size, the Equity Shares will be Allotted in the following order:

(i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue portion is subscribed;

(ii) upon (i), all the Equity Shares held by the Promoter Selling Shareholder and offered for sale in the Offer for Sale will be Allotted; and

(iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue portion;

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders.

Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion would have been allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion was not to be allowed to be met with spill-over from other categories or a combination of categories.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any on transfer and transmission of Equity Shares

Except for the lock- in of the pre- Offer Equity Share Capital of our Company, lock- in of the Promoter's contribution and the Anchor Investor lock- in as provided in *"Capital Structure"* beginning on page 96 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of the Equity Shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see *"Main Provisions of Articles of Association"* beginning on page 406 of this Prospectus.

New Financial Instruments

The Offer is an issue of Equity Shares, and no new financial instruments are issued by our Company through this Offer.

Allotment only in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Offer were to 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 Exchanges.

OFFER STRUCTURE

Initial Public Offer of up to 16,840,000 Equity Shares for cash at a price of ₹ 98.00 per Equity Share (including a premium of ₹ 88.00 per Equity Share) aggregating to ₹ 1,650.32 Million comprising of a Fresh Issue of up to 13,800,000 Equity Shares aggregating up to ₹ 1,352.40 Million by our Company and an Offer for Sale of up to 3,040,000 Equity Shares aggregating up to ₹ 297.92 Million by the Promoter Selling Shareholder. The Offer constituted 34.72% of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹ 10/- each. The Offer was made through the Book Building Process.

Particulars of the Offer	Qualified Institutional Buyers[(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for allocation/ allotment*[(2)]	Not more than 8,420,000 Equity Shares	Not less than 2,526,000 Equity Shares	Not less than 5,894,000 Equity Shares
Percentage of Offer Size available for allocation/ allotment	Not more than 50% of the Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size more than ₹ 200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000	Not less than 35% of the Net Offer shall be available for allocation
Basis of Allotment/ Allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) 421,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) 2,947,000Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual	Allotment to each of the Non- Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis.

Particulars of the Offer	Qualified Institutional Buyers[1]	Non-Institutional Bidders	Retail Individual Bidders
	Funds receiving allocation as per (a) above. Up to 5,052,000 Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	specified in the SEBI ICDR Regulations	For details see, *"Offer Procedure"* on page 380.
Mode of Bid^	Only through the ASBA process (except for Anchor Investors) (excluding the UPI Mechanism).	Only through the ASBA process (including the UPI Mechanism for a Bid size of up to ₹ 500,000)	Only through the ASBA process (including the UPI Mechanism
Minimum Bid	Such number of Equity Shares in multiples of 150 Equity Shares such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of 150 Equity Shares such that the Bid Amount exceeds ₹ 200,000	150 Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of 150 Equity Shares not exceeding the size of the Offer (excluding the Anchor Portion), subject to limits as applicable to each Bidder	Such number of Equity Shares in multiples of 150 Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of 150 Equity Shares such that the bid amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form.		
Bid Lot	150 Equity Shares and in multiples of 150 Equity Shares thereafter		
Allotment Lot	A minimum of 150 Equity Shares and in multiples of one Equity Shares thereafter in multiples of one Equity Share. For Non- Institutional Bidder allotment shall not be less than the Minimum NIB Application Size		
Trading Lot	One Equity Share		
Who can apply[3][4][5]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals,	Resident Indian Individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices and trusts for Equity Shares such that the	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid Amount does not

Particulars of the Offer	Qualified Institutional Buyers[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	Bid Amount exceeds ₹ 200,000 in value.	exceed ₹ 200,000 in value.
Terms of Payment	**In case of Anchor Investors:** Full Bid amount shall be payable by the Anchor Investors at the time of submission of their Bids.[(4)] **In case of all other Bidders:** Full Bid amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form		

^ *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional Bidder and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked*

(1) Our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager, could allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion was up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion was more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof was permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor had to make a minimum Bid of such number of Equity Shares, that the Bid Amount was at least ₹ 100 million. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received at or above the price at which allocation was made to Anchor Investors. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion would have been added to the Net QIB Portion.

(2) Subject to valid Bids having been received at or above the Offer Price. This was an Offer in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. This Offer was being made through the Book Building Process in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer was available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion was available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids having been received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds was less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion would have been added to the remaining QIB Portion for proportionate allocation to all QIBs. Further, (a) not less than 15% of the Offer was available for allocation to Non-Institutional Bidders (out of which (i) one third was reserved for applicants with application size of more than ₹0.2 million and up to ₹1 million, and (ii) two-thirds was reserved for applicants with application size of more than ₹ 1 million provided that the unsubscribed portion in either of such sub-categories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders) and (b) not less than 35% of the Offer was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received from them at or above the Offer. Subject to valid Bids having been received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would have been allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the Promoter Selling Shareholder and the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion was not to be allowed to be met with spill-over from other categories or a combination of categories.

(3) In case of joint Bids, the Bid cum Application Form could contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would have been required in the Bid cum Application Form and such first Bidder would have been deemed to have signed on behalf of the joint holders. Our Company reserved the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price was payable by the Anchor Investor Pay-In Date as indicated in the CAN. Anchor Investors were not permitted to use the ASBA process.

(5) Bids by FPIs with certain structures as described under "Offer Procedure – Bids by FPIs" on page 387 and having the same PAN could have been collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) could have been proportionately distributed.

Bidders were required to confirm and were deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriter, their respective directors, officers, agents, affiliates and representatives that they were eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids having been received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, could have been met with spill-over from the other categories or a combination of categories at the discretion of our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, on a proportionate basis. For further details, please see the chapter titled *"Terms of the Offer"* beginning on page 368 of this Prospectus.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and RIBs submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) can only use UPI Mechanism with existing timeline of T+6 days until further notice pursuant to SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 ("UPI Phase II"). The final reduced timeline will be made effective using the UPI Mechanism for applications by Retail Individual Bidders ("UPI Phase III"), as may be prescribed by SEBI. Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("UPI Phase III"), as may be prescribed by SEBI. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 ("T+3 SEBI Circular").

The Offer has been undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI pursuant to the T+3 SEBI Circular. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual

bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process.

Further, our Company, the Promoter Selling Shareholder and the BRLM are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

The BRLM shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Promoter Selling Shareholder and the BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer has been made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer was available for allocation to QIBs on a proportionate basis, provided that our Company and the Promoter Selling Shareholder in consultation with the BRLM could allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third was reserved for domestic Mutual Funds, subject to valid Bids having been received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares could have been added to the Net QIB Portion. 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not less than 15% of the Offer was available for allocation to Non-Institutional Bidders and not less than 35% of the Offer was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, were subject to the following: (i) one third of the portion

available to Non-Institutional Bidders was reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders was reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories could have been allocated to Bidders in the other subcategory of Non-Institutional Bidders.

Under-subscription, if any, in any category except in the QIB Portion, would have been allowed to be met with spill over from any other category or combination of categories on proportionate basis, at the discretion of our Company and the Promoter Selling Shareholder in consultation with the BRLM and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not have been allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares dematerialized subsequent to Allotment of the Equity Shares in the IPO.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

(a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

(b) **Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by an RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

(c) **Phase III:** This phase which has become applicable from August 9, 2023, shall be made in two phases, i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days..

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLM will be required to compensate the concerned investor.

The Offer has been made under UPI Phase III of the UPI Circular. All SCSBs offering facility of making application in public issues also provided facility to make application using UPI.

Our Company was required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Electronic registration of Bids

a) The Designated Intermediary could register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they subsequently uploaded the off-line data file into the online facilities for the Book Building process on a regular basis before the closure of the Offer.

b) On the Bid / Offer Closing Date, the Designated Intermediaries could have uploaded the Bids till such time as would have been permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that were uploaded on the Stock Exchanges' platform were considered for allocation / Allotment. The Designated Intermediaries were given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' platform during the Bid / Offer Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Offer for further processing.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus were available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form was also available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form were made available at the offices of the BRLM.

All Bidders (other than Anchor Investors) had to compulsorily use the ASBA process to participate in the Offer.

Anchor Investors were not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) had to provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that did not contain such details were liable to be rejected.

