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Draft Prospectus
September 11, 2023
Please read Section 26 and Section 28 of Companies Act, 2013
(This Draft Prospectus will be updated upon filing with the RoC)
100% Fixed Price Issue

DEEM ROLL-TECH LIMITED

Deem-Roll Tech Limited

Corporate Identification Number: U27109GJ2003PLC042325

REGISTERED OFFICE		CORPORATE OFFICE		CONTACT PERSON		EMAIL	
Survey No.110/1, P-1,110/2, Ganeshpura, Ta: Kadi Mahesana, Gujarat – 382729, India.		C-3/301, Anushruti Apartment, Opp. New York Tower, Nr. Jain Mandir, S.G. Highway Ahmedabad Gujarat 380054 India		Shweta Rameshlal Talreja, Company Secretary & Compliance Officer		accounts@deemrolls.com	
TELEPHONE / MOBILE NO.				WEBSITE			
+91 9925196196				www.deemrolls.com			
OUR PROMOTER: JYOTI PRASAD BHATTACHARYA							
Type	Fresh Issue Size	OFS size (by no. of shares or by amount in Rs)	Total Issue Size	Eligibility			
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹ 3000.00 Lakhs.	N.A.	Up to ₹ 3000.00 Lakhs	The Issue is being made pursuant to Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is less than or equal to ₹1000.00 Lakhs.			
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES							
RISK IN RELATION TO THE FIRST ISSUE							
This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page 90 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.							
GENERAL RISKS							
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India (" SEBI ") nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the chapter titled "Risk Factors" beginning on page 22 of this Draft Prospectus.							
COMPANY'S ABSOLUTE RESPONSIBILITY							
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.							
LISTING							
The Equity Shares offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Ltd ('NSE EMERGE'), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received "In-Principle" approval from the NSE for using its name in the Issue document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange will be NSE Limited.							
LEAD MANAGERS TO THE ISSUE				REGISTRAR TO THE ISSUE			
 <p>FEDEX SECURITIES PRIVATE LIMITED B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle – [East], Mumbai - 400 057, Maharashtra, India Tel No.: +91 81049 85249 E-mail: mb@fedsec.in Website: www.fedsec.in Contact Person: Saipan Sanghvi SEBI Registration Number: INM000010163 Investor Grievance E-Mail: mb@fedsec.in</p>				 <p>BIGSHARE SERVICES PRIVATE LIMITED Office No S-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre Andheri (East) Mumbai – 400 093, Maharashtra, India. Tel No: +91 022 6263 8200 Fax No: +91 22 6263 8299 E-mail Id: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Babu Rapheal C. SEBI Registration No: INR000001385</p>			
ISSUE PROGRAMME							
ISSUE OPENS ON: [●]				ISSUE CLOSES ON: [●]			

DEEM ROLL-TECH LIMITED

Our Company was originally incorporated as a private limited company in the name and style of “Deem Roll-Tech Private Limited” under the erstwhile Companies Act, 1956 vide certificate of incorporation dated May 1, 2003 issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our members held on February 12, 2008 and consequently, the name of our Company was changed to “Deem Roll-Tech Limited”, and a fresh certificate of incorporation consequent upon conversion from private company to public company dated March 4, 2008 was issued by the Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli. For further details, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 142 of this Draft Prospectus.

Corporate Identification Number: U27109GJ2003PLC042325

Registered Office: Survey No.110/1, P-1,110/2, Ganeshpura, Ta: Kadi Mahesana,Gujarat – 382 729, India

Corporate Office: C-3/301, Anushruti Apartment, Opp. New York Tower, Nr. Jain Mandir, S.G. Highway Ahmedabad Gujarat 380054 India

Tel No.: +91 9925196196; **Email:** accounts@deemrolls.com; **Website:** www.deemrolls.com

Contact Person: Shweta Rameshlal Talreja, Company Secretary & Compliance Officer

OUR PROMOTER: JYOTI PRASAD BHATTACHARYA

THE ISSUE

INITIAL PUBLIC ISSUE* OF [●] EQUITY SHARES OF FACE VALUE ₹ 10/- EACH (“EQUITY SHARES”) OF DEEM ROLL-TECH LIMITED (“OUR COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ [●] PER EQUITY SHARE) (“ISSUE PRICE”), AGGREGATING UP TO ₹ 3000.00 LAKHS (THE “ISSUE”). [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HERINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 237 OF THIS DRAFT PROSPECTUS.

OUR COMPANY, IN CONSULTATION WITH THE LEAD MANAGER, MAY CONSIDER A PRE-IPO PLACEMENT AT ITS DISCRETION, PRIOR TO FILING OF THE PROSPECTUS WITH THE ROC. IF THE PRE-IPO PLACEMENT IS COMPLETED, IT WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE LEAD MANAGER AND THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE ISSUE COMPLYING WITH RULE 19(2)(B) OF THE SCRR.

*Subject to finalisation of basis of allotment

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post - Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage.

ELIGIBLE INVESTORS

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RILs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “*Issue Procedure*” on page 245 of this Draft Prospectus. A copy of the Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares by our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under “*Basis for Issue Price*” beginning on page 90 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India (“SEBI”) nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the chapter titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

COMPANY’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Ltd (‘NSE EMERGE’), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received “in-principle” approval from the NSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [●]. For the purpose of the Issue, the Designated Stock Exchange will be NSE Limited.

LEAD MANAGERS TO THE ISSUE

REGISTRAR TO THE ISSUE



FEDEX SECURITIES PRIVATE LIMITED
 B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle – [East],
 Mumbai - 400 057, Maharashtra, India
Tel No.: +91 81049 85249
E-mail: mb@fedsec.in
Website: www.fedsec.in
Contact Person: Saipan Sanghvi
SEBI Registration Number: INM000010163
Investor Grievance E-Mail: mb@fedsec.in

BIGSHARE SERVICES PRIVATE LIMITED
 Office No S-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura
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Tel No.: +91 022 6263 8200
Fax No.: +91 22 6263 8299
E-mail Id: ipo@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Babu Rapheal C.
SEBI Registration No: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON:	[●]
ISSUE CLOSES ON:	[●]

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SECTION - I – GENERAL
DEFINITION AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, 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 made from time to time under that provision.

The words and expressions used in this Draft Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations 2018, the Companies Act 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Industry Overview*”, “*Key Regulations and Policies*”, “*Statement of Tax Benefits*”, “*Basis for the Issue Price*”, “*Restated Financial Statement*”, “*Outstanding Litigations and Material Developments*”, and “*Main Provision of Articles of Association*” beginning on pages 100, 134, 97, 90, 168, 219 and 273 respectively of this Draft Prospectus, shall have the meanings ascribed to such terms in the respective sections.

CONVENTIONAL OR GENERAL TERMS

Term	Description
“Deem Roll-Tech Limited”, “We” / “us” / “Company” / “our Company” / “Issue” / “the Issuer”	Deem Roll-Tech Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Survey No. 110/1, P-1, 110/2, Ganeshpura, Taluka: Kadi, Mahesana – 382 729 Gujarat, India.
“you” / “your”	Prospective Investors in this Issue.

CORPORATE RELATED TERMS

Term	Description
“AoA” / “Articles” / “Articles of Association”	The articles of association of our Company, as amended
“Audit Committee”	The Audit Committee of our Board, as described in the chapter titled “ <i>Our Management</i> ” beginning on page 146 of this Draft Prospectus.
“Auditors”/ “Statutory Auditors” / “Peer Review Auditor”	The statutory auditor of our Company, being M/s S N Shah & Associates, Chartered Accountants.
“Board” / “Board of Directors”	The Board of Directors of our Company, or a duly constituted committee thereof. For details, see “ <i>Our Management</i> ” beginning on page 146 of this Draft Prospectus.
“Chairperson”	The Chairman/ Chairperson of the Board of Directors of our Company being Jaydev Ramesh Betai.
“Company Secretary and Compliance Officer”	The Company Secretary and Compliance Officer of our Company, being Shweta Rameshlal Talreja.
“Chief Financial Officer”/ “CFO”	The Chief Financial Officer of our Company, being Janak Navinchandra Gajjar.
“Corporate Identification Number”	U27109GJ2003PLC042325
Corporate Office	C-3/301, Anushruti Apartment, Opp New York Tower, Nr. Jain Mandir, S.G. Highway Ahmedabad 380054, Gujarat India.
“Director(s)”	The director(s) on the Board of our Company as described in “ <i>Our Management</i> ” beginning on page 146 of this Draft Prospectus.
“Equity Shares”/ “Shares”	The Equity Shares of our Company having face value of ₹10.00/- each, fully paid up, unless otherwise specified in the context thereof.
“Equity Shareholders” / “Shareholders”	Persons /entities holding Equity Shares of our Company, from time to time.
“Executive Directors”	The managing director, executive directors, and whole-time directors of our Company.
“Group Companies”	Companies with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards and also other

Term	Description
	companies as considered material by our Company, and as disclosed in the chapter titled “Our Group Companies” beginning on page 166 of this Draft Prospectus.
“Independent Director”	Independent directors on the Board, who are eligible to be appointed as an independent director under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, please refer to the chapter titled “Our Management” beginning on page 146 of this Draft Prospectus.
“ISIN”	International Securities Identification Number is INE586O01011.
“Key Managerial Personnel” / “KMP”	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations and Section 2(51) of the Companies Act, 2013. For details, please refer to the chapter titled “Our Management” beginning on page 146 of this Draft Prospectus.
“Managing Director” / “MD”	Managing director of our Company, Jyoti Prasad Bhattacharya. For details, please refer to the chapter titled “Our Management” beginning on page 146 of this Draft Prospectus.
“Manufacturing Units”	Collectively, Manufacturing Unit 1, Manufacturing Unit 2 and Manufacturing Unit 3.
“Manufacturing Unit 1”	Manufacturing Unit of our Company situated at Plot No. 1006/1007, Chhatral GIDC, Chhatral, Tal. Kalol, Gandhinagar, Gujarat India.
“Manufacturing Unit 2”	Manufacturing Unit of our Company situated at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India.
“Manufacturing Unit 3”	Manufacturing Unit of our Company situated at Chinsurah Dhaniyakali Road, Betamore, PS Dadpur, Hoogly, West Bengal India.
“Materiality Policy”	The policy adopted by our Board on July 14, 2023 for identification of group companies of our Company, outstanding litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations.
“MoA” / “Memorandum of Association”	The Memorandum of Association of our Company, as amended from time to time.
“Nomination & Remuneration Committee”	The nomination and remuneration committee of our Board described in the chapter titled “Our Management” beginning on page 146 of this Draft Prospectus.
“Non-executive Director(s)”	The non-executive director(s) of our Company
“Promoter	The promoter of our Company, being Jyoti Prasad Bhattacharya as disclosed in “Our Promoter and Promoter Group” beginning on page 163 of this Draft Prospectus.
“Promoter Group”	Such persons and entities constituting the promoter group of our Company pursuant to Regulation 2(1)(pp) of SEBI ICDR Regulations as disclosed in the chapter titled “Our Promoter and Promoter Group” beginning on page 163 of this Draft Prospectus.
Project Report	The report for the Proposed Project for the manufacturing unit at Ganeshpura, Taluka Kadi, Mahesana, Gujarat dated August 16, 2023, prepared by S.K Patel, B.E.(Mech) F.I.V, F.I.E (India) in connection with the manufacturing unit at Ganeshpura
“Registered Office”	The registered office of our Company, situated at survey No. 110/1, P-1, 110/2, Ganeshpura, Taluka: Kadi, Mahesana – 382 729, Gujarat, India.
“Registrar of Companies” / “ROC”	Registrar of Companies situated at Ahmedabad.
“Restated Financial Information” or “Restated Financial Statements”	The Restated Financial Statements of our Company for the Financial Year ended March 31, 2023, March 31, 2022, and March 31, 2021 which comprises of the restated balance sheet, restated statement of profit and loss and the restated cash flow statement, together with the annexures and notes thereto disclosed in the chapter titled “Restated Financial Information” beginning on page 168 of this Draft Prospectus.
“Stakeholders’ Relationship Committee”	The stakeholders’ relationship committee of the Board of Directors constituted in accordance with Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and described in the chapter titled “Our Management” beginning on page 146 of this Draft Prospectus.
Senior Management Personnel/SMP	senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as further described in “Our Management-Key Managerial Personnel and Senior Management Personnel” on page 146
Whole-time Director	Whole-time director(s) of our Company

ISSUE 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 acknowledgement slips or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form

Term	Description
“Allot” / “Allotment” / “Allotted” / “Allotment of Equity Shares”	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants
“Allotment Advice”	Note or advice or intimation of Allotment sent to each successful applicant who have been or are to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
“Allottee(s)”	A successful Applicant to whom the Equity Shares are being allotted
“Applicant” / “Investor”	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus and the Application Form.
“Application Amount”	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus
“Application Supported by Blocked Amount”/ “ASBA”	An application, whether physical or electronic, used by applicants to make an application and authorize an SCSB to block the application Amount in the ASBA Account
“ASBA Account”	A bank account maintained with an SCSB and specified in the ASBA Form submitted by applicant for blocking the application Amount mentioned in the ASBA Form
“ASBA Form”	An application form, whether physical or electronic, used by ASBA Applicant which will be considered as the application for Allotment in terms of the Draft Prospectus.
“Bankers to the Company”	State Bank of India
“Banker to the Issue” / “Refund Banker” / “Public Issue Bank”	Collectively, Escrow Collection Bank, Public Issue Bank, Sponsor Bank and Refund Bank, as the case may be. In this case, being, [●].
“Bankers to the Issue Agreement”	Banker to the Issue Agreement entered on [●] amongst our Company, Lead Manager, the Registrar to the Issue and Banker to the Issue / Sponsor Bank for collection of the Application Amount on the terms and conditions thereof.
“Basis of Allotment”	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 245 of this Draft Prospectus.
“Business Day”	Any day on which commercial banks are open for the business.
“CAN” / “Confirmation of Allocation Note”	A note or advice or intimation sent to Investors, who have been allotted the Equity Shares, after approval of Basis of Allotment by the Designated Stock Exchange.
“Client ID”	Client Identification Number of the Beneficiary Account.
“Collection Centers”	Broker Centers notified by NSE where bidders can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers, are available on the website of the EMERGE platform of NSE.
“Collecting Depository Participant” / “CDP”	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Collecting Registrar and Share Transfer Agent” / “CRTAs”	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Controlling Branches”/ “Controlling Branches of the SCSBs”	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Bidders with the Registrar to the Issue and NSE and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
“Demographic Details”	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable).
“Depositories”	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
“Depository Participant”/ “DP”	A depository participant registered with SEBI under the Depositories Act.
“Designated CDP Locations”	Such centre of the CDPs where applicant can submit the ASBA For The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of NSE.
“Designated Date”	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Prospectus, following which the Board may Allot Equity Shares to successful Bidders in the Issue.
“Designated Intermediaries”	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.

Term	Description
“Designated Market Maker”	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
“Designated RTA Locations”	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the NSE.
“Designated SCSB Branches”	Such Branches of the SCSBs which shall collect the ASBA Forms used by the applicant, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 .
“Designated Stock Exchange”	EMERGE platform of NSE (NSE EMERGE).
“Draft Prospectus”	This draft prospectus issued in accordance with the SEBI ICDR Regulations.
“Electronic Transfer of Funds”	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
“Eligible NRI”	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants.
“Eligible QFIs”	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations.
“EMERGE Platform of NSE” / “SME Exchange” / “Stock Exchange” / “NSE EMERGE”	The Emerge Platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations.
“Escrow Account(s)”	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/ NACH in respect of the Applicant Amount.
“Escrow Agreement”	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
“Escrow Collection Bank(s)”	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being [●].
“FII”/ “Foreign Institutional Investors”	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
“First Applicant”	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof
“Foreign Portfolio Investor” / “FPIs”	Foreign Portfolio Investor as defined under SEBI FPI Regulations
“Fraudulent Borrower”	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
“General Information Document”/ “GID”	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “Issue Procedure” beginning on page 245 of this Draft Prospectus
“Issue” / “Issue Size” / “Public Issue” / “IPO”	Initial Public Issue of up to [●] Equity Shares of face value of ₹ 10.00 each of our Company for cash at a price of ₹ [●] per Equity Share (including a securities premium of ₹ [●] per Equity Share) aggregating to ₹ 3,000.00 Lakhs. Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR
“Issue Agreement”	The agreement dated July 24, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
“Issue Closing Date”	The date on which the Issue closes for subscription.
“Issue Opening Date”	The date on which the Issue opens for subscription.

Term	Description
“Issue Period”	The period between the Issue Opening Date and the Issue Closing Date (inclusive of such date and the Issue Opening Date) during which prospective bidders can submit their Application Forms, inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of bidders. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs one (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published.
“Issue Price”	₹ [●] per Equity Share (Including securities premium of ₹ [●] per Equity Share)
“Issue Proceeds”	The proceeds from the Issue based on the total number of Equity Shares allotted under the issue.
“Lead Manager”/ “LM”	The Lead Manager to the Issue namely, Fedex Securities Private Limited
“Listing Agreement”	The Listing Agreement to be signed between our Company and EMERGE Platform of NSE (NSE EMERGE).
“Lot Size”	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
“Mandate Request”	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
“Market Making Agreement”	The Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
“Market Maker”	The market maker of our Company being [●]
“Market Maker Reservation Portion”	The reserved portion of [●] Equity Shares of face value of ₹ 10.00/- each fully paid-up for cash at a price of ₹ [●] /- per Equity Share aggregating to ₹ [●] Lakhs for the Market Maker in this Issue.
“MSME”	Micro Small and Medium Enterprises
“Mutual Fund(s)”	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
“National Stock Exchange of India Limited or NSE India”	NSE Limited
“Net Issue”	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of face value ₹ 10.00/- each fully paid-up of our Company for cash at a price of ₹ [●] /- per Equity Share aggregating up to ₹ [●] Lakhs
“Net Proceeds”	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 77 of this Draft Prospectus.
“Non-Institutional Bidders” / “Non-Institutional Investor” / “NIB”/ “NII”	All Applicants (including Eligible NRIs), who are not QIBs or Retail Individual Bidders and who have applied for Equity Shares for an amount of more than ₹ 2,00,000.
“Non-Resident”	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
“NRIs” / “Non-Resident Indian”	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
“Overseas Corporate Body”/ “OCB”	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 as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
“Person or Persons”	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership firm, limited liability partnership firm, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context may require.
“Public Issue Account”	The account to be opened with the Banker to the Issue under section 40 of Companies Act, 2013 to received monies from the ASBA Accounts.
Pre-IPO Placement	A pre-IPO placement of specified securities for cash consideration which may be undertaken by our Company, in consultation with the Lead Manager, prior to the filing of the Prospectus with the RoC. Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead

Term	Description
	Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR. Upon allotment of Equity Shares issued pursuant to the Pre- IPO Placement and after compliance with requirements prescribed under the Companies Act, our Company shall utilise the proceeds from such Pre-IPO Placement towards the objects of the Issue
“QIBs”/ “Qualified Institutional Buyers”	Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of SEBI ICDR Regulations.
“Refund Account”	Account to which Application monies are to be refunded to the Bidders.
“Refund through electronic transfer of funds”	Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable.
“Refund Bank” / “Refund Banker”	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
“Registered Brokers”	Stock brokers registered with SEBI as trading members (except Syndicate/sub-Syndicate Members) who hold valid membership of [●] having right to trade in stocks listed on Stock Exchange and eligible to procure Application Forms in terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012.
“Registrar Agreement”	The agreement dated August 1, 2023 entered between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar pertaining to the Issue
“Registrar and Share Transfer Agents” / “RTAs”	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of Circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Registrar to the Issue”/ “Registrar”	Registrar to the Issue being Bigshare Services Private Limited.
“Resident Indian”	A person resident in India, as defined under FEMA
“Retail Individual Investors”	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2 lakhs.
“Revision Form”	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
“SME”	Small and medium sized enterprises
“Self-Certified Syndicate Bank(s)” / “SCSBs”	A bank registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA a list of which is available on website of SEBI www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
“Sponsor Bank”	Sponsor Bank being [●] being a Banker to the Issue, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars.
“Specified Locations”	Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
“Stock Exchange”	EMERGE platform of NSE (NSE EMERGE).
“TRS” / “Transaction Registration Slip”	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
“Underwriter”	[●]
“Underwriting Agreement”	The Agreement dated [●] entered between the Underwriter and our Company
“UPI”	Unified payment Interface, which is an instant payment mechanism, developed by NPCI
“UPI Circulars”	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/ dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
“UPI Investors”	Collectively, individual investors who applied as (i) Retail Individual Bidders in the Retail Portion, (ii) Non-Institutional Bidders with an application size of up to ₹ 5.00 lakhs in the Non-Institutional Category, Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs are required to use 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 ID”	ID Created on the UPI for single-window mobile payment system developed by NPCI
“UPI PIN”	Password to authenticate UPI transaction
“UPI Mandate Request”	A request (intimating the UPI Investors by way of a notification on the UPI application and by way of a SMS directing the UPI Investors to such UPI mobile application) to the UPI Investors initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
“UPI Mechanism”	The bidding mechanism that may be used by UPI Investors in accordance with the UPI Circulars to make an ASBA Bid in the Issue
“U.S Securities Act”	U.S Securities Act of 1933, as amended
“Wilful Defaulter”	An entity or a person categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(III) of the SEBI ICDR Regulations.
“Working Days”	“Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in city as mentioned in this Draft Prospectus are open for business and in case of the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

TECHNICAL /GENERAL AND INDUSTRY RELATED TERMS OR ABBREVIATIONS

Term	Description
“AMNS”	Arcelormittal Nippon Steel India
“BOF”	Basic Own Funds
“CAGR”	Compound Annual Growth Rate
“CAPEX”	Capital Expenditure or Capital Expense
“CIF”	Customer Information File
“CRGO”	Cold Rolled Grain Oriented Steel
“CC/CNC”	Computer Numerical Control
“CSIR”	Council of Scientific & Industrial Research
“DAP”	Delivered-at-Place

Term	Description
“DG”	Diesel Generator
“DPIIT”	Department for Promotion of Industry and Internal Trade
“D.P.I.C rolls”	Double Poured Indefinite Chill Roll
“DRP”	Direct Reduced Iron
“DRFC”	Dedicated Rail Freight Corridor
“DSIR”	Department of Scientific and Industrial Research
“EAF”	Employment Application Form
“ERP”	Enterprise Resource Planning
“EVs”	Electric Vehicles
“FOR”	Free on Road
“GDP”	Gross Domestic Product
“GFCF”	Gross Fixed Capital Formation
“GW”	Giga-Watt
“HFI”	High Frequency Indicators
“HSS Rolls”	High-Speed Steel Rolls
“IEC”	Importer-Exporter Code
“IF”	Impact Factor
“IISC”	Indian Institute of Science
“IIT (ISM)”	Indian Institute of Technology
“ISA”	Indian Steel Association
“ISO”	International Organization for Standardization
“KVA”	Kilo-Volt-Amperes
“LMT”	Lakh Metric Tonnes
“MM”	Millimetre
“MoC”	Memorandum of Cooperation
“MOU”	Memorandum of Understanding
“MT”	Metric Ton
“MTPA”	Million Tonnes Per Annum
“MTPD”	Maximum Tolerable Period of Disruption
“NCL”	National Chemical Lab
“NCLT”	National Company Law Tribunal
“NSP”	National Steel Policy
“NMDC”	National Mineral Development Corporation
“PLI”	Production Linked Incentive
“PSU”	Public Sector Undertaking
“OEM”	Original Equipment Manufacturer
“PAT”	Profit After Tax
“QC”	Quality Control
“Q.A Department”	Quality Assurance Department
“R&D”	Research and Development
“RVNL”	Rail Vikas Nigam Limited
“SAIL”	Steel Authority of India Limited
“SAP ByDesign”	Systems Applications and Products In Data Processing
“S.G Iron”	Spheroidal Graphite Iron
“Sq. Mtrs”	Square Meter
“SRTMI”	Steel Research and Technology Mission Of India
“TMT”	Thermo Mechanically Treated Steel
“TSLP”	Tata Steel Long Products
“YoY”	Year-over-Year

CONVENTIONAL TERMS & ABBREVIATIONS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount

Term	Description
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
COPRA	The Consumer Protection Act, 1986
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from October 15, 2020 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
Covid-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organisation.
CSR	Corporate Social Responsibility
CY	Calendar Year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant
DP ID	Depository Participant's identity number
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA Act/ FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and amendments thereto
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	Unless stated otherwise, the period of twelve (12) months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	The Central Goods and Services Tax Act, 2017
GST	Goods and Services Tax

Term	Description
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
IBEF	India Brand Equity Foundation
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
Rs. / Rupees / INR / Rs./ ₹	Indian Rupees
IGST	Integrated GST
IT Act	Income-tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
KMP	Key Managerial Personnel
Ltd.	Limited
LM	Lead Manager
IT Act	Income-tax Act, 1961
IT Rules	Income Tax Rules, 1962
Kms	Kilometres
LC	Letter of Credit
LIBOR	London Interbank Offered Rate
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of funds-based lending rate
Mn	Million
Mutual Fund(s)	Mutual Fund(s) means mutual funds registered under SEBI (Mutual Funds) Regulations, 1996
MoU	Memorandum of Understanding
N.A. / NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NR	Non-resident
NRE Account	Non-Resident External Account
NRI	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is 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
NSE EMERGE	EMERGE Platform of National Stock Exchange of India Limited
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
RONW	Return on Net Worth
RoCE	Return on Capital Employed
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEZ	Special Economic Zones
SEBI	The Securities and Exchange Board of India constituted under SEBI Act, 1992.

Term	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
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 Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SEBI Takeover Regulations/ SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sq. mts	Square Metres
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TPA	Tonnes Per Annum
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations or SEBI AIF Regulations, as the case may be
WCTL	Working Capital Term Loan
WEO	World Economic Outlook
WHO	World Health Organization
YoY	Year on Year

FORWARD-LOOKING STATEMENTS

This Draft 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 strategies, objectives, plans or goals are also forward-looking statements.

All statements contained in the Draft Prospectus that are not statements of historical facts constitute “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- i. risks associated with the manufacturing processes;
- ii. requirement to obtain, renew or maintain statutory and regulatory permits, licenses and approvals;
- iii. Inability to keep abreast with the rapid technological changes;
- iv. Inability to successfully execute our growth strategies;
- v. Inability to attract or retain key personnel;
- vi. Any adverse outcome in the legal proceedings in which we are involved;
- vii. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects;
- viii. Any adverse change in laws, rules and regulations and legal uncertainties; and
- ix. General economic and business conditions in India and other countries.

For further discussion of factors that could cause the actual results to differ from the expectations, see the chapter titled “*Risk Factors*” and chapter titled “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 22, 112 and 203 of this Draft Prospectus, respectively. By their nature, certain market risk disclosures are only estimating 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.

Forward-looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance.

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

These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the Lead Manager, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Draft 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 GoI, central or state, as applicable. All references in the Draft Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

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

Unless indicated otherwise, all references to a year in this Draft Prospectus are to a calendar year.