Retail Individual Bidders who submitted their Bid cum Application Form to any Designated Intermediary (other than SCSBs) were Bid using the UPI Mechanism and had to provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID were liable to be rejected. UPI Bidders Bidding using the UPI Mechanism could also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders had to ensure that the Bids were submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp were liable for rejection. Bidders using the ASBA process to participate in the Offer had to ensure that the ASBA Account had sufficient credit balance such that an amount equivalent to the full Bid Amount could have been blocked therein. In order to ensure timely information to investors SCSBs were required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer has been made under Phase III, ASBA Bidders could have submitted the ASBA Form in the manner below:

i. RIBs (other than the RIBs using UPI Mechanism) could submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. UPI Bidders using the UPI Mechanism, could submit their ASBA Forms with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs not using the UPI Mechanism could submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs were required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail, QIB and NIB and also for all modes through which the applications are processed.

Non-Institutional Bidders bidding through UPI Mechanism had to provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	Blue
Anchor Investors**	White

**Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms were available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors was available at the offices of the BRLM.

*** Anchor Investors Application forms was made available only at the Office of the BRLM*

In case of ASBA Forms, the relevant Designated Intermediaries had uploaded the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder had a bank account and should not have submitted it to any non SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, the Stock Exchanges had shared the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such UPI Bidders for blocking of funds. The Sponsor Bank(s) had to initiate request for blocking of funds through NPCI to RIBs, who acceptd the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI maintained an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions was with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction had come to a halt. The NPCI had shared the audit trail of all disputed transactions / investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Banker to the Offer provided the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs sent SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

For all pending UPI Mandate Requests, the Sponsor Bank initiated requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders accepted UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) had undertaken a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and also ensured that all the responses received from NPCI were sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) had undertaken reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and shared reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks downloaded UPI settlement files and raw data files from the NPCI portal after every settlement cycle and did a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI coordinated with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) hosted a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks

/ unblocks, performance of apps and UPI handles, down-time / network latency (if any) across intermediaries and any such processes having an impact / bearing on the Offer Bidding process.

Participation by Promoter, Promoter Group, the BRLM, associates and affiliates of the BRLM and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLM and the Syndicate Members and Bids by Anchor Investors. The BRLM and the Syndicate Members were not allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members could have purchased Equity Shares in the Offer, either in the QIB Portion or in the Non- Institutional Category as may be applicable to such Bidders, and such subscription could have been on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, were treated equally for the purpose of allocation made on a proportionate basis.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which were associates of the BRLM or insurance companies promoted by entities which were associates of the BRLM, no BRLM or their respective associates could have applied in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor was deemed to be an "associate of the Book Running Lead Manager" if: (i) either of them controlled, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercised control over the other; or (iii) there was a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoter and members of the Promoter Group were not to participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoter and the Promoter Group were not to apply in the Offer under the Anchor Investor Portion. It was clarified that a qualified institutional buyer who had rights under a shareholders' agreement or voting agreement entered into with any of the Promoter or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, would have been deemed to be a person related to the Promoter or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate had to be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLM reserved the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds had to specifically state names of the concerned schemes for which such Bids were made.

In case of a Mutual Fund, a separate Bid could have been made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund were not to be treated as multiple Bids, provided that such Bids clearly indicated the scheme for which the Bid was submitted.

No Mutual Fund scheme could 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% was not applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes could own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs could obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange were considered for Allotment. Eligible NRIs Bidding on a repatriation basis should

authorised their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis could authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form.

Participation of Eligible NRIs in the Offer was subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism were advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, could not exceed 5% of the total paid-up equity capital on a fully diluted basis or could 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 could not exceed 10% of the total paid-up equity capital on a fully diluted basis or could not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% could have been raised to 24% if a special resolution to that effect was passed by the general body of the Indian company.

Eligible NRIs were permitted to apply in the Offer through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs could use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Offer, provided the UPI facility was enabled for their NRE / NRO accounts.

Eligible NRIs Bidding on a repatriation basis were advised to use the Bid cum Application Form meant for Non Residents (blue in colour). Eligible NRIs Bidding on non-repatriation basis were advised to use the Bid cum Application Form for residents (white in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

For details of restrictions on investment by NRIs, see "Restrictions on Foreign Ownership of Indian Securities" on page 404.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should have been made in the individual name of the Karta. The Bidder should have specified that the Bid was made in the name of the HUF in the Bid cum Application Form / Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs were considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares was subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) had to be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increased beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group would have been re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor would have been required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together could have been up to the sectoral cap applicable to the sector in which our Company

operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs should have been included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations was required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserved the right to reject any Bid without assigning any reason. FPIs who wished to participate in the Offer were advised to use the Bid cum Application Form for Non-Residents (blue in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, had directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI was permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complied with the following conditions:

(a) such offshore derivative instruments were issued only by persons registered as Category I FPIs;
(b) such offshore derivative instruments were issued only to persons eligible for registration as Category I FPIs;
(c) such offshore derivative instruments were issued after compliance with the 'know your client' norms as specified by SEBI; and
(d) such other conditions as may be specified by SEBI from time to time.

An FPI was required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, was subject to (a) the transfer having been made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI was obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments were to be transferred, are pre-approved by the FPI.

Further, Bids received from FPIs bearing the same PAN could have been treated as multiple Bids and were liable to be rejected, except for Bids from FPIs that utilized the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "**MIM Structure**") provided such Bids had been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it had to be noted that multiple Bids received from FPIs, who did not utilize the MIM Structure, and bore the same PAN, were liable to be rejected. Bids by FPIs could not have been treated as multiple Bids, in the following cases:

- FPIs dematerialized the MIM Structure;
- FPIs which utilised the multi investment manager structure;
- Offshore derivative instruments which had obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtained separate FPI registration;
- FPI registrations granted at investment strategy level / sub fund level where a collective investment scheme or fund had multiple investment strategies / sub-funds with identifiable differences and were managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN could have been collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid could have been proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilized any of the above-mentioned structures and indicated the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids could have been rejected.

Participation of FPIs in the Offer was subject to the FEMA Rules.

There was no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders were treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "SEBI AIF Regulations") prescribed, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended ("SEBI FVCI Regulations") prescribe the investment restrictions on FVCIs.

The Category I and II AIFs could not invest more than 25% of their investible funds in one investee company. A Category III AIF could not invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, could not invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI could invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which included subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares were proposed to be listed.

Participation of AIFs, VCFs and FVCIs was subject to the FEMA Rules.

All non-resident investors should have noted that refunds (in case of Anchor Investors), dividends and other distributions, if any, would have been payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholder or the BRLM would not have been responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, had to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, in consultation with BRLM, reserved the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee was required to be attached to the Bid cum Application Form, failing which our Company and the Promoter Selling Shareholder in consultation with BRLM, reserved the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "Banking Regulation Act"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 was 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever was less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and nonfinancial services could not exceed 20% of the bank's paid-up share capital and reserves. A banking company would have been permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company was engaged in non-financial activities in which banking companies were permitted to engage under the Banking Regulation Act or the additional acquisition was through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the bank's interest on loans / investments made to a company, provided that the bank was required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would have required a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that was not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs were required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account should have been used solely for the purpose of making application in public issues and clear demarcated funds should have been available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must have been attached to the Bid cum Application Form. Failing this, the Company and the Promoter Selling Shareholder in consultation with BRLM, reserved the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers were prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations"), and were based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operated. Bidders were advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and should have complied with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), had to be attached to the Bid-cum Application Form. Failing this, our

Company and the Promoter Selling Shareholder in consultation with BRLM, reserved the right to reject any Bid, without assigning any reason thereof.

NBFC-SI participating in the Offer should have complied with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI was as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws had to be lodged along with the Bid cum Application Form. Failing this, our Company reserved the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Promoter Selling Shareholder in consultation with the BRLM, in their absolute discretion, reserved 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 Promoter Selling Shareholder in consultation with the BRLM, deemed fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund had to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder in consultation with BRLM reserved the right to reject any Bid, without assigning any reason therefor.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors were provided below.