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

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

Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from the Restated Financial Statements of our Company for the Financial Years ended March 31, 2023, 2022 and 2021 respectively prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP and Guidance Note on "*Reports in Company Prospectus*", as amended issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled "*Restated Financial Statements*" beginning on page 168 of this Draft Prospectus. Our Restated Financial Statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI ICDR Regulations.

Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in the chapters titled "*Risk Factors*", "*Business Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page numbers 22, 112 and 203, respectively, of this Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Currency and units of presentation

In the Draft Prospectus, unless the context otherwise requires, all references to;

- a. 'Rupees' or '₹' or 'Rs.' or 'INR' or "₹" are to Indian rupees, the official currency of the Republic of India.
- b. 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency,

Our Company has presented certain numerical information in this Draft Prospectus in "Lakhs" units. One lakh represents 1,00,000. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than millions in their respective sources, such figures appear in this Draft Prospectus expressed in such denominations as provided in such respective sources.

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lakhs and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified by the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data

from these sources may also not be comparable.

Further, the extent to which the industry and market data presented in the Draft 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 the chapter titled "**Risk Factors**" beginning on page 22 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency#	As on March 31, 2023 ⁽¹⁾	As on March 31, 2022 ⁽¹⁾	As on March 31, 2021 ⁽¹⁾
1 USD	82.22	75.81	73.50

Source: www.fbil.org.in

⁽¹⁾ All figures are rounded up to two decimals

SUMMARY OF ISSUE DOCUMENT

SUMMARY OF BUSINESS

We manufacture our products from alloy steel, cast irons and tungsten carbides conforming to international standards. Presently, we use static cast and centrifugally cast technology for the manufacturing of Rolls We are capable of casting a single Roll of up to 15 MT. Our Manufacturing Units consists of engineering & design, mold making, melting, casting, machining and dispatch sections backed by related quality testing and assurance equipment. For more details, please refer chapter titled “*Business Overview*” on page 112 of this Draft Prospectus.

SUMMARY OF INDUSTRY

India is home to fifth-highest reserves of iron ore in the world. Easy availability of low-cost manpower and presence of abundant iron ore reserves make India competitive in the global set up. In FY23, the production of crude steel in India stood at 125.32 MT. India’s steel production is estimated to grow 4-7% to 123-127 MT in FY24. The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India’s manufacturing output.

The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernization of older plants and up-gradation to higher energy efficiency levels. For more details, please refer chapter titled “*Industry Overview*” on page 100 of this Draft Prospectus.

PROMOTER

The Promoter of our Company is Jyoti Prasad Bhattacharya.

ISSUE SIZE

The Issue size comprises of issuance of up to [●] Equity Shares of face value of Rs. 10.00/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share (including securities premium of Rs. [●]/- per Equity Share) aggregating up to Rs. 3,000.00 Lakhs. The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on March 21, 2023 read with August 28, 2023 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held on April 17, 2023 pursuant to section 62(1)(c) of the Companies Act.

*Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.

For further details, see “*The Issue*”, “*Issue Structure*”, and “*Issue Procedure*” on page 43, 243 and 245 of this Draft Prospectus.

OBJECTS OF THE ISSUE

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

The details of the proceeds of the Issue are summarized in the table below:

(Rs. in Lakhs)

Particulars	Amount**
Gross Proceeds from the Issue	Upto 3,000.00
Less: Estimated Issue related expenses in relation to the Issue	[●]
Net Proceeds from the Issue (Net Proceeds)*	[●]

*To be updated in the Prospectus prior to filing with the RoC

**Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR

Utilization of Net Proceeds

Our Company intends to utilize the Net Proceeds for the following objects (“Objects of the Issue”):

(₹. in Lakhs)

Objects	Amount to be funded from Net Proceeds
Funding capital expenditure towards expansion of our existing manufacturing facility at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India (“Manufacturing Unit 2”)	Upto 2000.00
Funding our Working Capital Requirements	[•]
General Corporate Purposes*	[•]
Total	Upto 3000.00

*The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue

For further details, see “Objects of the Issue” beginning on page 77 of this Draft Prospectus.

PRE-ISSUE SHAREHOLDING OF PROMOTER AND PUBLIC

Particulars	Pre-Issue		Post-Issue*	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
Promoter (A)				
Jyoti Prasad Bhattacharya	53,16,102	91.07	[•]	[•]
Total (A)	53,16,102	91.07	[•]	[•]
Promoter Group (B)				
Madhuchhanda Bhattacharya	69,630	1.19	[•]	[•]
Dev Bhattacharya	69,630	1.19	[•]	[•]
Raima Bhattacharya	69,630	1.19	[•]	[•]
Total (B)	159,390	3.58	[•]	[•]
Public (C)				
Debashis Choudhury	67,520	1.16	[•]	[•]
Vivek Poddar	21,100	0.36	[•]	[•]
Krishnendu Roy	21,100	0.36	[•]	[•]
Supriyo Das	21,100	0.36	[•]	[•]
Sami Ahmed	21,100	0.36	[•]	[•]
Razi Ahmed	21,100	0.36	[•]	[•]
Rajit Davidson	69,630	1.19	[•]	[•]
Manjushree Purohit	69,630	1.19	[•]	[•]
Total (C)	312,280	5.35	[•]	[•]
Total (A+B+C)	58,37,272	100.00	[•]	[•]

*Subject to finalization of Basis of Allotment

SUMMARY OF FINANCIAL INFORMATION

Particulars	For the Financial Year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Share Capital (₹. in Lakhs)	138.32	138.32	138.32
Net-worth (₹. in Lakhs)	3,408.19	2,716.16	2,306.35
Revenue (₹. in Lakhs)	10,337.13	9,170.45	6,379.49
Profit after Tax (₹. in Lakhs)	692.05	409.78	298.24
Earnings per share (Basic & diluted) (₹.)	50.03	29.62	21.56
Earnings per share (Basic & diluted) (₹.) (Post Bonus)	11.86	7.02	5.11
Net Asset Value per Equity Share (₹.) (Post Bonus)	58.39	46.53	39.51
Total borrowings (₹. in Lakhs)	2,080.88	1,636.65	1,802.25

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(₹ in Lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved*
<i>Litigation involving our Company</i>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against our Company	3	Not ascertainable [#]
Material civil litigation by our Company**	1	4.09
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	13	19.11
<i>Litigation involving our Directors</i>		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Directors	Nil	Nil
Material civil litigation by our Directors	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	4	48.20
<i>Litigation involving our Promoter</i>		
Criminal proceedings against our Promoter	Nil	Nil
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	1	53.84
Material civil litigation by our Promoter	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

[#]Not ascertainable at this stage for a certain matter as amount of compensation and/or fine may be adjudged upon the conclusion of the litigation and once the order is passed

For further details, please refer chapter titled “**Outstanding Litigations & Material Developments**” beginning on page 219 of this Draft Prospectus.

RISK FACTORS

For details relating to risk factors, please refer chapter titled “**Risk Factors**” on page 22 of this Draft Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Our Company has contingent liabilities claims/ demands not acknowledged as debt for the financial years ended March 31, 2023, 2022 and 2021 as set forth in the below table:

(₹ in Lakhs)

Contingent Liabilities and Commitments	For Financial Year Ended March 31, 2023	For Financial Year Ended March 31, 2022	For Financial Year Ended March 31, 2021
Guarantees issued by the company's bankers on behalf of the company	320.84	447.27	319.26
Letter of Credit Facilities provided by the Bank	262.22	281.28	294.56
ESIC Demanded for which suit is being filed	3.88	3.88	3.88
Civil Cases litigation demand for raw material and others	133.36	133.36	133.36
Central Excise Civil case demand for delay in payment of Excise Duty	-	16.14	-

For further details of our contingent liabilities, see “*Restated Financial Information*” on page 168 of this Draft Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

The details of related party transactions post considering eliminations as per AS 18 entered into by our Company for the Financial Years ended March 31, 2023, 2022 and 2021, and derived from the Restated Financial Information are as set out in the table below:

(₹. in Lakhs)

Nature of Transaction	Related Parties	Relation	2022-23	2021-22	2020-21
Remuneration (including bonus)	Jyoti Prasad Bhattacharya	Key Managerial Personal	196.00	168.00	120.00
	Ranajit Dey	Key Managerial Personal	21.84	21.19	18.25
	Pijush Kanti Dey	Key Managerial Personal	6.60	6.60	5.48
	Janak Gajjar	Key Managerial Personal	-	-	0.82
	Shila Dey	Relative of KMP	5.40	5.40	4.41
Interest on Unsecured Loan	Jyoti Prasad Bhattacharya	Key Managerial Personal	4.55	4.56	4.22
Purchase and Job work	Dev Bhattacharya (Diacut Machining)	Key Managerial Personal	285.57	305.56	337.18
Loan Repayment	Jyoti Prasad Bhattacharya	Key Managerial Personal	38.00	38.00	38.00
Repayment of Staff Loan	Janak Navinchandra Gajjar	Key Managerial Personal	-	-	0.36
Rent Expense	Soma Dey	Relative of Key Management Personnel	3.00	2.22	1.98
Closing Balance	Payable for Director Remuneration				
	Jyoti Prasad Bhattacharya	Key Managerial Personal	12.87	9.10	6.21
	Ranajit Dey	Key Managerial Personal	1.41	1.69	1.16
	Pijush Kanti Dey	Key Managerial Personal	0.53	0.53	0.53
	Shila Dey	Relative of KMP	0.43	0.43	0.45
	Rent Outstanding				
Soma Dey	Relative of KMP	0.36	0.20	0.17	

Purchase and Job work Outstanding					
Dev Bhattacharya (Diacut Machining)	Key Managerial Personal	154.06	307.31	225.68	
Unsecured Loan					
Jyoti Prasad Bhattacharya	Key Managerial Personal	38.00	38.00	38.00	
Madhuchhanda Bhattacharya	Relative of Key Management Personnel	7.00	7.00	7.00	
Janak Navinchandra Gajjar	Key Managerial Personal	-	-	3.03	

FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTER IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT PROSPECTUS

The weighted average price at which the equity shares were acquired by our Promoter in the one year preceding the date of this Draft Prospectus.

Name	Number of equity shares acquired in the one year preceding the date of this Draft Prospectus	Weighted Average Cost of Acquisition per Equity Share (in ₹)
Jyoti Prasad Bhattacharya	40,56,362	Nil [^]

As certified by S N Shah & Associates, Chartered Accountants by way of their certificate dated September 11, 2023

[^]The acquisition price is Nil since these Equity Shares were allotted pursuant to a bonus issue. For details, please refer to chapter titled "Capital Structure" on page 58 of this Draft Prospectus.

AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share to our Promoter as at the date of this Draft Prospectus is:

Name	Number of Equity Shares held	Average Cost of Acquisition per Equity Share (in ₹)
Jyoti Prasad Bhattacharya	53,16,102	6.48

As certified by S N Shah & Associates, Chartered Accountants by way of their certificate dated September 11, 2023

DETAILS OF PRE-ISSUE PLACEMENT

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

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Except as set out below, our Company has not issued Equity Shares for consideration other than cash. Further, certain benefits have accrued to our Company on account of allotment of Equity Shares for consideration other than cash:

Date of Issue/ Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
July 4, 2023	44,54,032	10	N.A.	Bonus Issue	Jyoti Prasad Bhattacharya	40,56,362	Capitalization of Reserves & Surplus
					Madhuchhanda Bhattacharya	53,130	
					Debashish choudhury	51,520	
					Dev Bhattacharya	53,130	
					Raima Bhattacharya	53,130	
					Vivek Poddar	16,100	
					Krishnendu Roy	16,100	
					Supriyo Das	16,100	

Date of Issue/ Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
					Sami Ahmed	16,100	
					Razi Ahmed	16,100	
					Rajit Davidson	53,130	
					Manjushree Purohit	53,130	

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

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

DETAILS PRE IPO-PLACEMENT

Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.

EXEMPTION FROM PROVISIONS OF SECURITIES LAW

Our Company has not applied or received any exemption from complying with any provisions of Securities Law by SEBI.

SECTION II: RISK FACTORS

*An investment in equity shares involves a high degree of financial risk. Potential investors should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares of our Company. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate. 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/or financial condition. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, results of operations, cash flows and/or financial condition could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your 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**” on pages 112, 100, 203 and 168, respectively, as well as the other financial and statistical information contained in this Draft Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. 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.

*Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the Year ended on March 31, 2023, March 31, 2022 and March 31, 2021 as included in “**Restated Financial Statements**” on page 168 of this Draft Prospectus.*

INTERNAL RISK

- 1. Continued operations at our Manufacturing Units are critical to our business and any disruption in our Manufacturing Units would have a material adverse effect on our business, results of operations and financial condition. Further, our Manufacturing Units are not operating at optimum capacity utilization and there can be no assurance that we will be successful in achieving such utilization levels.***

We are dependent and will continue to depend on our Manufacturing Units, and thus are subject to certain risks related to our manufacturing process. Our Manufacturing Units are subject to operational risks such as the breakdown or failure of equipment, power supply or processes, lack of raw materials performance below expected levels of output or efficiency, obsolescence, production outages, natural disasters, industrial accidents and the need to comply with new directives of the relevant government authorities. For instance, in Fiscal 2019, owing to outbreak of the COVID-19 and the ensuing lockdowns, our Manufacturing Units were closed for a cumulative period of around 30 days. Any disruptions in the operations of our Manufacturing Units, technical or otherwise, may have a material adverse impact on our business, financial condition and results of operations. While we take precautions to minimize the risk of any significant operational problems at our Manufacturing Units, there can be no assurance that our business, financial condition and results of operations will not be adversely affected by disruptions caused by operational problems at our Manufacturing Units.