(a) Anchor Investor Application Forms were made available for the Anchor Investor Portion at the offices of the BRLM.

(b) The Bids were required to be for a minimum of such number of Equity Shares so that the Bid Amount exceeded ₹100 million. A Bid could not have been submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund would have been aggregated to determine the minimum application size of ₹100 million.

(c) One-third of the Anchor Investor Portion was reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors opened one Working Day before the Bid / Offer Opening Date, and completed on the same day.

(e) Our Company and the Promoter Selling Shareholder in consultation with the BRLM finalised allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion was not less than:

- maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;

- minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and

- in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

(f) Allocation to Anchor Investors was required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation had to be made, was required to be made available in the public domain by the BRLM before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors could not withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price was greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price would have been payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price was lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors would have been at the higher price, i.e., the Anchor Investor Allocation Price should still have been the Anchor Investor Offer Price.

(i) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion would have been locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion would have been locked in for a period of 30 days from the date of Allotment.

(j) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which were associates of the BRLM or insurance companies promoted by entities which were associate of BRLM or AIFs sponsored by the entities which were associate of the BRLM or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which were associate of the and BRLM) could have applied in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion were not to be considered as multiple Bids

The above information was given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the Book Running Lead Manager were not liable for any amendments or modification or changes in applicable laws or regulations, which might have occurred after the date of the Red Herring Prospectus, when filed. Bidders were advised to make their independent investigations and ensure that any single Bid from them did not exceed the applicable investment limits or maximum number of the Equity Shares that could have been held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary would have entered a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options were 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 did not guarantee that the Equity Shares should have been allocated / Allotted. Such Acknowledgement Slip would have been non-

negotiable and by itself would not have created any obligation of any kind. When a Bidder revised his or her Bid, he / she should have surrendered the earlier Acknowledgement Slip and might have requested 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 have been deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM were cleared or approved by the Stock Exchanges; nor did it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor did it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor did it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Prospectus; nor did it warrant that the Equity Shares would have been listed or would continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company, after filing the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of Business Standard, an English national newspaper, all editions of Business Standard, the Hindi national newspaper and Ahmedabad editions of Ahmedabad Express, the Gujarati regional newspaper (Gujarati being the regional language of Gujarat where our Registered Office is located). Our Company shall, in the pre- Offer advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, was in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Promoter Selling Shareholder entered into an Underwriting Agreement with the Underwriter on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file this Prospectus with the RoC. The Prospectus has details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and is complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could have revised or withdrew their Bid(s) until the Bid / Offer Closing Date. Anchor Investors were not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

***Do's*:**

1. Check if you were eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you had Bid within the Price Band;

3. Ensure that you mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and used only his / her own bank account which is linked to such UPI ID;

4. UPI Bidders Bidding using the UPI Mechanism ensured that the bank, with which they have their bank account, where the funds equivalent to the application amount were available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. UPI Bidders Bidding using the UPI Mechanism made Bids only through the SCSBs, mobile applications and UPI handles whose name appeared in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders ensured that the name of the app and the UPI handle which was used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which was not mentioned on the SEBI website was liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) were correct and the Bidders depository account was active, as Allotment of the Equity Shares would have been in dematerialized form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary was submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, might have submitted their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDPs and should have ensured that the ASBA Form contains the stamp of such Designated Intermediary;

9. In case of joint Bids, ensured that First Bidder was the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder was included in the Bid cum Application Form;

10. If the first Bidder was not the ASBA Account holder (or the UPI-linked bank account holder, as the case may be), ensure that the Bid cum Application Form was signed by the ASBA Account holder (or the UPI-linked bank account holder, as the case may be). Bidders (except UPI Bidders) should ensure that they have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Bid cum Application Form. UPI Bidders should ensure that they have mentioned the correct UPI-linked bank account number and their correct UPI ID in the Bid cum Application Form;

11. Retail Individual Bidders not using the UPI Mechanism, should have submitted their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

12. Ensure that they had correctly signed the authorisation / undertaking box in the Bid cum Application Form, or had otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorised the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

13. All Bidders (other than Anchor Investors) should have submitted their Bids through the ASBA process only;

14. Ensure that the name(s) given in the Bid cum Application Form was / were exactly the same as the name(s) in which the beneficiary account is held with the Collecting Depository Participant. In case of joint Bids, the Bid cum Application Form should have contained only the name of the First Bidder

whose name should have also appeared as the first holder of the beneficiary account held in joint names;

15. Bidders should have ensured that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

16. Ensure that you had funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

17. Ensure that you submitted revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtained a revised acknowledgment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

19. Ensure that the Demographic Details were updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India were attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status was indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents were submitted;

23. Ensure that Bids submitted by any person outside India were in compliance with applicable foreign and Indian laws;

24. UPI Bidders Bidding using the UPI Mechanism, should have ensured that they approved the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

25. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

26. However, Bids received from FPIs bearing the same PAN should not have been treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids had been made with different beneficiary account numbers, Client IDs and DP IDs;

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which should have been submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

28. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form was submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, was maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

29. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank(s), as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

30. UPI Bidders Bidding using the UPI Mechanism should have ensured that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his / her UPI PIN. Upon the authorization of the mandate using his / her UPI PIN, the Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the Retail Individual Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;

31. UPI Bidding using the UPI Mechanism should have mentioned valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;

32. UPI Bidders Bidding using the UPI Mechanism, who had revised their Bids subsequent to making the initial Bid, should also have approved the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

33. UPI Bidders who wished to revise their Bids using the UPI Mechanism, should have submitted the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should have ensured acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

34. Ensure that Anchor Investors submited their Bid cum Application Forms only to the BRLM;

35. Ensure that ASBA bidders ensured that bids above ₹500,000, are uploaded only by the SCSBs;

36. Ensure that you had accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 12:00 p.m. of the Working Day immediately after the Bid / Offer Closing Date;

37. Investors had to ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.

The Bid cum Application Form was liable to be rejected if the above instructions, as applicable, were not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 was liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs);

4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

7. Bids by HUFs not mentioned correctly as provided in "- *Bids by HUFs*"

8. Anchor Investors should not Bid through the ASBA process;

9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer / Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. Do not submit your Bid after 3.00 pm on the Bid / Offer Closing Date;

15. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date;

16. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

17. If you are a UPI Bidders using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

18. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;

19. Do not submit the General Index Register (GIR) number instead of the PAN;

20. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

21. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids until the Bid / Offer Closing Date;

23. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

24. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by Retail Individual Bidders using the UPI Mechanism;

25. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

26. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

27. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

28. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

29. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

30. Do not submit the Bid cum Application Form to any non-SCSB Bank or our Company;

31. Do not submit ASBA Forms to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

32. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and

33. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Manager*" on page 88.

The Bid cum Application Form was liable to be rejected if the above instructions, as applicable, were not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could have been rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹200,000 (net of retail discount);

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Offer Closing Date (other than UPI Bidders), and Bids by UPI Bidders uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors could have reached out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 87.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Offer Closing Date, the Bidder should have been compensated in accordance with applicable law. Further, Investors should have been entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the basis of allotment was 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 would not have made any Allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net offer to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors should have been on a proportionate basis within the respective investor categories and the number of securities allotted should have been rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder should not have been less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, should have been allotted on a proportionate basis.

The allotment to each Non-Institutional Bidder should not have been less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, should have been allotted on a proportionate basis in accordance with the conditions specified in this regard mentioned in SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Promoter Selling Shareholder, in consultation with the BRLM, in their absolute discretion, decided the list of Anchor Investors to whom the Allotment Advice was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names were notified to such Anchor Investors. Anchor Investors were not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should have transferred the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow

Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors and Underwriter: "RATNAVEER PRECISION ENGINEERING LIMITED IPO ANCHOR INVESTOR R"
(ii) In case of non-resident Anchor Investors s investing on non- repatriation basis: "RATNAVEER PRECISION ENGINEERING LIMITED IPO ANCHOR INVESTOR NR"

Anchor Investors should have noted that the escrow mechanism was not prescribed by SEBI and had been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Banker to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

Our Company, the BRLM and the Registrar published an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Business Standard, an English national daily newspaper, all editions of Business Standard, a Hindi national daily newspaper and Ahmedabad edition of Ahmedabad Express, a Gujarati newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located),

Depository Arrangements

The Allotment of the Equity Shares in the Offer was only in a recognized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated February 21, 2019 amongst our Company, NSDL and the Registrar to the Offer.
- Tripartite agreement dated January 23, 2019 amongst our Company, CDSL and the Registrar to the Offer.

Undertakings by our Company

Our Company undertook the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid / Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid / Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid / Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company and the Promoter Selling Shareholder in consultation with the BRLM, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Promoter Selling Shareholder subsequently decide to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertook the following in respect of himself as the Promoter Selling Shareholder, and the Offered Shares:

i. that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialized form;

ii. that they are the legal and beneficial owner of, and have clear and marketable title to the Offered Shares;

iii. that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;

iv. that the Equity Shares being sold by them pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;

v. that he shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;

vi. that he shall deposit his Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

vii. that he shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

viii. that he will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLM in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certified that:

- all monies received out of the Offer shall be credited / transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders was specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: "*Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy of the Government of India and FEMA and the circulars and notifications issued thereunder.While the FDI Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Government has from time to time made policy pronouncements on foreign direct investment ("FDI") through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("DPIIT"), formerly known as Department of Industrial Policy and Promotion issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Up to 100% foreign investment under the automatic route is currently permitted in the "Manufacturing" sector. For details, see *"Key Industry Regulations and Policies"* on page 210.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign ExchangeManagement (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval hasbeen obtained, the bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereofwithin the Offer Period.

As per the existing policy of the Government, OCBs could not participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are may be offered and sold outside the United States in offshore transactions in reliance on with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where such offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For further details, see "*Offer Procedure*" beginning on page 380 of this Prospectus.

The above information is given for the benefit of the Bidders. 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. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for did not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION

OF

RATNAVEER PRECISION ENGINEERING LIMITED

A COMPANY LIMITED BY SHARES

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

   "public company" means a company which—

   (a) is not a private company;

   (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

   Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, thefollowing words and expressions shall have the following meanings unless excluded by the subject or context:

   a. 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'

   b. 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.

   c. 'The Company' or 'This Company' means **RATNAVEER PRECISION ENGINEERING LIMITED.**

   d. 'Directors' means the Directors for the time being of the Company.

   e. 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.

   f. 'Members' means members of the Company holding a share or shares of any class.

   g. 'Month' shall mean a calendar month.

   h. 'Paid-up' shall include 'credited as fully paid-up'.

   i. 'Person' shall include any corporation as well as individual.

   j. 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.

   k. 'Section' or 'Sec.' means Section of the Act.

   l. Words importing the masculine gender shall include the feminine gender.

   m. Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.

   n. 'Special Resolution' means special resolution as defined by Section 114 in the Act.

   o. 'The Office' means the Registered Office for the time being of the Company.

   p. 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.

q. 'Proxy' includes Attorney duly constituted under a Power of Attorney.

3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

4. The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot the same or any of them to such persons,in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meetingby a Special Resolution give to any person the option to call for or be allotted shares of anyclass of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer offurther shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53)such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may takeany other provisions whatsoever for the issue, allotment or disposal of any shares.

7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently createdcapital, but subject to Section 62 of the Act, and subject to the following conditions namely:

I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstancesadmit, to the capital paid up on those shares at that date.

(b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement ofthis right.

(d) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.

II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.

III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which

has been approved by:

(a) A Special Resolution passed by the Company in General Meeting before the issueof the debentures or the raising of the loans, and

(b) The Central Government before the issue of the debentures or raising of the loansor is in conformity with the rules, if any, made by that Government in this behalf.

8. (1) The rights attached to each class of shares (unless otherwise provided by the terms ofthe issue of the shares of the class) may, subject to the provisions of Section 48 of theAct, be varied with the consent in writing of the holders of not less than three fourths ofthe issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

(2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares ofthat class.

Issue of further shares with disproportionate rights

9. Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of furthershares ranking pari passu therewith.

Not to issue shares with disproportionate rights

10. The Company shall not issue any shares (not being Preference Shares) which carry votingrights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

Power to pay commission

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock ofthe Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount orrate of commission shall not exceed five percent of the price at which the shares are issued andin the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Liability of joint holders of shares

12. The joint holders of a share or shares shall be severally as well as jointly liable for the paymentof all installments and calls due in respect of such share or shares.

Trust not recognized

13. Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Companyshall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognize any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

Issue other than for cash

14. a. The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances suppliedor for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and sharesmay be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

b. As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

Acceptance of shares

15. An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

Member' right to share Certificates

16. 1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:

   a. One certificate for all his shares; or

   b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.

   2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.

   3. Every certificate shall be under the seal and shall specify the shares to which it relatesand the amount paid-up thereon.

   4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorized official(s) of the Company.

One Certificate for joint holders

17. In respect of any share or shares held jointly by several persons, the Company shall not bebound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holdersshall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

Renewal of Certificate

18. If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificatewithout any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, orupon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

19. For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

Splitting and consolidation of Share Certificate

20. The shares of the Company will be split up/consolidated in the following circumstances:

   (i) At the request of the member/s for split up of shares in marketable lot.

   (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

Directors may issue new Certificate(s)

21. Where any share under the powers in that behalf herein contained are sold by the Directorsand the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it insuch manner as they think fit from the certificate not so delivered up.

Person by whom installments are payable

22. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN

Company's lien on shares

23. The Company shall have first and paramount lien upon all shares other than fully paid-upshares registered in the name of any member, either or jointly with any other person, and uponthe proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

As to enforcing lien by sale

24. For the purpose of enforcing such lien, the Board of Directors may sell the shares subjectthereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

Authority to transfer

25. a. To give effect to such sale, the Board of Directors may authorize any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.

    b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

Application of proceeds of sale

26. The net proceeds of any such sale shall be applied in or towards satisfaction of the saidmoneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

Calls

27. Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

When call deemed to have been made

28. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed. The Board of Directors making a call may by resolutiondetermine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been madeon the same date as that of the resolution of the Board of Directors making such calls.

Length of Notice of call

29. Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

Sum payable in fixed instalments to be deemed calls

30. If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.

When interest on call or instalment payable

31. If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directorsshall also be at liberty

to waive payment of that interest wholly or in part.

Sums payable at fixed times to be treated as calls

32. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same hadbecome payable by virtue of a call duly made and notified.

Payment of call in advance

33. The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance becomepresently payable) pay interest at such rate as the Board of Directors may decide but shall notin respect of such advances confer a right to the dividend or participate in profits.

Partial payment not to preclude forfeiture

34. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company fromthereafter proceeding to enforce a forfeiture of such shares as herein after provided.

FORFEITURE OF SHARES

If call or instalment not paid, notice may be given

35. If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment asis unpaid, together with any interest, which may have accrued. The Board may accept in thename and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

Evidence action by Company against shareholders

36. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respectof his share, it shall be sufficient to prove that the name of the defendant is or was, when theclaim arose, on the Register of shareholders of the Company as a holder, or one of the holdersof the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present atthe Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Form of Notice

37. The notice shall name a further day (not earlier than the expiration of fourteen days from thedate of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

If notice not complied with, shares may be forfeited

38. If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice after forfeiture

39. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Boards' right to dispose of forfeited shares or cancellation of forfeiture

40. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and insuch manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

Liability after forfeiture

41. A person whose shares have been forfeited shall cease to be a member in respect of theforfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Companyin respect of the share, whether such claim be barred by limitation on the date of the forfeitureor not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

Effect of forfeiture

42. The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to theshare, except only such of these rights as by these Articles are expressly saved.

Evidence of forfeiture

43. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled tothe share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the shareand the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shallhis title to the share be affected by any irregularity or invalidity in the proceedings in referenceto the forfeiture, sale or disposal of the share.

Non-payment of sums payable at fixed times

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment ofany sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

Validity of such sales

45. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the applicationof the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES

Transfer

46. a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.

b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, ifthe Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on suchterms as to indemnity as the Board may think fit.

c. An application for the registration of the transfer of any share or shares may be madeeither by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unlessthe Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to thesame conditions as if the application for registration was made by the transferee.

d. For the purpose of Sub-clause ©, notice to the transferee shall be deemed to have been duly given if despatched by prepaid registered post to the transferee at the address givenin the instrument of transfer and shall be delivered in the ordinary course of post.

e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operationof law.