Presently, our manufacturing units are not operating at optimum capacity utilization. We have enhanced the production capacities at our Manufacturing Units in the past and we seek to maintain high-capacity utilization at each of our Manufacturing Units. However, there is no assurance that we will be able to utilize the production capacities of our Manufacturing Units to the fullest. While we seek to increase the capacity utilisation levels, there can be no assurance that demand for our products will grow at expected rates or that we will be successful in capturing this increase in demand. If we are unable to garner adequate demand for our products, may have an adverse impact on our business prospects, financial condition and results of operations. Further, we cannot assure you that the capacity utilisation will not further decrease from current utilisation levels, which may further increase the cost of production in the future, as maintenance costs increase for our plant and machinery. If we are unable to pass on this additional cost to our customers, our gross margins could decline and our revenue, results of operations and financial condition would be adversely affected.

- 2. 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 Units may adversely affect our production schedules, costs, sales and ability to meet customer demand.***

Our business operations are subject to hazards such as risk of equipment failure, work accidents, fire or explosion and require individuals to work under potentially dangerous circumstances or with flammable materials. Although we employ safety procedures in the operation of our manufacturing units and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our manufacturing units. 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, cash flows and prospects. In particular, if operations at our Manufacturing Units were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, 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. 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, cash flows and prospects.

3. *Developments in the competitive environment in the steel industry, such as expansion in production capacity of our competitors, consolidation among our competitors, could have a material adverse effect on our competitive position and hence our business, financial condition, results of operations or prospects.*

We believe that we are one of the leading manufacturers of steel and alloy Rolls in India having integrated steel plants and enjoying a strong brand identity and recall amongst end customers. We have derived 17.95%, 16.47%, and 22.55% of our revenue from sale of our products for Fiscal 2023, Fiscal 2022 and Fiscal 2021. Owing to the competitive nature of the steel industry, we compete with various steel producers, who manufacture wide range of steel products. We do not enter into long term contracts with our customers, therefore, any substitution of our products with that of our competitors may lead to a decline in our customers thereby affecting our revenue.

Some of our competitors may have an edge over us due to various factors, such as easy access to raw materials, greater economies of scale, a greater number of integrated manufacturing units and greater presence in certain markets. We believe we can compete with our competitors; however, we are not in a position to guarantee that we will be able to effectively compete and maintain our market share. Our ability to maintain and increase our market share in the competitive market depends on various factors such as, our effective marketing initiatives, our ability to enhance our production capacity and improve our manufacturing process, expansion of our product portfolio and adapt to changes in technology and customer requirements. If we fail in competing and maintaining the market share of our products, the same could have a material adverse effect on our financial condition, business and prospects.

We operate in an extremely competitive environment; therefore, we may also face competition from new companies that are emerging which may attempt to obtain a share in our existing markets. Our competitors may also resort to acquisitions, mergers, and investments in product development and capacity expansion in the future. If the trend towards consolidation continues, we may be placed in a disadvantageous competitive position relative to other companies in the industry and our business, results of operations, financial condition and prospects could be materially and adversely affected.

4. *We depend on outside parties for adequate and timely supply of raw materials at commercially acceptable prices. Any disruptions, delay or increase in prices of such material may have a material adverse effect on our business.*

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable supply of raw materials at acceptable prices. We procure some of our primary raw materials, such as steel scrap, roll scrap, pig iron, nickel, ferro molybdenum, other ferro alloys, resin coated sand and other raw materials required in manufacturing process on a purchase order basis and have not entered into long term contracts for the supply of such raw materials. Our raw materials consumed for FY 2023, FY 2022 and FY 2021 was ₹ 6,285.34 lakhs, ₹ 4,949.15 lakhs and ₹ 3,519.19 lakhs which, constituted 60.80%, 53.97% and 55.16% of our revenue from operations for such periods. While we are not dependent on any single raw material supplier, raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and any unanticipated variation in any of these factors could have a material adverse effect on our operations. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. While we have not faced any disruption in supply of raw material from our suppliers in past, we cannot assure you that we will continue to enjoy undisrupted relationships with our suppliers in the future. If we are unable to obtain adequate supplies of raw material in a timely manner or on commercially acceptable terms, or if there are significant increases in the prices of the raw materials, our business and results of operations may be materially and adversely affected.

5. *We are heavily reliant on a few customers and we derive a significant part of our revenue from selected customers. The loss of any significant customer may have a material adverse effect on our business and results of operations.*

We are engaged in the business of manufacturing of steel and alloy Rolls. Our Company served around 159 customers during the last ten years. We have also served around 48 new customers between April 1, 2022 and March 31, 2023. During the Fiscal 2023, Fiscal 2022 and Fiscal 2021 we served around 159 customers, 150 customers and 124 customers, respectively. Our top ten customers contribute 49.62%, 51.10% and 53.93% of our revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively. We have relationships spanning more than 5 years with 9 of our top ten customers by contribution to revenue from operations as of the Financial Year ended March 31, 2023.

While we have long term relationships with our customers, we do not enter into any supply agreement with them. The success of our business is accordingly significantly dependent on us maintaining good relationships with our customers and suppliers. Although, we cater to a large number of customers, we have been reliant on select customers for a significant amount of our revenues. In Fiscal 2023, Fiscal 2022 and Fiscal 2021, 49.62%, 51.10% and 53.93% respectively, of our revenue from operations were derived from our top ten customers.

The actual sales by our Company may differ from the estimates of our management due to the absence of any supply agreements. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate favourable terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

6. ***Our commercial success depends to a large extent on the success of our customers' products with end consumers. If the demand for the products in which our products are used declines, this could have a material adverse effect on our business, financial condition and results of operations.***

We serve customers across various industries, including the manufacturers of iron and steel rolling machines ("OEM's"); and (b) aftermarket sales as a consumable product by the iron and steel rolling mills. As on March 31, 2023, below listed is our product offering, along with their application and revenue generated in terms of percentage of the operating revenue, from each of our product categories for the applicable periods:

Products	Application	Revenue generation (as a % of the operating revenue)		
		Fiscal 2023	Fiscal 2022	Fiscal 2021
Spheodial Graphite Iron Rolls	Roll used in Rolling Mill	76.65%	73.37%	76.38%
Adamite Rolls	Roll used in Rolling Mill	17.16%	21.19%	14.85%
Indefinite Chilled Rolls	Roll used in Rolling Mill	0.91%	2.05%	4.18%
Double Pour Indefinite Chilled Rolls	Roll used in Rolling Mill	3.00%	2.15%	2.58%
HSS Rolls	Roll used in Rolling Mill	0.35%	0.85%	0.15%
Forged Steel Rolls	Roll used in Rolling Mill	0.81%	0.22%	0.65%

The performance of our customers in these industries could be affected by a number of macro and micro economic conditions, and other factors including government policies and the prevailing regulatory environment. Any downturn in one or more of these application industries could have a direct adverse impact on our results of operations and financial condition. For instance, supply of our product to Rashtriya Ispat Nigam Limited due to reduced demand of such Spheodial Graphite Iron Rolls. Occurrence of any of such events or other events that acutely affects the sales of our customer's end products would have an adverse effect on our business and results of operations.

7. ***Our Corporate office is situated on leased premises. Our failure to renew the leases, obtain new leases or pay higher rental fees under these leases could negatively impact our operations.***

Our Corporate office is situated on leased premise. From time to time, such leases come up for renewal, and a non-renewal of such lease agreements could disrupt our functioning of corporate office. The lease deed of our Corporate Office is valid till January 31, 2024. The non-renewal of the lease may result in temporary disruption in functioning of corporate office. Where the leases is not renewed, or renegotiated on terms that are less advantageous to us, no leases are made available to us, lease amount is increased, we may be forced to pay higher rental fees or relocate. For further details, see "***Our Business Overview - Properties***" on page 112 of this Draft Prospectus.

8. ***If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of processing may increase relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.***

We have over time, improved our technology by improvising on various aspects of the manufacturing methods including material handling, quality enhancement, inventory management, reducing wastage and loss and implementing efficient software to improve operational efficiency. For instance, company has improved quality assurance systems by installing latest machines like induction system, vertical CCM producing rings, tools and equipments. Further, manual handling of finished rolls has been shifted to automated cranes and storage handling systems. We believe that going forward, our profitability and competitiveness will depend in large part on our ability to maintain low cost of operations, including our ability to process and supply sufficient quantities of our products as per the agreed specifications. While we believe that we have achieved technological advancements, if we are unable to respond or adapt to changing trends and standards in technologies and equipment, or otherwise adapt our technologies and equipment to changes in market conditions or requirements, in a timely manner and at a reasonable cost, we may not be able to compete effectively and our business, financial condition and results of operations may be adversely affected.

9. ***We are subject to various laws and regulations. If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected.***

We operate in a highly regulated industry and our operations are subject to extensive laws and regulations. Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. Certain of our approvals are subject to expiry and once they expire, we cannot guarantee that we will receive the renewed approvals in a timely manner or at all. We cannot give any assurance that we will receive the renewed certificate in a timely manner. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. See "***Government and Other Statutory Approvals – Material approvals obtained in relation to our business and operations***" on page 223 of this Draft Prospectus for further details. We are unable to trace copies of certain licenses obtained by us such the consent to establish for our Manufacturing Unit 1, Manufacturing Unit 2 and Manufacturing Unit 3. Further, our professional tax registration and enrolment certificates are still in the old name of the Company i.e. Deem Roll-Tech Private Limited. Our Company is in the process of making an application for change in name of the same. Our Company based on legal opinion, have formed a view that certain intimation/ licenses / approvals are not required. However, in case, the regulatory authorities deem that our Company ought to have obtained such approvals, our Company may have to obtain such licences/approvals and may also be subject to certain penalties or fines, if any. Further, there has been instance of delay payment to statutory authority with respect to GST, PF and ESIC.

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. Further, the approvals, licenses, registrations and permits issued to us may 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. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facility. While there have been no instances in the past where any approvals, licenses, registrations and permits issued to us were suspended or revoked, we cannot assure you that the relevant authorities would not suspend or revoke any of our approvals, licenses, registrations and permits. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be materially and adversely affected.

10. ***Any defect in our products may result in our orders being cancelled and we could become liable to customers, suffer adverse publicity and incur substantial costs which in turn could affect us adversely.***

Any defect in our products could result in cancellation of our orders for manufacturing and selling the products. In case our products are found to be defective, the same could result in a claim against us for damages. Although, we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality. Any defect in our products and claims by our customers against our products could adversely affect the value of our brand, and our sales could diminish. Further, our business is dependent on the trust of our customers in the quality of our products and delivery of services. Any negative publicity regarding our Company, brand, or products, including those arising from a drop in quality of materials from our vendors, mishaps resulting from the use of our products could affect our reputation and our results from operations. In the event the products sold by us are defective or sub-standard for any reason, including due to human errors at any stage of manufacturing, our customers may pursue claims or actions against us within the warranty period, which could materially and adversely affect our business, financial conditions and results of operations.

11. ***Delays or defaults in client payments could affect our operations. We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due.***

In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations.

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

Our success substantially depends on the continued service and performance of the members of our senior management team and other key personnel in our business for the management and running of our daily operations and the planning and execution of our business strategy. Our key personnel are experienced in managing our businesses and are difficult to replace. They provide expertise which enables us to make well informed decisions in relation to our businesses and our future prospects. For details of our senior management team and other key personnel, see “***Our Management***” on page 146 of this Draft Prospectus. We cannot assure that we shall continue to retain any or all of the key members of our management. The loss of one or more members of our senior management team could severely impact our ability to execute our growth strategy and grow our revenues.

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

- 13. *We may face several risks associated with the proposed expansion in our Manufacturing Unit 2, which could hamper our growth, prospects, cash flows and business and financial condition.***

We intend to utilize a portion of the Net Proceeds of the Issue for financing the proposed expansion of our Manufacturing Unit 2. For additional details in respect of the foregoing, see “***Objects of the Issue***” on page 77 of this Draft Prospectus.

In expansion of our existing Manufacturing Unit 2, we may encounter cost overruns or delays for various reasons, including, but not limited to, our financial condition, changes in business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations, changes in design and configuration of the projects, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, start-up costs, interest and finance charges, EPC and non-EPC costs, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. If any of the plants that we propose to set up at our Manufacturing Unit 2, are not completed in a timely manner, or at all, our business, prospects and results of operations may be adversely affected. Further, the budgeted cost may prove insufficient to meet the requirements of the proposed capital expenditure due to, among other things, cost escalation, which could drain our internal cash flows or compel us to raise additional capital, which may not be available on terms favourable to us or at all.

We cannot assure that we will be able to complete the aforementioned expansion of our Manufacturing Unit 2 in accordance with the proposed schedule of implementation and any delay in expansion of such plants in a timely manner, or at all, could have an adverse impact on our growth, prospects, cash flows and business and financial condition

- 14. *We are yet to obtain consents/ no objection certificate from lenders of our Company for the Issue. Our Company has entered into agreements for borrowings with certain lenders.***

These agreements include certain restrictive covenants regarding inspection of books of accounts of the Company, inspection of Manufacturing Units of the Company, repaying secured loan and unsecured loans, undertake guarantee obligations, which shall require our Company to obtain prior approval. In accordance with the terms of the loan agreements, our Company had applied to State Bank of India for obtaining their consents/ non-objection certificates for undertaking this Issue, however, as of date of this Draft Prospectus, our Company has not received the consent or no-objection certificate from the bank. Undertaking the Issue without obtaining consents/no objection certificates from the aforementioned bank may constitute a breach of covenant under the relevant financing documents, which could entitle the respective bank to consider this Issue as an event of default under the loan agreements, thereby entitling them to take adverse actions against our Company as per their respective agreements. The occurrence of any of the events mentioned above can adversely affect our business, results of operations and financial condition.

- 15. *We are yet to place orders for the equipment to be procured in relation to the proposed expansion in our Manufacturing Unit 2. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.***

We intend to utilize a portion of the Net Proceeds of the Issue for financing the proposed expansion of our Manufacturing Unit 2. While we have procured quotation from vendors for various equipments and machinery to be procured in relation to the

proposed expansion, we have not placed any firm orders for any equipment. For details in respect of the foregoing, see “**Objects of the Issue**” on page 77 of the Draft Prospectus. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipments or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns in setting up of the plants that we propose to set up at our Manufacturing Unit 2 resulting in cost escalation for the proposed project, which could affect our internal cash flows or compel us to raise additional capital, which may not be available on terms favourable to us or at all. Any delay in completing the afore mentioned expansion of our Manufacturing Unit 2 in accordance with the proposed schedule of implementation, or at all, could have an adverse impact on our growth, prospects, cash flows and business and financial condition.

16. We are dependent on third party transportation and logistics service providers. Any increase in the charges of these entities could adversely affect our business, results of operations and financial condition.

Our Company procures raw materials from domestic and international vendors, which are brought to our Manufacturing Units through third party logistics providers including shipping companies and overland transport companies. Similarly, our finished products are transported from our Manufacturing Units to our customers by using third party logistics and transportation vehicles which are not owned or controlled by us. The logistics service providers are, therefore, integral to our business operations. We have over the years engaged the services of logistics service providers for our business operations. We do not, however, have any contractual arrangements with such third-party logistics service providers. We are, therefore, constrained to rely on a large number of such overland transport providers and shipping companies.

A portion of our expenses is due to freight carriage, transport, freight and forwarding expense, export freight charges etc. Packing, despatching and freight costs represented ₹380.97 lakhs, ₹371.82 lakhs and ₹236.55 lakhs, respectively, of our total expenses in Fiscal 2023, Fiscal 2022, and Fiscal 2021. If we cannot fully offset any increases in freight costs, through increases in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs also will increase expenses which in turn may adversely affect our business, financial condition and results of operations.

While these third-party logistics service providers have generally, in the past, been reliable, we cannot assure you that they will continue to be available to us as required. If such third-party logistics service providers discontinue their services for a reasonable length of time and, if we are unable to obtain the services of other service providers, our business operations could be adversely impacted, at times, significantly.

We may also be exposed to the risk of accidents and/or loss of our products in transit. While there have been no material instances of accident or loss in the past five years, we cannot assure you that such incidents will not occur in future. Any such acts could result in serious liability claims (for which we may not be adequately insured) which could have an adverse effect on our business, financial condition and results of operations.)

Moreover, we cannot assure you that we will not be liable for acts of negligence or other acts which may result in harm or injury to third parties. Any such acts could result in serious liability claims (for which we may not be adequately insured) which may, in addition to resulting in pecuniary liability also entail personal liability, which could significantly adversely impact our business operations and financial condition.

17. A significant portion of our revenues are denominated in foreign currencies. As a result, we are exposed to foreign currency exchange risks which may adversely impact our results of operations.

Our Company also export its products to over 10 countries, such as USA, Germany, Europe, Middle East, Oman, Saudi Arabia, South Africa, Nepal and Bangladesh, Japan, Ukraine, Ghana, Brazil, Egypt, Greece. We have material exposure to foreign exchange related risks since a significant portion of our revenue from operations are in foreign currencies. In the last three Fiscals we have had customers across over 15 countries including the USA, Germany, Europe, etc. During the Fiscals 2023, 2022 and 2021, revenue from export of our products our exports of products accounted for ₹ 2067.69 lakhs, ₹ 1,550.50 lakhs and ₹ 1056.27 lakhs resulting into 20.00%, 16.91% and 16.56% of our total revenue, for such periods respectively. Our revenues from exports have grown at a CAGR of 39.91% between Fiscals 2021 and 2023. Any appreciation or depreciation of the Indian Rupee against these currencies can impact our results of operations. We may experience foreign exchange losses and gains in respect of transactions denominated in foreign currencies. We may from time to time be required to make provisions for foreign exchange differences in accordance with accounting standards. Our inability to price our products at the applicable prices in the international markets, may affect the demand for our products and consequently have a material adverse effect on our results of operations and financial condition.

18. There are outstanding legal proceedings involving our Company, its Directors, its Promoter and our Group Companies.

There are outstanding legal proceedings involving our Company, its Directors, its Promoter and our Group Companies. These proceedings are pending at different levels of adjudication before various authorities. For further details, please refer to the chapter titled “**Outstanding Litigation and Material Developments**” beginning on page 219 of this Draft Prospectus. The details of such outstanding litigations as at the date of the Draft Prospectus are as follows:

(Rs. in lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved*
<i>Litigation involving our Company</i>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against our Company	3	Not ascertainable [#]
Material civil litigation by our Company**	1	4.09
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	13	19.11
<i>Litigation involving our Directors</i>		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Directors	Nil	Nil
Material civil litigation by our Directors	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	4	48.20
<i>Litigation involving our Promoter</i>		
Criminal proceedings against our Promoter	Nil	Nil
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	1	53.84
Material civil litigation by our Promoter	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil

[#]Not ascertainable at this stage for a certain matter as amount of compensation and/or fine may be adjudged upon the conclusion of the litigation and once the order is passed

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition.

For further details, please refer to "***Outstanding Litigation and Material Developments***" on page 219 of this Draft Prospectus.

19. Some of our borrowings carry restrictive covenants or conditions and could affect our ability to manage our business operations.

Our Company has entered into agreements in relation to financing arrangements with certain banks for working capital facilities, term loans and bank guarantees. As of March 31, 2023, we had total outstanding borrowings of ₹ 2080.88 lakhs.

Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions. These restrictive covenants, among other things, require us to obtain either the prior permission of such banks or financial institutions or require us to inform them of various activities, including, among others, effecting any change in the constitutional documents or management or capital structure, any change in the business, any reorganization, merger, amalgamation or scheme of arrangement or compromise, dilution of our Promoter's stake in our Company and changes in the shareholding pattern of our Company. Additionally, certain terms of our financing agreements also require us to maintain financial ratios which are tested periodically, including on a quarterly or annual basis. For further details, please see "**Financial Indebtedness**" on page 216 of this Draft Prospectus.

Our inability to meet these conditions or ensure that compliance of these conditions do not hamper the operational flexibility needed from time to time could materially adversely affect our results of operations and financial conditions.

20. *Our Manufacturing Units are located at Gandhinagar and Mehsana in Gujarat and at Hoogly in West Bengal exposing us to regulatory and other geography specific risks such as weather and natural occurrences as well as regulatory, economic, demographic and other changes in Gujarat and West Bengal.*

Our Manufacturing Units are located at Gandhinagar and Mehsana in Gujarat and at Hoogly in West Bengal. The concentration of all of our operations these two locations, with two of our Manufacturing Units concentrated in Gujarat, heightens our exposure to adverse developments related to weather and natural occurrences, as well as regulatory, economic, demographic and other changes in Gujarat and West Bengal, which may adversely affect business, financial condition and results of operations.

Further, our manufacturing operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the Gujarat and West Bengal state governments. As a result, any unfavourable policies in Gujarat and West Bengal, could adversely affect our business, financial condition and results of operations. Furthermore, Gujarat and West Bengal has experienced social and civil unrest in the past within the state and such tensions could lead to political or economic instability in Gujarat and West Bengal and a possible adverse effect on our business, financial condition and results of operations. There can be no assurance that such situations will not recur or be more intense than in the past.

21. *Any adverse change in regulations governing our products and the products of our customers, may adversely impact our business, prospects and results of operations.*

Regulatory requirements with respect to our products and the products of our customers are subject to change. An adverse change in the regulations governing the development of our products and their usage by our customers, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Our Company may be required to alter our manufacturing process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers. We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing or we may be required to withdraw existing products from the market. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products and/or we may be deemed to be in breach of our arrangements with our customers. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products, which may adversely impact our business, results of operations and financial condition.

22. *Any inability on our part to manage our growth or implement our strategies effectively could have a material adverse effect on our business, results of operations and financial condition.*

We cannot assure you that our growth strategy will continue to be successful or that we will be able to continue to expand our operations. Our growth strategies are subject to and involve 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 strategies or growth plans or complete them within the budgeted cost and timelines. We currently intend to inter alia expand and optimise our product offerings, increase our global footprint and augment sales in current geographies and expanding into new geographic markets, etc. Such strategies are subject to certain risks and uncertainties. For further details in relation to such strategies see "**Our Business - Our Strategies**" on page 112 of this Draft Prospectus.

Expansion of operations increases the challenges involved in inter alia making accurate assessments of the resources we require, acquiring new customers and increasing or maintaining contribution from existing customers, procuring raw materials at a cost-effective manner, recruiting, training and retaining sufficient skilled personnel, maintaining high levels of customer satisfaction and adhering to expected performance and quality standards. Pursuant to changes in market conditions, industry dynamics, technological improvements, changes in regulatory or trading policies or changes therein and other relevant factors, our growth strategies 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. Additionally, there can be no assurance

that debt or equity financing or our internal accruals will be available or sufficient to meet the funding of our growth plans in the future.

Further, our existing operations, personnel, systems and internal controls may not be adequate to support our growth and may require us to make additional unanticipated investments in our infrastructure. To manage the future growth of our operations, we will be required to improve our administrative, operational and financial systems, procedures and controls, and expand, train and manage our growing employee base. Any inability on our part to manage our growth or implement our strategies effectively could have a material adverse effect on our business, results of operations and financial condition. 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.

23. *Our Promoter and Promoter Group will, even after the culmination of this Issue, continue to be our largest Shareholders and can influence the outcome of resolutions, which may potentially involve conflicts of interest with the other Equity Shareholders.*

Currently, our Promoter and members of the Promoter Group hold nearly the entire paid-up Equity Share Capital of our Company and they will continue to hold majority of our Equity Share Capital after the completion of this Issue. While there is no shareholder agreement in place between our Promoter and/or members of the Promoter Group, they will nevertheless, collectively, will have the ability to significantly influence our corporate decision-making process. This will include the ability to appoint Directors on our Board and the right to approve significant actions at the Board and at the Shareholders meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements and any amendment to the constitutional documents. We cannot assure you that the interest of our Promoter and members of the Promoter Group in any such scenario will not conflict with the interest of other Shareholders or with our interests. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business effectively or in the best interests of the other Shareholders of our Company.

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

As on the of this Draft Prospectus, our Company has registered a trademark **DEEM** under class 6 bearing registration no. 3912505 with the Registrar of Trademarks under the Trademarks Act. Our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may also lead to litigations and any such litigations could be time-consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

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

Further, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty that we are not infringing any existing third-party intellectual property rights and we may also be susceptible to claims from third parties asserting infringement and other related claims in India and abroad. For further details pertaining to our intellectual property, see "***Our Business Overview***" on page 112 of this Draft Prospectus.

25. *Our Promoter and some of our Directors and Key Managerial Personnel have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.*

Our Promoter, some of our Directors and Key Managerial Personnel may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Further, our Promoter and certain Directors and Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares held by them, or their relatives, as well as to the extent of dividend, bonus or other distributions on such Equity Shares. We cannot assure you that our Promoter, Directors and our Key Managerial Personnel will exercise their rights as shareholders to the benefit, and in the best interest, of our Company. For further details, please see chapters entitled "***Our Management***" and "***Our Promoter and Promoter Group***" on pages 146 and 163, respectively of this Draft Prospectus.

26. *We may not be able to secure funding in the future. In the event our Company is unable to obtain sufficient funding, it may delay our growth plans and have a material adverse effect on our business, cash flows and financial condition.*

From time to time, our Company's plans may change due to changing circumstances, new business developments, new challenges or investment opportunities or unforeseen contingencies. If our plans change or if we are required to adapt to

changing circumstances or business realities, our Company may need to obtain financing to meet inter alia capital expenditure. Such financing may be in the form of debt funding, which may be raised through borrowings from commercial banks, issue of debentures or other debt securities. If we raise funds in future by incurring additional debt, the interest and debt repayment obligations of our Company will increase, and we may be subject to supplementary or new covenants, which could limit our ability to access cash flow from operations and/or other means of financing. Moreover, these funds could come at a higher cost which may impact our profitability. Further, we cannot assure you that we will be able to obtain adequate financing to fund future capital requirements on acceptable terms, in time. Any failure to obtain sufficient funding could result in the delay or abandonment of our growth plans and have an adverse impact on our business, cash flows and financial conditions.

27. *Our insurance coverage may not be sufficient or adequate to protect us against all material hazards, which may adversely affect our business, results of operations, financial condition and cash flows.*

Our operations are subject to various risks inherent in the manufacturing industry including defects, liability for product and/or property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution and natural disasters. As on Fiscal 2023, 2022 and 2021, 95.30%, 98.37% and 85.23%, respectively, of our total Net block were insured. While we believe that we maintain an sufficient insurance policy, however the same may not be adequate to completely cover any or all of our risks and liabilities. Further, there is no assurance that the insurance premiums payable by us will be commercially viable or justifiable. Accordingly, our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability.

We cannot assure you that, in the future, any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Further, an insurance claim once made could lead to an increase in our insurance premium, result in higher deductibles and also require us to spend towards addressing certain covenants specified by the insurance companies. We had no insurance claims that were receivable in last three Fiscals.