Form of transfer

47. Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

Board's right to refuse to register

48. a. The Board, may, at its absolute discretion and without assigning any reason, decline to register

1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or

2. Any transfer or transmission of shares on which the Company has a lien

a. Provided that registration of any transfer shall not be refused on the groundof the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.

d. The provisions of this clause shall apply to transfers of stock also.

Further right of Board of Directors to refuse to register

49. a. The Board may, at its discretion, decline to recognize or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.

b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.

c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required tobe made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verificationby the Company.

d. The Directors may not accept applications for transfer of less than 100 equity shares ofthe Company, provided however, that these restrictions shall not apply to:

i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.

ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.

iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.

iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.

v. The Board of Directors authorized not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such

sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification bythe Company.

Provided that where a member is holding shares in lots higher than the transferablelimit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residualholding shall be below hundred (100).

Rights to shares on death of a member for transmission

50. a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognized as having title to the share.

b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the sharesshall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standingin his name in fact belonged to the joint family, may recognise the survivors of Kartathereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion,to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

Rights and liabilities of person

51. 1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be requiredby the Board and subject as herein, after provided elect either

a. to be registered himself as a holder of the share or

b. to make such transfer of the share as the deceased or insolvent member couldhave made

2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

Notice by such a person of his election

52. a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such noticeor transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.

No transfer to infant, etc.

53. No transfer shall be made to an infant or a person of unsound mind.

Endorsement of transfer and issue of certificate

54. Every endorsement upon the certificate of any share in favour of any transferee shall be signedby the Secretary or by some person for the time being duly authorized by the Board in that behalf.

Custody of transfer

55. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

Register of members

56. a. The Company shall keep a book to be called the Register of Members, and therein shallbe entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure of Register of members

b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Companyis situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained

c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Company's right to register transfer by apparent legal owner

57. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares not withstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book ofthe Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be underany liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

Alteration and consolidation, sub-division and cancellation of shares

58. a. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:

1. increase its share capital by such amount as it thinks expedient by issuing new shares;

2. consolidate and divide all or any of its share capital into shares of larger amountthan its existing shares;

3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;

4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on the proportion betweenthe amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the shares from which the reduced share is derived.

5. a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled

b. The resolution whereby any share is sub-divided may determined that, asbetween the holder of the shares resulting from such sub-division, one ormore such shares shall have some preference or special advantage as regardsdividend, capital or otherwise over or as compared with the others.

6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or

other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

Reduction of capital, etc. by Company

59. The Company may, by Special Resolution, reduce in any manner with and subject to anyincident authorized and consent as required by law:

a. its share capital;

b. any capital redemption reserve account; or

c. any share premium account.

SURRENDER OF SHARES

Surrender of shares

60. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

MODIFICATION OF RIGHTS

Power of modify shares

61. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

SET OFF OF MONEY DUE TO SHAREHOLDERS

Set-off of moneys due to shareholders

62. Any money due from the Company to a shareholder may, without the consent of such shareholder,be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

Conversion of shares

63. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

Transfer of stock

64. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose mightbefore the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Right of stockholders

65. The holders of the stock shall, according to the amount of the stock held by them, have thesame rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilegeor advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Applicability of regulations to stock and stockholders

66. Such of the regulations contained in these presents, other than those relating to share warrantsas are applicable to paid-up shares shall apply to stock and the words shares and shareholderin these presents shall include stock and stockholder respectively.

67. DEMATERIALISATION OF SECURITI ES

a) Definitions

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialize its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, whois the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment ofthe security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

e) Rights of depositories and beneficial owners:

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a memberof the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securitieswhich are held by a depository.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies ordiscs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediatelyon allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognize the rights of registered holders as also the beneficial owners in the

records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the personwhose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereofas regards receipt of dividends or bonus or services of notices and all or any othermatters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or impliednotice thereof.

GENERAL MEETINGS

Annual General Meeting

68. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisionsof Section 96 of the Act.

Extraordinary General Meeting

69. 1. Extraordinary General Meetings may be held either at the Registered Office of the Companyor at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

2. Right to summon Extraordinary General Meeting.

The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

Extraordinary Meeting by requisition

70. a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

b. The requisition shall set our matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the RegisteredOffice of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

c. The requisition may consist of several documents in like forms, each signed by one ormore requisitionists.

d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than $1/10$th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of notless than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

Length of notice for calling meeting

71. A General Meeting of the Company may be called by giving not less than twenty one daysnotice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid- up share capital which gives the right to vote on the matters to be considered at themeeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Accidental omission to give notice not to invalidate meeting

72. The accidental omission is to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

Special business and statement to be annexed

73. All business shall be deemed special that is transacted at an Extraordinary Meeting and alsothat is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing ofthe remuneration of Auditors. Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including inparticular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

Quorum

74. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:
Number of members upto 1000: 5 members personally present
Number of members 1000-5000: 15 members personally present
Number of members more than 5000: 30 members personally present

If quorum not present, when meeting to be dissolved and when to be adjourned

75. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Chairman of General Meeting

76. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or ifhe is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall presideover the General Meeting of the Company.

When Chairman is absent

77. If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

Adjournment of meeting

78. The Chairman may, with the consent of any meeting at which a quorum is present and shall, ifso directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinishedat the meeting from which the adjournment took place.
When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

Questions at General Meeting how decided

79. At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before oron the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion ofthe votes recorded in favour of or against that resolution.

Casting vote

80. In the case of an equality of votes, the Chairman shall, whether on a show of hands, orelectronically or on a poll, as the case may be, have a casting vote in addition to the vote orvotes to which he may be entitled as a member.

Taking of poll

81. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct,and the results of the poll shall be deemed to be the decision of the meeting on the resolutionon which the poll was taken.

In what cases poll taken without adjournment

82. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as theChairman may direct.

Votes

83. a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

b. Every member holding any Preference Share shall in respect of such shares have a rightto vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares orany part of such dividend has remained unpaid in respect of an aggregate period of notless than two years preceding the date of the meeting. Such dividend shall be deemed tobe due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in thesame proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

Business may proceed notwithstanding demand for poll

84. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Joint holders

85. In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Member of unsound mind

86. A member of unsound mind, or in respect of whom an order has been made by any Courthaving jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by hiscommittee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

No member entitled to vote while call due to Company

87. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Proxies permitted on polls

88. On a poll, votes may be given either personally or by proxy provided that no Company shallvote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

Instrument of proxy

89. a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

b. A body corporate (whether a company within the meaning of this Act or not) may:

1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;
2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

c. A person authorised by resolution as aforesaid shall be entitled to exercise the samerights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

Instrument of proxy to be deposited at the office

90. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

Validity of vote by proxy

91. A vote given in accordance with the terms of an instrument of proxy shall be valid not withstandingthe previous death of the appointer, or revocation of the proxy, or transfer of the share inrespect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of proxy

92. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

93. ** Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

The First directors of the Company are:

1. Mr. Ramanlal Dalichand Sanghvi
2. Mr. Sureshkumar Ramanlal Sanghvi
3. Mr. Vijay Ramanlal Sanghavi

94. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

***Clause 93 of the Articles of Association of the Company has been altered vide special Resolution passed at the Annual General Meeting of the Company held on 10th July, 2023.*

Qualification of Directors

95. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

Director's remuneration

96. a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act,and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution.

The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Governmentof India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for suchperiod and on such terms as they may deem fit.

c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub- clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits ofthe Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directorsof the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespectiveof the length of the period for which they held office respectively as such Directors.

d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon toperform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

Directors may act notwithstanding vacancy

97. The continuing Directors may act not withstanding any vacancy in their body, but subject to the provisions contained in Article 119 below:

Chairman or Vice-chairman of the Board

98. a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.

b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paidsuch remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

Casual vacancy

99. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of theBoard subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancyhad not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

Vacation of office by Directors

100. The office of a Director shall be vacated if:

1. he is found to be unsound mind by a Court of competent jurisdiction;
2. he applies to be adjudicated as an insolvent;
3. he is an undischarged insolvent;
4. he is convicted by a Court of any offence whether involving moral turpitude or otherwiseand is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;
5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly

with others, within six months from the last date fixed for the payment of the call;

6. an order disqualifying him for appointment as Director has been passed by court ortribunal and the order is in force.

7. he has not complied with Subsection (3) of Section 152

8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.

9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;

10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.

11. he becomes disqualified by an order of a court or the Tribunal

12. he is removed in pursuance of the provisions of the Act,

13. having been appointed a Director by virtue of holding any office or other employment inthe Company, he ceases to hold such office or other employment in the Company;

notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referredto in those clauses shall not take effect:

1. for thirty days from the date of the adjudication, sentence or order;

2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until theexpiry of seven days from the date on which such appeal or petition is disposed off;or

3. where within the seven days as aforesaid, any further appeal or petition is preferredin respect of the adjudication, sentence, conviction or order, and appeal or petition,if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

Alternate Directors

101. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 monthsfrom India.

(b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

Independent Directors

(c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.

(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Women Director

(d) The Directors shall appoint one women director as per the requirements of section 149 ofthe Act.

Key Managerial Personnel

(e) Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of are solution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

Additional Directors

102. The Directors may, from time to time, appoint a person as an Additional Director provided thatthe number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Directorshall hold office upto the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

a. The proportion of directors to retire by rotation shall be as per the provisions of Section152 of the Act.

Debenture

103. Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re- appoint any Director so appointed. The Director appointed under this Article is herein referredto as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Companyand the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

Corporation/Nominee Director

104. a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of anyguarantee furnished by the Corporation, on behalf of the Company remains defaulted, orthe Company fails to meet its obligations to pay interest and/or instalments, the Corporationshall have right to appoint from time to time any person or person as a Director orDirectors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)")on the Board of the Company and to remove from such office any person so appointed,any person or persons in his or their place(s).

b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall notbe required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arisingout of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of theCompany arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all noticesof and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall payto the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in anyform is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation andthe same shall accordingly be paid by the Company directly to the Corporation. Anyexpenses that may be incurred by the Corporation or such Nominee Director/s in connectionwith their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sittingfees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

Disclosure of interest of Directors

105. a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason oftheir office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwiseinterested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contractor arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there isquorum of Directors present. This provision shall not apply to any contract by or on behalfof the Company to indemnify the Directors or any of them against any loss they maysuffer by becoming or being sureties for the Company.

b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

Rights of Directors

106. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

Directors to comply with Section 184

107. Notwithstanding anything contained in these presents, any Director contracting with the Companyshall comply with the provisions of Section 184 of the Companies Act, 2013.

Directors power of contract with Company

108. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitledto contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

Rotation and retirement of Directors

109. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

Retiring Directors eligible for re-election

110. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

Which Directors to retire

111. The Directors to retire in every year shall be those who have been longest in office since theirlast

election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

Retiring Directors to remain in office till successors are appointed

112. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought totake place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

Power of General Meeting to increase or reduce number of Directors

113. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and mayalso determine in what rotation the increased or reduced number is to retire.

Power to remove Directors by ordinary resolution

114. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to removea Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

Rights of persons other than retiring Directors to stand for Directorships

115. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shallbe eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting electedas a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".

Register of Directors and KMP and their shareholding

116. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors andKey Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

Business to be carried on

117. The business of the Company shall be carried on by the Board of Directors.

Meeting of the Board

118. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

Director may summon meeting

119. A Director may at any time request the Secretary to convene a meeting of the Directors andseven days notice of meeting of directors shall be given to every director and such notice shallbe sent by hand delivery or by post or by electronic means.

Question how decided

120. a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for thetime being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

b. In case of an equality of votes, the Chairman shall have a second or casting vote inaddition to his vote as a Director.

Right of continuing Directors when there is no quorum

121. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as longas their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting ofthe Company and for no other purpose.

Quorum

122. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that onethird being rounded off as one) or two Directors whichever is higher;provided that where at any time the number of interested Directors is equal to or exceeds two- thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whoseplaces are vacant at the time.

Election of Chairman to the Board

123. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of theirmembers to be the Chairman of the meeting.

Power to appoint Committees and to delegate

124. a. The Board may, from time to time, and at any time and in compliance with provisions ofthe act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 constitute one or more Committees of the Board consisting of such member or membersof its body, as the Board may think fit.

Delegation of powers

b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretionsfor the time being vested in the Board and such delegation may be made on such termsand subject to such conditions as the Board may think fit and subject to provisions of theact and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Proceedings of Committee

125. The meeting and proceedings of any such Committee consisting of two or more members shallbe governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

Election of Chairman of the Committee

126. a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the timeappointed for holding the meeting, the members present may choose one of their numberto be Chairman of the meeting.

b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

Question how determined

127. a. A Committee may meet and adjourn as it thinks proper.

b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may beand in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

Acts done by Board or Committee valid, notwithstanding defective appointment, etc.

128. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, not withstanding that it may be afterwards discovered that there was some defectin the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person hadbeen duly appointed and was qualified to be a Director.

Resolution by circulation

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee asthe case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convenedand held.

POWERS AND DUTIES OF DIRECTORS

General powers of Company vested in Directors

130. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the saidAct, and to such regulations being not inconsistent with the aforesaid regulations or provisionsas may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Attorney of the Company

131. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and withsuch powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members,Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

Power to authorise subdelegation

132. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or anyof the powers and authorities for the time being vested in him.

Directors' duty to comply with the provisions of the Act

133. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

Special power of Directors

134. In furtherance of and without prejudice to the general powers conferred by or implied in Article130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

To acquire and dispose of property and rights

135. a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they

may think fit.

To pay for property in debentures, etc.

b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debenturesor other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital ornot so charged.

To secure contracts by mortgages

c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capitalfor the time being or in such other manner as they think fit.

To appoint officers, etc.

d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from timeto time think fit and to determine their powers and duties and fix their powers and dutiesand fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and alsoto compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

To refer to arbitration

f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

To act in matters of bankrupts and insolvents

h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To give security by way of indemnity

i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenantsand provisions as shall be agreed upon.

To give commission

j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

To make contracts etc.

k. To enter into all such negotiations and contracts and rescind and vary all such contractsand execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To make bye-laws

l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

To set aside profits for provided fund

m. Before recommending any dividends, to set-aside portions of the profits of the Companyto form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

To make and alter rules

n. To make and alter rules and regulations concerning the time and manner of payments ofthe contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and

disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

o. And generally, at their absolute discretion, to do and perform every act and thing whichthey may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

Managing Director

136. a. Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:

b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such periodnot exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business ofthe Company and of all its affairs and shall exercise all powers and perform all duties andin relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed bythe Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Companyin General Meeting.

Whole-time Director

137. 1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole- time Director or Wholetime Directors on such designation and on such terms and conditionsas it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required inthat behalf.

2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Directorat that Meeting.

Secretary

138. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office,for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or

entrusted to him by the Board.

Powers as to commencement of business

139. Subject to the provisions of the Act, any branch or kind of business which by the Memorandumof Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

Delegation of power

140. Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

BORROWING

Borrowing Powers

141. a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction ofthe Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, theBoard may, from time to time, at its discretion raise or borrow or secure the payment ofany such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such moneyso borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

Provided that every resolution passed by the Company in General Meeting in relation tothe exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening currentaccounts, or by receiving deposits and advances, with or without security or by the issueof bonds, perpetual or redeemable debentures or debenture stock of the Company chargedupon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

Assignment of debentures

142. Such debentures, debenture stock, bonds or other securities may be made assignable, freefrom any equities between the Company and the person to whom the same may be issued.

Terms of debenture issue

143. a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the rightto allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

b. Any trust deed for securing of any debenture or debenture stock and or any mortgagedeed and/or other bond for securing payment of moneys borrowed by or due by theCompany and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capitalof the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such

mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointedby him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loanor debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointmentand provision in such document as aforesaid shall be valid and effective as if contained in these presents.

c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall meanthe Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable toretire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as thecase may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.

d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.

e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for thetime being.