To the extent that we suffer loss or damage as a result of events for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or the amount received pursuant to an insurance claim, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

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

Our Promoter's average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares by our Promoter in our Company, please refer to the chapters "*Capital Structure*" beginning on page 58 of this Draft Prospectus.

29. *In the twelve months prior to the date of filing the Draft Prospectus, the Company had issued Equity Shares at a price, which may be lower than the Issue Price.*

In the twelve months prior to the date of filing of this Draft Prospectus, the Company had allotted 44,54,032 Equity Shares on July 4, 2023 as bonus shares to its existing shareholders. For further details on the issuance of Bonus shares, please refer to the chapter titled "*Capital Structure*" on page 58 of this Draft Prospectus.

30. *Reliance has been placed on declarations and affidavits furnished by Directors and Key Managerial Personnel for details of their profile included in this Draft Prospectus.*

Our Directors, Jaydev Ramesh Betai, Dev Jyotiprasad Bhattacharya Pijush Kanti Dey, Nihar Kanti Bandyopadhyaya; Key Managerial Personnel, Janak Navinchandra Gajjar have been unable to trace copies of certain documents pertaining to their educational qualifications and experience. Reasonable efforts were made by them to trace a few of qualification certificates and/or experience certificates, however they were not able to trace the same. Accordingly, reliance has been placed on an affidavit furnished by them to disclose such details in this Draft Prospectus and neither we, nor the Lead Manager have been able to independently verify these details in the absence of primary documentary evidence. Further, there can be no assurances that he will be able to trace the relevant documents in the future, or at all. Therefore, we cannot assure you that all or any of the information relating to their educational qualifications and experience in "*Our Management*" and "*Our Promoter and Promoter Group*" on page 146 and 163 respectively of this Draft Prospectus is complete, true and accurate.

31. *Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.*

We are a manufacturing entity and, at all points of time, a certain portion of assets comprise inventory of raw materials and finished products. Maintaining sufficient inventory of raw materials is critical for our operations. Any failure on our part to effectively manage our inventory of raw materials and finished products in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of materials and increase the costs of our operations. In the event, we overestimate our requirements for raw materials as compared to the demand for our products, it may lead to wastage and increase our operating costs and further restrict our ability to service our customers in a timely and cost-efficient manner. Additionally, if our inventory of finished products is not dispatched on time or if there is an unanticipated delay in the delivery

of our finished products or if the finished products are not properly maintained or are damaged or destroyed, we could lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

32. *Our Company may not be successful in penetrating new export markets.*

Expansion into new export markets subjects us to various challenges, including those relating to our lack of familiarity with the culture and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations. In addition, the risks involved in entering new geographic markets, may be higher than expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated such as compliance with a wide range of laws, regulations and practices; exposure to expropriation or other government actions; and political, economic and social instability.

33. *Our operations could be adversely affected by strikes, work stoppages, demands for increased wages or any other kind of employee dispute.*

While we have never had a labour strike and none of our full-time employees are in a union and we believe we enjoy a good relationship with our workforce, there can be no assurance that we may not experience disruptions in our operations due to disputes or other problems with our work force such as work stoppages, labour strikes, increased wage demands or any other kind of employee dispute that could adversely affect our business and results of operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

34. *We are unable to trace some of our historical records including forms filed with the RoC and there are certain discrepancies in records available with us as well as our filings with the RoC. There have been certain instances of non-compliances, including with respect to certain secretarial/ regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance and our business, financial condition and reputation may be adversely affected.*

Our Company has not been able to trace records of certain forms that were required to be filed by our Company with the RoC in the past. For instance, we are unable to trace certain share transfer forms (SH-4) and allotment forms prior to the year 2015 and the same are not available in the records of our Company. We cannot assure you that the abovementioned forms will be available in the future.

Further, in the past, certain filings and corporate authorizations made by our Company have not been made in manner required under the Companies Act, such as certain mandatory attachments required to be attached to the forms filed with the RoC were not attached. Additionally, certain forms filed by our Company in the past had factual inaccuracies or were not made in the manner required under the Companies Act, 1956, the Companies Act, 2013, which related to, amongst others, incorrect references to the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 and incorrect recording of names of allottees in the forms and resolutions. Further, we cannot assure you that our Company has filed all forms in a timely manner or at all, in the past. We also cannot assure you that the statutory authorities will not impose any penalty and if imposed that such penalty will not have a material adverse effect on our business, operations and financial results.

35. *The shortage or non-availability of power facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.*

Our manufacturing processes require substantial amount of power facilities. We have arrangements for regular power supply at our Manufacturing Units. The total sanctioned and connected power load of our Manufacturing Unit 1, Manufacturing Unit 2 and Manufacturing Unit 3 are around 550 KVA, 2000 KVA and 750 KVA, respectively. The requirement of power is met by supply from the local state power grid, U.G.V.C.L at our Manufacturing Unit 1 and Manufacturing Unit 2 and West Bengal State Electricity Distribution Company Limited at our Manufacturing Unit 3. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented / augmented by alternative/ independent sources of power supply since it involves significant capital expenditure and per unit cost of electricity produced is very high in view of oil prices and other constraints. Our Company is mainly dependent on the State Governments for meeting its electricity requirements. Any disruption / non-availability of power shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

36. *Information relating to the current and historical installed capacity of each of the plants in our Manufacturing Units included in this Draft Prospectus are based on various assumptions and estimates.*

Information relating to the current and historical installed capacity of each of the plants currently in our Manufacturing Units and the estimated installed capacities of the additional plants proposed to be installed at the Manufacturing Units are based on certain technical assumptions. Such assumptions include assumptions for arriving at production capacity like number of shifts and the duration of each shift. Prospective investors should not place undue reliance on the historical installed capacity information and estimated installed capacity for the plants currently in the Manufacturing Units, and the estimated installed capacities of additional proposed plants. While we have obtained a certificate from S.K. Patel, dated July 1, 2023 actual capacities and utilization rates may differ significantly from the estimated installed capacities or estimated capacity utilization

information of our facilities. Undue reliance should therefore not be placed on our installed capacity or estimated capacity utilization information for our existing facility included in this Draft Prospectus. For further details, please refer to the chapter titled "**Business Overview**" on page 112 of this Draft Prospectus.

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

We have entered, and are likely to continue to enter, into transactions with related parties, including our Promoter, members of our Promoter Group and our Group Companies on an arm's length basis. For more information on our prior related party transactions in Fiscals 2023, 2022 and 2021, see "**Restated Financial Statements-Related Party Disclosures**" at page 168 of this Draft Prospectus.

We confirm that all of our related party transactions are in compliance with applicable law. Further, the transactions into which we have entered and any future transactions into which we may enter into with our related parties have involved or could potentially involve conflicts of interest. The Companies Act, 2013 and the SEBI Listing Regulations provide for compliance requirements, such as obtaining prior approval from the audit committee, board of directors and shareholders for certain related party transactions. There can be no assurance that such transactions would be approved. There can also be no assurance that we would be able to maintain existing terms, or in case of any future transactions with related parties. While we have entered into transactions with related parties on an arm's length basis and are in accordance with the provision of the Companies Act, 2013 and other applicable laws if any, we cannot assure you that any related party transactions in future, individually or in the aggregate, will not be negatively perceived or have an adverse effect on our results of operations and financial condition.

38. Any failure of our information technology systems could adversely affect our business and our operations.

Our business is dependent upon information technology systems, including internet-based systems, to support business processes. Our IT infrastructure enables us with various functions to track procurement of raw materials, sale of finished goods, inventory management, taxation management, payments to vendors and receivables from customers. Our computer systems may be potentially vulnerable to breakdown, malicious intrusion and computer viruses and these systems may be susceptible to outages due to fire, power loss, telecommunications failures, natural disasters, break-ins and similar events. We cannot assure you that we will not encounter disruptions to our information technology systems in the future and any such disruption may result in the loss of key information or disruption of our business processes, which could adversely affect our business and results of operations.

39. Our Company's ability to pay dividends in the future will depend on a number of factors, including but not limited to our Company's earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position.

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 with our lenders. 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 2013 and dividend policy of our Company. However, 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 and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future.

40. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

We propose to utilize the Net Proceeds towards funding capital expenditure towards expansion of our existing Manufacturing Unit at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India ("**Manufacturing Unit 2**") and funding our working capital requirements and general corporate purposes. For further details of the proposed objects of the Issue, see "**Objects of the Issue**" beginning on page 77 of this Draft Prospectus. However, these objects of our Company have not been appraised by any bank, financial institution or other independent agency.

At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoter would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoter from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company.

Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

41. Our Company has experienced negative cash flows in some prior periods and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.

Our Company has experienced negative net cash flows in some previous periods, the details of which are provided below:

The Company has repaid loans and the company has purchased Fixed Asset due to which the cash flow statement is reflecting negative cash flow from investing activities and financing activities respectively in the reporting period.

(Rs. in Lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Net Cash generated from Operating Activities	350.36	605.68	610.87
Net Cash (Used in) Investing Activities	(48.94)	(205.48)	(159.57)
Net Cash from/(Used in) Financing Activities	(321.30)	(279.43)	(385.30)
Net Increase / (Decrease) in Cash and Cash Equivalents	(19.88)	120.77	66.00
Cash and Cash Equivalents at the beginning of the year	382.57	261.80	195.80
Cash and Cash Equivalents at the end of the year	362.69	382.57	261.80

For details on the cash flows on a restated basis for the last three Fiscals, please refer chapter titled "*Restated Financial Statements*" beginning on page 168 of this Draft Prospectus. We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

42. We have certain contingent liabilities that have been disclosed in our financial statements, which if they materialize, may adversely affect our results of operations, cash flows and financial condition.

Our contingent liabilities as that have been disclosed in our Restated Financial Statements, were as follows:-

(Rs. in Lakhs)

Contingent Liabilities and Commitments	For Financial Year Ended March 31, 2023	For Financial Year Ended March 31, 2022	For Financial Year Ended March 31, 2021
Guarantees issued by the company's bankers on behalf of the company	320.84	447.27	319.26
Letter of Credit Facilities provided by the Bank	262.22	281.28	294.56
ESIC Demanded for which suit is being filed	3.88	3.88	3.88
Civil Cases litigation demand for raw material and others	133.36	133.36	133.36
Central Excise Civil case demand for delay in payment of Excise Duty	-	16.14	-

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations. For further information of contingent liability, see “Restated Financial Statements –Note 5. Contingent liabilities and commitments” on page 182 of this Draft Prospectus.

- 43. *Our Company has availed ₹ 64.72 lakhs as unsecured loan, which are repayable on demand. Any demand for repayment of such unsecured loans may affect our cash flows and financial condition.***

As per the Restated Financial Information as on March 31, 2023, our Company has availed a sum of ₹ 64.72 lakhs as unsecured loans which are repayable on demand. Our Company also pays interest for availing unsecured loan from our Promoter. A sudden recall may disrupt our operations. This would result in shortage of working capital fund. For further details, please see “**Financial Indebtedness**” on page 216 of this Draft Prospectus. Any demand for the repayment of such unsecured loans, may adversely affect our cash flow and financial condition.

- 44. *Our Promoter and members of the Promoter Group have provided personal guarantees for our borrowings to secure our loans. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoter in connection with our Company’s borrowings.***

Our Promoter and members of the Promoter Group have provided personal guarantees for our borrowings to secure our loans. For further details, please see “**Financial Indebtedness**” on page 216 of this Draft Prospectus. If any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoter / members of the Promoter Group in connection with our Company’s borrowings.

- 45. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the chapter “**Objects of the Issue**” on page 77 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

- 46. *The requirements of being a listed entity will strain our resources.***

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public 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 SEBI Listing Regulations, which require us to file audited / unaudited reports periodically 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 timely as other listed companies.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, for which significant resources and management overview will be required. Further, we may need to hire additional legal and accounting staff with appropriate and relevant experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner or at all. As a result, management’s attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations.

- 47. *Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoter may dilute your shareholding and adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may lead to a dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur, may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

- 48. *If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.***

Having our business operations at multiple jurisdictions, we are subject to varying central and state tax regimes. The applicable categories of taxes and tax rates also vary significantly from jurisdiction to jurisdiction, which may be amended from time to time. Our business and financial performance may be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business or the regulator enforcing them in any one of those countries may adversely affect our results of operations.

Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the GoI that affect our industry include income tax, goods and services tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time and any adverse changes in any of the taxes levied by the GoI may adversely affect our competitive position and profitability. We cannot assure you that the GoI may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations.

49. *Statistical and industry data contained in this Draft Prospectus may be incomplete or unreliable.*

Statistical and industry data used throughout this Draft Prospectus has been obtained from various government and industry publications. We believe the information contained herein has been obtained from sources that are reliable, but we have not independently verified it and the accuracy and completeness of this information is not guaranteed and its reliability cannot be assured. The extent to which the market and industry data presented in this Draft Prospectus is meaningful will depend upon the reader's familiarity with and understanding of the methodologies used in compiling such data.

Further, this market and industry data has not been prepared or independently verified by us or the Lead Manager or any of their respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors. Accordingly, investment decisions should not be based on such information.

50. *Our business is working capital intensive. If we experience insufficient cash flows to meet required payments on our working capital requirements, there may be an adverse effect on the results of our operations.*

Our working capital requirements for FY 2023-24 and 2024-25 are estimated at ₹ 4773.98 lakhs and ₹ 5803.05 lakhs, respectively. For details, please see "*Objects of the Issue*" on page 77 of this Draft Prospectus.

We require a significant amount towards working capital requirements which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements.