Charge on uncalled capital

144. Any uncalled capital of the Company may be included in or charged by mortgage or other security.

Subsequent assignees of uncalled capital

145. Where any uncalled capital of the Company is charged, all persons taking any subsequentcharge thereon shall take the same subject such prior charge, and shall not be entitled, bynotice to the shareholder or otherwise, to obtain priority over such prior charge.

Charge in favour of Director of indemnity

146. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assetsof the Company by way of indemnity to secure the Directors or other person so becoming liableas aforesaid from any loss in respect of such liability.

Powers to be exercised by Board only at meeting

147. a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.

(a) to make calls on shareholders in respect of money unpaid on their shares;

(b) to authorise buy-back of securities under section 68;

(c) to issue securities, including debentures, whether in or outside India;

(d) to borrow monies;

(e) to invest the funds of the company;

(f) to grant loans or give guarantee or provide security in respect of loans;

(g) to approve financial statement and the Board's report;

(h) to diversify the business of the company;

(i) to approve amalgamation, merger or reconstruction;

(j) to take over a company or acquire a controlling or substantial stake in another company;

(k) to make political contributions;

(l) to appoint or remove key managerial personnel (KMP);

(m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;

(n) to appoint internal auditors and secretarial auditor;

(o) to take note of the disclosure of director's interest and shareholding;

(p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves ofthe investee company;

(q) to invite or accept or renew public deposits and related matters;

(r) to review or change the terms and conditions of public deposit;

(s) to approve quarterly, half yearly and annual financial statements or financial resultsas the case may be.

(t) such other business as may be prescribed by the Act.

b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.

c. Every resolution delegating the power set out in Sub-clause d shall specify the totalamount outstanding at any one time up to which moneys may be borrowed by the said delegate.

d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which maybe made by the delegate.

e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

Register of mortgage to be kept

148. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and chargesspecifically affecting the property of the Company and shall duly comply with the requirementsof the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regardto the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

Register of holders of debentures

149. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any onetime. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

Inspection of copies of and Register of Mortgages

150. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspectionof copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

Supplying copies of register of holder of debentures

151. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

Right of holders of debentures as to Financial Statements

152. Holders of debentures and any person from whom the Company has accepted any sum ofmoney by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

Minutes

153. a. The Company shall comply with the requirements of Section 118 of the Act, in respect ofthe keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

b. The Chairman of the meeting shall exclude at his absolute discretion such of the mattersas are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

Managing Director's power to be exercised severally

154. All the powers conferred on the Managing Director by these presents, or otherwise may, subjectto any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER

Manager

155. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

COMMON SEAL

Common Seal

156. The Board shall provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.

Affixture of Common Seal

157. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstandingany irregularity touching the authority to issue the same provided also the counter signature ofthe Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

DIVIDENDS AND RESERVES

Rights to Dividend

158. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to theReserve Fund, shall be divisible among the equity shareholders.

Declaration of Dividends

159. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

What to be deemed net profits

160. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

Interim Dividend

161. The Board may from time to time pay to the members such interim dividends as appear to it tobe justified by the profits of the Company.

Dividends to be paid out of profits only

162. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

Reserve Funds

163. a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed inthe business of the Company or be invested in such investments (other than shares ofthe Company) as the Board may, from time to time, think fit.

b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

Method of payment of dividend

164. a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

Deduction of arrears

165. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

Adjustment of dividend against call

166. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

Payment by cheque or warrant

167. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paidby cheque or warrant sent through post directly to the registered address of the holder or,in the case of joint holders, to the registered address of that one of the joint holders whois first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.

b. Every such cheque or warrant shall be made payable to the order of the person to whomit is sent.

c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

Retention in certain cases

168. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

(A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:

a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and

b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act".

Deduction of arrears

169. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus,or other money payable in respect of such share.

Notice of Dividends

170. Notice of any dividend that may have been declared shall be given to the person entitled toshare therein in the manner mentioned in the Act.

Dividend not to bear interest

171. No dividend shall bear interest against the Company.

Unclaimed Dividend

172. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordanceto the provisions of Sections 123 and 124 of the Companies Act, 2013.

Transfer of share not to pass prior Dividend

173. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

Capitalisation of Profits

174. a. The Company in General Meeting, may on the recommendation of the Board, resolve:

1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investmentor other asset forming part of the undivided profits, including profits or surplusmoneys arising from the realisation and (where permitted by law) from the appreciationin value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit ofthe Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and
2. that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:

1. paying up any amount for the time being unpaid on any share held by such members respectively;
2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid;or
3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause(ii).

c. A share premium account and a capital redemption reserve account may for the purposeof this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

176. a. Powers of Directors for declaration of Bonus

Whenever such a resolution as aforesaid shall have been passed, the Board shall:

1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and
2. generally do all acts and things required to give effect thereto.

b. The Board shall have full power:

1. to make such provision by the issue of fractional certificates or by payments in cashor otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;
2. to authorise any person to enter on behalf of all the members entitled thereto intoan

agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Companyon their behalf, by the application thereto of their respective proportions of theprofits resolved to be capitalised of the amounts or any part of the amounts remainingunpaid on the existing shares.

c. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

Books of account to be kept

177. a. The Board shall cause proper books of accounts to be kept in respect of all sums ofmoney received and expanded by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

b. All the aforesaid books shall give a fair and true view of the affairs of the Company or ofits branch as the case may be, with respect to the matters aforesaid, and explain in transactions.

c. The books of accounts shall be open to inspection by any Director during business hours.

Where books of account to be kept

178. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

Inspection by members

179. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Companyor any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

Statement of account to be furnished to General Meeting

180. The Board shall lay before such Annual General Meeting , financial statements made up as atthe end of the financial year which shall be a date which shall not precede the day of themeeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

Financial Statements

181. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

Authentication of Financial Statements

182. a. Subject to Section 134 of the Act, every financial statements of the Company shall besigned on behalf of the Board by not less than two Directors.

b. The financial statements shall be approved by the Board before they are signed on behalfof the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

Auditors Report to be annexed

183. The Auditor's Report shall be attached to the financial statements.

Board's Report to be attached to Financial Statements

184. a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts,if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid byway of dividend.

b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financialyear in the

nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company whichhas occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.

c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report onevery reservation, qualification or adverse remark contained in the Auditor's Report.

d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.

e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

Right of member to copies of Financial Statements

185. The Company shall comply with the requirements of Section 136.

ANNUAL RETURNS

Annual Returns

186. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

Accounts to be audited

187. a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meetinguntil the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.

c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.

d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.

e. The Company shall, within seven days of the Central Government's power under Sub- clause (d) becoming exercisable, give notice of that fact to that Government.

f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and theAuditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all orany of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than14 days before the date of the meeting; and

2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.

g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

h. A person other than a retiring Auditor, shall not be capable of being appointed at anAnnual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the

meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.

i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.

j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

Audit of Branch Offices

188. The Company shall comply with the provisions of Section 143 of the Act in relation to the auditof the accounts of Branch Offices of the Company.

Remuneration of Auditors

189. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

Rights and duties of Auditors

190. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.

b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwardedto the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

c. The Auditor shall make a report to the members of the Company on the accounts examinedby him and on Financial statements and on every other document declared by this Act tobe part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in hisopinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and givea true and fair view:

1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and

2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.

d. The Auditor's Report shall also state:

(a) whether he has sought and obtained all the information and explanations which tothe best of his knowledge and belief were necessary for the purpose of his auditand if not, the details thereof and the effect of such information on the financial statements;

(b) whether, in his opinion, proper books of account as required by law have been keptby the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branchesnot visited by him;

(c) whether the report on the accounts of any branch office of the company auditedunder sub-section (*8*) by a person other than the company's auditor has been sentto him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;

(d) whether the company's balance sheet and profit and loss account dealt with in thereport are in agreement with the books of account and returns;

(e) whether, in his opinion, the financial statements comply with the accounting standards;

(f) the observations or comments of the auditors on financial transactions or matterswhich have any adverse effect on the functioning of the company;

(g) whether any director is disqualified from being appointed as a director under sub-section (*2*) of section 164;

(h) any qualification, reservation or adverse remark relating to the maintenance ofaccounts and other matters connected therewith;

(i) whether the company has adequate internal financial controls system in place andthe operating effectiveness of such controls;

(j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;

(k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;

(l) whether there has been any delay in transferring amounts, required to be transferred,to the Investor Education and Protection Fund by the company.

e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification,the Auditor's Report shall state the reason for such answer.

f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

Accounts whether audited and approved to be conclusive

191. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

Service of documents on the Company

192. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

How documents to be served to members

193. a. A document (which expression for this purpose shall be deemed to included and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.

b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

c. Where a document is sent by post:

i. service thereof shall be deemed to be effected by properly addressing prepayingand posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment dueand has deposited with the Company a sum sufficient to defray the expenses ofdoing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;

a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and

b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

Members to notify address in India

194. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shallfor all purposes be deemed to be his place of residence.

Service on members having no registered address in India

195. If a member has no registered address in India and has not supplied to the Company anaddress within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed tobe duly served on him on the day on which the advertisement appears.

Service on persons acquiring shares on death or insolvency of members

196. A document may be served by the Company to the persons entitled to a share in consequenceof the death or insolvency of a member by sending it through the post in a prepaid letteraddressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) byserving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

Notice valid though member deceased

197. Any notice of document delivered or sent by post or left at the registered address of anymember in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other personsby such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient serviceof such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

Persons entitled to Notice of General Meeting

198. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meetingshall be given to;

(a) every member of the company, legal representative of any deceased member or theassignee of an insolvent member;

(b) the auditor or auditors of the company; and

(c) every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

Advertisement

199. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by thesepresents, shall be deemed to be duly served or sent if advertised in a newspaper circulatingin the district where the Registered Office of the Company is situated.

b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share whichpreviously to his name and address being entered in the Register shall be duly given tothe person from whom he derived his title to such share or stock.

Transference, etc. bound by prior notices

200. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly servedon or sent to the person from whom he derives his title to the share.

How notice to be signed

201. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of document and proceeding

202. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Directoror an authorised officer of the Company and need not be under its seal.

WINDING UP

Winding up

203. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall,on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to suchapplication, shall, unless the articles otherwise provide, be distributed among the membersaccording to their rights and interests in the Company.

Division of assets of the Company in specie among members

204. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part ofthe assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of thesaid shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidatorsshall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

Directors' and others' right to indemnity

205. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the dischargeof his duties, as such Director, officer or employee.

b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defendingany proceeding whether civil or criminal in which judgement is given in their or his favouror in which he is acquitted or discharged or in connection with any application underSection 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of anyDirector for filing any return, paper or document with the Registrar of Companies, orcomplying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

206. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECRECY CLAUSE

207. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.

b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and inmatters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THEREOF

208. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.

b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide thecopies of registers to such person within Fifteen days of receipt of money.

GENERAL AUTHORITY

209. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material have been attached to the copy of the Red Herring Prospectus which has been delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents and contracts for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of the Company at www.ratnaveer.com from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/Offer Closing Date). Any of the contracts or documents mentioned in the Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated January 23, 2023 entered into between our Company, the Promoter Selling Shareholder and the BRLM;
2. Registrar Agreement dated December 22, 2022, entered into amongst our Company and the Registrar to the Offer;
3. Cash escrow and sponsor bank agreement dated July 14, 2023 amongst our Company, the Registrar to the Offer, the BRLM, the Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Banks and the Refund Bank(s);
4. Share escrow agreement dated July 11, 2023 entered into amongst the Promoter Selling Shareholder, our Company and a share escrow agent.
5. Syndicate agreement dated July 11, 2023 amongst our Company, the BRLM, the Syndicate Members and the Registrar to the Offer;
6. Underwriting agreement dated September 06, 2023 amongst our Company and the Underwriters; and
7. Monitoring agency agreement dated July 13, 2023 amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time;
2. Certificates of incorporation dated February 20, 2002 and the fresh certificate of incorporation dated May 30, 2018 and November 01, 2022 consequent upon change of name and fresh certificate of incorporation dated October 11, 2018 consequent to conversion into a public limited company, respectively;
3. Resolution of the Board of Directors dated November 16, 2022 and special resolution dated November 23, 2022 passed by our Shareholders in relation to the Offer and other related matters;
4. Consent dated November 15, 2022 by the Promoter Selling Shareholder, Vijay Ramanlal Sanghavi in relation to the Offer for Sale;
5. Resolution of the Board of Directors dated September 06, 2023 approving the Prospectus;
6. Examination report dated June 16, 2023, of our Statutory Auditors on our Restated Financial Statements, included in this Prospectus;
7. Copies of the annual reports of the Company for the Fiscal Years 2022, 2021 and 2020 available on the website of the Company at www.ratnaveer.com;

8. The statement of possible special tax benefits dated July 14, 2023, from the Statutory Auditors;
9. Consent of our Promoter, our Directors, our Company Secretary and Compliance Officer, Legal Advisor to the Company, the Book Running Lead Manager, the Registrar to the Offer, Banker to the Company, to act in their respective capacities;
10. Consent of Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants, to include their name in this Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in respect of the examination report of the Auditors on the Restated Financial Statements dated July 14, 2023 included in this Prospectus;
11. Consent of Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants, to include their name in this Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013, in respect of the statement of possible special tax benefits dated July 14, 2023 included in this Prospectus;
12. Certificate of the Statutory Auditors, M/s. Pankaj R. Shah & Associates, Chartered Accountants dated July 14, 2023 verifying the key performance indicators (KPI).
13. Consent of Upendra Nath Mahto, Chartered Engineer, to include its name in this Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, 2013 in respect of the certificates dated July 13, 2023;
14. Consent from Dun & Bradstreet dated August 08, 2023, to include contents or any part thereof from their report titled "*Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes*" dated August 2023 in this Prospectus;
15. Report titled "*Report on Stainless Steel Sheets, Washers, Sheet Metal Components and Pipes & Tubes*" dated August 2023, prepared and issued by Dun & Bradstreet and commissioned and exclusively paid by our Company for an agreed fees;
16. Compilation of complaints received by the Company till the date of the Red Herring Prospectus
17. Tripartite agreement dated February 21, 2019 between our Company, NSDL and the Registrar to the Offer;
18. Tripartite agreement dated January 23, 2019 between our Company, CDSL and the Registrar to the Offer;
19. In principle listing approvals dated April 28, 2023 and April 28, 2023 issued by BSE and NSE respectively;
20. SEBI final observation letter dated June 30, 2023 bearing reference number SEBI/HO/CFD/RAC-DIL2/P/OW/2023/26510/1;
21. Due diligence certificate dated January 26, 2023, addressed to the SEBI from the BRLM.

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Sd/-
Vijay Ramanlal Sanghavi
Managing Director, Chairperson and Chief Financial Officer

Place: Ahmedabad, Gujarat
Date: September 06, 2023

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Sd/-
Babulal Sohanlal Chaplot
Whole time Director

Place: Vadodara, Gujarat
Date: September 06, 2023

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Sd/-
Binita Verdia
Non-Executive Non-Independent Director

Place: Ahmedabad, Gujarat
Date: September 06, 2023

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Sd/-
Sreeram Vishwanathan Rishinaradamangalam
Non-Executive Independent Director

Place: Vadodara, Gujarat
Date: September 06, 2023

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Sd/-
Ankita Dineshbhai Soni
Non-Executive Independent Director

Place: Ahmedabad, Gujarat
Date: September 06, 2023

DECLARATION

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF THE COMPANY

Sd/-
Bharatkumar Kanchanlal Shah
Non-Executive Independent Director

Place: Ahmedabad, Gujarat
Date: September 06, 2023

DECLARATION BY PROMOTER SELLING SHAREHOLDER

I, Vijay Ramanlal Sanghavi, acting as Promoter Selling Shareholder, hereby certify that all statements, disclosures and undertakings made or confirmed by me in this Prospectus about or in relation to myself and the Equity Shares being offered by me in the Offer for Sale are true and correct. I assume no responsibility, as the Promoter Selling Shareholder, for any other statements, disclosures and undertakings including any of the statements made or confirmed by or relating to the Company or any other person(s) in this Prospectus.

SIGNED BY PROMOTER SELLING SHAREHOLDER

Sd/-
Vijay Ramanlal Sanghavi

Place: Ahmedabad, Gujarat
Date: September 06, 2023