A significant amount of working capital is required to finance the purchase of raw materials, equipment, mobilization of resources and other work on projects before payment is received from clients. As a result, we will continue to avail debt in the future to satisfy our working capital requirements. Our working capital requirements may increase if we undertake larger or additional projects or if payment terms do not include advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden.

The working capital requirement involves providing of performance bank guarantees for the work awarded to our Company for which cash margin has to be provided. Apart from that the clients retain certain percentage of the contract value after the completion of the project as retention money. We strive to maintain strong relationships with local and national banks, as well as non-banking financial institutions to increase our financing flexibility. Our credit profile often enables us to obtain financing on favourable terms from major financial institutions. However, we cannot assure you that our relationships with lenders will not change or that lenders will continue lending practices we are familiar with. Our lenders may implement new credit policies, adopt new pre-qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financings totally. As a result, our projects may be subject to significant delays and cost overruns, and our business, financial condition and results of operations may be materially and adversely affected. In general, a large part of our working capital is also blocked in trade receivables from our clients, including those arising from progress payments or release of retention money. There can be no assurance that the progress payments and the retention money will be remitted by our clients to us on a timely basis or that we will be able to efficiently manage the level of bad debt arising from such payment practice. Our working capital position also depends on the period of time taken by the government authorities/bodies to certify the invoice issued by us and release payment. All of these factors may result in an increase in the amount of our receivables and short-term borrowings and the continued increase in working capital requirements may have an adverse effect on our financial condition and results of operations.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 100 Crores. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

Further, we propose to utilize the Net Proceeds for purposes identified in the chapter titled “*Objects of the Issue*” and we propose to utilize the Rs. [●] Lakhs of the Net Proceeds towards [●]. The manner of deployment and allocation of such funds is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the Companies Act.

Our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Additionally, the Audit Committee shall review the report submitted by the Management and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds have been utilised in full.

EXTERNAL RISKS

52. Changing laws, rules and regulations in India and legal uncertainties, including adverse application of tax laws, in the jurisdictions in which we operate may adversely affect our business and results of operations.

The governmental and regulatory bodies may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, results of operations and financial condition. 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 investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals.

The Government of India has notified four labour codes which are yet to completely come into force as on the date of this Draft Prospectus, namely, (i) The Code on Wages, 2019, (ii) The Industrial Relations Code, 2020, (iii) The Code on Social Security, 2020 and (iv) The Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. There can be no assurance that the Government of India will not implement new regulations and policies requiring us to obtain approvals and licenses from the Government of India or other regulatory bodies or impose onerous requirements and conditions on our operations. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and financial condition.

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.

53. The occurrence of natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect the financial markets and our business.

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

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

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

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

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

We maintain large amounts of inventory at our premises at all times. Although we have set up security measures, our operations may be subject to incidents of theft or damage to inventory. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future which could adversely affect our results of operations and financial condition. For instance, we had in the past experienced theft of few finished products at our manufacturing facilities. Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition.

55. *A downgrade in ratings of India and other jurisdictions in which we operate 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 further adverse revisions to credit ratings for India and other jurisdictions we operate in 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. Further, a downgrading of India's credit ratings may occur, for example, upon change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favorable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

56. *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 customers 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 wages 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 customers, 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 increase the price of our products to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI 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.

57. *A third-party could be prevented from acquiring control of us post this Issue, because of anti-takeover provisions under Indian law.*

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"); an '*acquirer*' has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors / shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Issue. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of the Takeover Regulations.

58. *Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the LM or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.*

Our Company is incorporated under the laws of India as a company limited by shares. As on the date of this Draft Prospectus, the majority of our Directors and Key Managerial Personnel are residents of India. A substantial portion of our Company's assets and the assets of our Directors and executive officers resident in India are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against our Company or such parties outside India.

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 of the Code of Civil Procedure, 1908 ("CPC"), on a statutory basis. 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 a 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 (vi) where the judgment sustains a claim founded on a breach of any law then in force

in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties but does not include an arbitration award, even if such an award is enforceable as a decree or judgment. The United Kingdom, United Arab Emirates, Singapore and Hong Kong, among others, have been declared by the GoI to be reciprocating territories for the purposes of section 44A of the CPC.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three (3) years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian law. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered, and we cannot assure you that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Further, any such amount may be subject to income tax in accordance with applicable laws. Any judgment awarding damages in a foreign currency is required to be converted into Rupees on the date the award becomes enforceable and not on the date of payment.

59. *A slowdown in economic growth in India could adversely affect our business.*

The structure of the Indian economy has undergone considerable changes in the last decade. These include increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or any future volatility in global commodity prices could adversely affect our business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting housing and tourism and electricity prices or various other factors. Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

60. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, in the jurisdictions in which we operate may adversely affect our business and results of operations.*

Our business, results of operations and financial condition could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to us, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations. For details on the laws applicable to us, please see "**Key Regulations and Policies in India**" on page 134 of this Draft Prospectus.

The governmental and regulatory bodies may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, results of operations and financial condition. 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 investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals.

The Government of India has notified four labour codes which are yet to completely come into force as on the date of this Draft Prospectus, namely, (i) The Code on Wages, 2019, (ii) The Industrial Relations Code, 2020, (iii) The Code on Social Security, 2020 and (iv) The Occupational Safety, Health and Working Conditions Code, 2020. Such codes will replace the existing legal framework governing rights of workers and labour relations. There can be no assurance that the Government of India will not implement new regulations and policies requiring us to obtain approvals and licenses from the Government of India or other regulatory bodies or impose onerous requirements and conditions on our operations. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and financial condition.

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.

ISSUE SPECIFIC RISKS

Risks relating to the Equity Shares and this Issue

61. *The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.*

The Issue Price / Price of the Equity Shares will be determined by our Company and in consultation with the LM through Fixed price method. This price will be based on numerous factors, as described under “*Basis for Issue Price*” on page 90 of this Draft Prospectus and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges, strategic actions by us or our competitors, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

62. *The trading volume and market price of our Equity Shares may be volatile post the Issue.*

The market price of the Equity Shares may fluctuate as a result of the following factors, some of which are beyond our control:

- General economic and stock market conditions;
- Quarterly variations in our results of operations;
- Changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- Announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- Announcements by third parties or governmental entities of significant claims or proceedings against us;
- New laws and governmental regulations applicable to our industry;
- Additions or departures of key management personnel;
- Changes in exchange rates;
- Public’s reaction to our press releases, other public announcements and filings with the regulator;
- Any additional investment or sale of investment by significant shareholders(s);
- Fluctuations in stock market prices and volume.
- Changes as regards any of the factors above could adversely affect the price of our Equity Shares.

63. *Future sales of Equity Shares by our Promoter and significant shareholders may adversely affect the market price of our Equity Shares.*

After the completion of the Issue, our Promoter and significant shareholders will own, directly and indirectly, approximately [●] % of our outstanding Equity Shares. Sales of a large number of the Equity Shares by our Promoter and/or significant shareholders 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. Except as disclosed in “*Capital*

Structure” on page 58 of this Draft Prospectus, no assurance may be given that our significant shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

The Equity Shares will be listed on the Stock Exchange. Pursuant to the applicable Indian laws and practice, permission for listing of the Equity Shares will not be granted till the Equity Shares in this Issue have been issued and allotted and all relevant documents are submitted to the Stock Exchange. Further, certain actions must be completed prior to the commencement of listing and trading of the Equity Shares such as the Investor’s book entry or ‘demat’ accounts with the depository participants in India, expected to be credited within one (1) Working Day of the date on which the Basis of Allotment is finalized with the Designated Stock Exchange. In addition, the Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant’s demat account with the depository participant could take approximately five (5) from the Bid / Issue Closing Date and trading in Equity Shares upon receipt of listing and trading approval from the Stock Exchange, is expected to commence within six (6) Working Days from Bid/ Issue Closing Date. Any failure or delay in obtaining the approval or otherwise commence trading in Equity Shares would restrict your ability to dispose of your Equity Shares. We cannot assure you that the Equity Shares will be credited to investors’ demat accounts or that trading in the Equity Shares will commence in a timely manner (as specified herein) or at all. We could also be required to pay interest at the applicable rates if the allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

65. *Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by the Promoter and members of our Promoter Group (with significant shareholding) 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 issuance of Equity Shares, convertible securities or securities linked to the Equity Shares by us, may lead to a dilution of your shareholding in our Company. Any future equity issuances by us (including under any employee benefit scheme) or disposal of our Equity Shares by our Promoter, members of our Promoter Group or any of our other principal shareholders or any other change in our shareholding structure to comply with the 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.

We cannot assure you that we will not issue further Equity Shares or that our existing shareholders including our Promoter and members of our Promoter Group will not dispose of further Equity Shares after the completion of the Issue (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) 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 Issue 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 could also affect the trading price of the Equity Shares.

66. *Significant differences exist between Ind AS and other accounting principles, such as U.S GAAP and IFRS, which investors may consider material to their assessment of our financial condition.*

Our Restated Financial Statements for FY 2022-23, 2021-22 and 2020-21, have been prepared and presented in conformity with Ind GAAP. Ind GAAP differs in certain significant respects from IND AS, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our 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. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should be limited accordingly.

67. *Rights of shareholders of our Company 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 of our Company than as a shareholder of an entity in another jurisdiction.

68. *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 exceptions), if they comply with the valuation and reporting requirements specified by the RBI, from time to time. If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. 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. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, or at all. In terms of Press Note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade ("DPIIT"), as consolidated in the FDI Policy with effect from October 15, 2020, all investments under the foreign direct investment route 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 will require prior approval of the GoI. 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 GoI. Any such approval(s) would be subject to the discretion of the regulatory authorities. This may cause uncertainty and delays in our future investment plans and initiatives.

We cannot assure you that any required approval from the relevant governmental agencies can be obtained on any particular terms or at all. For further details, please see "*Restrictions on Foreign Ownership of Indian Securities*" on page 272 of this Draft Prospectus.

Moreover, the exchange control regulations we are subject to constrain our ability to remit dividends to our Shareholders. There is no assurance that your dividends will not subject to any delay or deduction. In addition, the exchange control regulations we are subject to could affect the availability of cash and cash equivalents for use by our Company, which may adversely affect our business, results of operations, financial condition and cash flows.

69. *The determination of the Issue Price is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.*

The determination of the Issue Price is based on various factors and assumptions and will be determined by our Company, in consultation with the LM. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the LM, through the Fixed Price Process. These will be based on numerous factors, including factors as described under "*Basis for the Issue Price*" on page 90 of this Draft Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

70. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.*

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility. On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

SECTION - III –INTRODUCTION

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company ^{(1)(2)(3)^}	Issue of up to [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to maximum ₹ 3,000.00 Lakhs.
<i>Out of which:</i>	
Market Maker Reservation Portion	Up to [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to maximum ₹ [●] Lakhs.
Net Issue to the Public*	Up to [●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share (including premium of ₹ [●] per Equity Share) aggregating to maximum ₹ [●] Lakhs.
<i>Out of which</i>	
(A) Retail Portion	[●] Equity Shares of face value of ₹10 each fully paid-up for cash at price of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs i.e., 50% of the Net Issue shall be available for allocation to the Retail Individual Investors.
(B) Non – Institutional Portion	[●] Equity Shares of face value of ₹10 each fully paid- up for cash at price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs i.e., 50% of the Net Issue shall be available for allocation for Investors other than the Retail Individual Investors.
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the issue	58,37,272 Equity Shares of face value of ₹10 each.
Equity Shares outstanding after the issue*	[●] Equity Shares of face value of ₹10 each.
Use of Issue Proceeds	For details, please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 77 of this Draft Prospectus.

*Assuming Full Allotment

^Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR

⁽¹⁾ The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on March 21, 2023 read with August 28, 2023 and approved by the shareholders of our Company vide a special resolution at the Extraordinary General Meeting held April 17, 2023 pursuant to section 62(1)(c) of the Companies Act.

⁽²⁾ This Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, 2018, as amended. For further details, please refer to chapter titled “*Issue Structure*” beginning on page 243 of this Draft Prospectus.

⁽³⁾ As per the Regulation 253 of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue the allocation in the net Issue to the public category shall be made as follows:

1. Minimum fifty percent to retail individual investor; and
2. remaining to:

- i. *individual applicants other than retail individual investors; and*
- ii. *other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;*

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) above may be allocated to applicants in the other category.

If the retail individual investor category is entitled to more than allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

For further details, kindly refer the chapter titled "***Terms of the Issue***" beginning on page 237 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

The following table set forth summary financial information derived from the Restated Financial Statements. The summary financial information presented below should be read in conjunction with “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 168 and 203 respectively of this Draft Prospectus.

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ANNEXURE – I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. In. Lacs)

Sr. No.	Particulars	Notes	As at March 31,		
			2023	2021	2021
	EQUITY AND LIABILITIES				
1)	<u>Shareholders' Funds</u>				
	a. Share Capital	A	138.32	138.32	138.32
	b. Reserves & Surplus	B	4,319.43	3,627.38	3,217.60
			4,457.76	3,765.70	3,355.92
2)	<u>Non-Current Liabilities</u>				
	a. Long Term Borrowings	C	198.63	328.16	393.20
	b. Deffered Tax Liabilities	D	714.75	706.90	663.93
	c. Long Term Provisions	E	53.01	45.49	41.99
			966.39	1,080.55	1,099.12
3)	<u>Current Liabilities</u>				
	a. Short Term Borrowings	F	1,882.24	1,308.49	1,409.05
	b. Trade Payables	G	-	-	-
	- MSME		478.58	293.48	280.96
	- Others		799.95	1,143.03	1,220.29
	c. Other Current Liabilities	H	379.95	491.99	456.54
	d. Short Term Provisions	I	250.56	179.78	77.05
			3,791.29	3,416.76	3,443.89
	T O T A L		9,215.44	8,263.02	7,898.94
	ASSETS				
1)	<u>Non-Current Assets</u>				
	a. Property, Plant & Equipment and Intangible Assets				
	i. Property, Plant and Equipment	J	5,291.14	5,144.53	5,082.91
	ii. Capital Work-in-progress		67.72	74.30	20.01
	Less: Accumulated Depreciation		1,983.17	1,829.70	1,657.38
	Net Block		3,375.69	3,389.14	3,445.53
2)	<u>Current Assets</u>				
	a. Current Investments		-	100.00	-
	b. Inventories	K	2,638.84	2,015.94	2,446.89
	c. Trade Receivables	L	1,926.50	1,575.23	1,264.65
	d. Cash and Cash Equivalents	M	362.69	382.57	261.80
	e. Short Term Loans & Advances	N	824.61	751.13	406.96
	f. Other Current Assets	O	87.10	49.00	73.10
			5,839.75	4,873.88	4,453.40
	T O T A L		9,215.44	8,263.02	7,898.93

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

-SD-

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CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

-SD-

-SD-

Company Secretary

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

ANNEXURE – II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. In. Lacs)

Sr. No.	Particulars	NOTES	For the year ended March 31,		
			2023	2022	2021
A	INCOME				
	Revenue from Operations	P	10,337.13	9,170.45	6,379.49
	Other Income		111.44	41.66	82.48
	Total Income (A)		10,448.57	9,212.12	6,461.96
B	EXPENDITURE				
	Cost of Material Consumed	Q	6,285.34	4,949.15	3,519.19
	Change in Inventories	R	-313.35	375.31	-560.27
	Manufacturing Expenses	S	1,316.25	1,288.82	1,106.34
	Employee benefit expenses	T	1,022.35	874.72	712.05
	Finance costs	U	191.77	214.40	283.71
	Depreciation and amortisation expense	V	171.38	172.31	163.43
	Administrative, Selling & Other Expenses	W	812.99	736.89	566.61
	Total Expenses (B)		9,486.74	8,611.60	5,791.06
C	Profit before exceptional, extraordinary items and tax (A-B)		961.83	600.52	670.91
	Exceptional items		-	-	-
D	Profit before extraordinary items and tax		961.83	600.52	670.91
	Extraordinary Expenses		-	-	-
E	Profit before tax		961.83	600.52	670.91
	Tax expense :	X			
	(i) Current tax		160.55	100.24	111.99
	(ii) MAT Credit		101.37	47.53	-111.99
	(ii) Deferred tax	Y	7.85	42.97	372.67
F	Total Tax Expense		269.77	190.74	372.67
G	Profit after tax (E-F)		692.05	409.78	298.24
	Earning per equity share(face value of `10/- each): Basic and Diluted ()	Z	50.03	29.62	21.56
	Adjusted Earning per equity share(face value of `10/- each): Basic and Diluted ()		50.03	29.62	21.56

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

-SD-

-SD-

-SD-

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

-SD-

-SD-

Company Secretary

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

ANNEXURE III
RESTATED STATEMENT OF CASH FLOWS

(Rs. In. Lacs)

Particulars	31 st March, 2023	31 st March, 2022	31 st March, 2021
Cash flow from operating activities:			
Net Profit before tax as per Profit And Loss A/c	961.83	600.52	670.91
Adjusted for:			
Addition			
Depreciation & Amortisation	171.38	172.31	163.43
Interest & Finance Cost	191.77	214.40	283.71
Loss on Sale of Assets	2.75	-	0.23
Less:-			
Interest Income	-11.69	-10.44	-13.22
Prior Period Expense	-	-	-34.05
Operating Profit Before Working Capital Changes	1,316.04	976.79	1,071.00
Adjusted for (Increase)/ Decrease:			
Long Term Provision	7.52	3.50	7.90
Short term Borrowings	573.76	-100.56	320.70
Short Term Provision	-89.82	2.49	15.87
Trade Receivables	-351.28	-310.58	-112.09
Trade Payables	-157.98	-64.74	-52.08
Other Current Liabilities	-112.04	35.45	-213.59
Inventories	-622.90	430.95	-525.71
Short term loan and Advances	-174.85	-391.71	-84.66
Other Non-Current Assets	-	-	195.82
Change in Other Current Assets	-38.10	24.10	-12.29
Cash Generated From Operations	350.36	605.68	610.87
Direct Tax Paid	-	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	350.36	605.68	610.87
Cash Flow From Investing Activities:			
Purchase of Fixed Assets	-161.45	-115.92	-175.29
Sale of Fixed Assets	0.82	-	2.50
Interest Income	11.69	10.44	13.22
(Purchase)/Sale of Investments	100.00	-100.00	-
Net Cash Flow from/(used in) Investing Activities: (B)	-48.94	-205.48	-159.57
Cash Flow from Financing Activities:			
Proceeds / (Repayment) from Long Term Borrowing (Net)	-129.53	-65.04	-101.60
Interest & Finance Cost	-191.77	-214.40	-283.71
Net Cash Flow from/(used in) Financing Activities (C)	-321.30	-279.43	-385.30
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-19.88	120.77	66.00
Cash & Cash Equivalents As At Beginning of the Year	382.57	261.80	195.80
Cash & Cash Equivalents As At End of the Year	362.69	382.57	261.80

1. Statement of cash flow has been prepared under the indirect method as set out in AS-3 on statement of cash flows specified under Sec-133 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.
2. Reconciliation of Cash & Cash Equivalents as per the statement of cash flow.

(Rs. In. Lacs)

Particulars	31 st March, 2023	31 st March, 2022	31 st March, 2021
Balances with Banks			
- Current Account	213.00	154.25	14.71
- In Deposit Account	131.70	201.37	221.39
Cash on hand	18.00	26.95	25.70
Cheques, drafts on hand	-	-	-
Cash and Cash Equivalents at the End of the Period	362.69	382.57	261.80

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

-SD-

-SD-

-SD-

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

-SD-

Company Secretary

-SD-

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company in the name and style of “*Deem Roll-Tech Private Limited*” under the erstwhile Companies Act, 1956 vide certificate of incorporation dated May 1, 2003 issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our members held on February 12, 2008 and consequently, the name of our Company was changed to “*Deem Roll-Tech Limited*”, and a fresh certificate of incorporation consequent upon conversion from private company to public company dated March 4, 2008 was issued by the Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

For further details, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page no. 142 of this Draft Prospectus.

REGISTERED OFFICE OF OUR COMPANY

DEEM ROLL-TECH LIMITED

Survey No.110/1, P-1,110/2

Ganeshpura, Ta: Kadi Mahesana

Gujarat – 382 729, India

Tel No: +91 9925196196

Email: accounts@deemrolls.com

Website: www.deemrolls.com

CORPORATE IDENTITY NUMBER AND REGISTRATION NUMBER

Corporate Identification Number: U27109GJ2003PLC042325

Registration Number: 042325

ADDRESS OF THE REGISTRAR OF COMPANIES

Our Company is registered with the Registrar of Companies, Ahmedabad located at the following address:

Registrar of Companies, ROC Bhavan,

Opp Rupal Park Society, Behind Ankur

Bus Stop Naranpura, Ahmedabad-380013, Gujarat, India

BOARD OF DIRECTORS OF OUR COMPANY

Our Company’s Board comprises of the following Directors as set forth in the following table: -

Name	DIN	Designation	Address
Jaydev Ramesh Betai	08218474	Chairman & Non-Executive Director	402, Shyam Tower, Parthsarathi Avenue, Ring Road, Shyamal Cross Road, Satellite, Ahmedabad – 380 015, Gujarat India.
Jyoti Prasad Bhattacharya	00340485	Managing Director & CEO	P/4, Shyam Tower, Parthsarathi Avenue, Shyamal Crossroad, Ahmedabad – 380 015, Gujarat India.
Dev Jyotiprasad Bhattacharya	09842191	Whole - time Director	P4, Shyam Tower, Parthsarathi Avenue, Satellite, Ahmedabad – 380 015, Gujarat, India.
Ranajit Anilkumar Dey	06462998	Non-Executive Director	C-401, Utsav Residency New C.G. Road, Chandkheda, Gandhinagar Ahmedabad - 382 424, Gujarat, India.
Pijush Kanti Dey	06564208	Non-Executive Director	J/D10, Bidhan Polly, Aswini Nagar, North 24 Parganas, Kolkata – 700 059 India.

Nihar Kanti Bandyopadhyay	08204772	Non-Executive Independent Director	B-73, Westend Park, Bodakdev, Gurudwara, Sarkhej Gandhinagar Highway, Ahmedabad – 380 054 Gujarat India.
Geeta Manojee Chowdhury	07611440	Non-Executive Independent Director	Building B 111/112, Eves Garden, Baner Road Pune Maharashtra 411045 India.

COMPANY SECRETARY & COMPLIANCE OFFICER

Shweta Rameshlal Talreja is our Company Secretary and Compliance Officer. Her contact details are as follows:

Shweta Rameshlal Talreja

Survey No.110/1, P-1,110/2

Ganeshpura, Ta:Kadi Mahesana

Gujarat 382729 India

Tel No: +91 9925196196

Email: cs@deemrolls.com.

INVESTOR GRIEVANCES

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

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

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

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

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY:

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<p>FEDEX SECURITIES PRIVATE LIMITED</p> <p>B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India</p> <p>Tel No: +91 8104985249</p> <p>Contact Person: Saipan Sanghvi</p> <p>Email Id: mb@fedsec.in</p>	<p>BIGSHARE SERVICES PRIVATE LIMITED</p> <p>Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai -400093</p> <p>Tel No: 022-6263 8200</p> <p>Fax No: 022-6263 8299</p> <p>E-mail Id: ipo@bigshareonline.com</p>

Website: www.fedsec.in Investor Grievance Email: mb@fedsec.in SEBI Registration Number: INM000010163	Website: www.bigshareonline.com Investor Grievance Id: investor@bigshareonline.com Contact Person: Mr. Babu Rapheal C. SEBI Registration No: INR000001385
LEGAL ADVISOR TO THE ISSUE[#]	BANKERS TO THE ISSUE / REFUND BANK /SPONSOR BANK[^]
VIDHIGYA ASSOCIATES 501, 5th Floor, Jeevan Sahakar Building Sir P M Road, Homji Street Fort, Mumbai - 400 001 Tel No: +91 8424030160 E-mail Id: rahul@vidhigyaassociates.com Contact Person: Rahul Pandey	[●]
BANKERS TO THE COMPANY**	STATUTORY AUDITOR AND PEER REVIEW AUDITOR*
[●]	S N SHAH & ASSOCIATES Sapan House, C.G Road, Opp. Municipal Market, Navrangpura, Ahmedabad 380009 Tel No: +079-40098280 E-mail Id: snshah_asso@hotmail.com Contact Person: Priyam Shah Firm Registration No: 109782W Membership No: 144892 Peer Review Number: 013759
UNDERWRITERS[^]	MARKET MAKER[^]
[●]	[●]

* S N Shah & Associates, Chartered Accountants holds a valid peer review certificate number 013759 issued by the "Peer Review Board" of the Institute of Chartered Accounts of India, New Delhi.

**We are yet to obtain consents/ no objection certificate from Bankers of our Company. For further details, please refer to the risk mentioned in chapter titled "Risk Factors" -We are yet to obtain consents/ no objection certificate from lenders of our Company for the Issue", on page 27 of this Draft Prospectus

[#]Legal Advisor to the Issue to the extent of Legal section.

[^]The Agreements has not been executed as on the date of this Draft Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

CHANGE IN THE STATUTORY AUDITOR DURING LAST 3 YEARS

Except as disclosed below, there has been no change in the statutory auditors during the three years immediately preceding the date of this Draft Prospectus:

Name of the auditor	Jayamal Thakore & Co.	S N Shah & Associates
FRN	104098W	109782W
Peer Review Number	-	013759
Date of Appointment	January 30, 2019	June 22, 2023
Date of Resignation	N.A.	N.A.
Period from	April 01, 2018 - March 31, 2023	April 01, 2023 - March 31, 2028
Email ID	manojca@gmail.com	snshah_asso@hotmail.com
Address	27, Embassy Market, Nr. Income Tax Circle B/H. Sales India, Ashram Road, Ahmedabad Gujarat 380009.	Sapan House, 10/B Govt., Servant Co-op society, C G Road, Opp Municipal Market Navrangpura, Ahmedabad 380009.
Reason for change	Term of Appointment came to an end.	N.A.

DESIGNATED INTERMEDIARIES

SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

The list of SCSBs notified by SEBI for the ASBA process is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Applicant (other than an UPI Applicant using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

INVESTORS BANKS OR ISSUER BANK FOR UPI

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Applicants Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time.

Syndicate SCSB Branches

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

REGISTERED BROKERS

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE at and www1.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Fedex Securities Private Limited being sole Lead Manager to this Issue, all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them. Hence, a statement of inter-se allocation of responsibilities is not required.

IPO GRADING

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

CREDIT RATING

This being an Issue of Equity Shares, credit rating is not required.

DEBENTURE TRUSTEES

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

MONITORING AGENCY

As per regulation 262(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below 10,000 Lakh. Since the Issue Size is up to ₹ 3,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditor namely, M/s. S N Shah & Associates, Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus/Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their Report on Restated Financial Statements dated August 28, 2023 and Report on Statement of Tax Benefits dated August 28, 2023 and issued by them, included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Our Company has received written consent dated May 27, 2023, from S.K. Patel, Independent Chartered Engineer, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Independent Chartered Engineer, and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under Securities Act.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

GREEN SHOE OPTION

No Green Shoe Option is contemplated under this Issue.

FILING THE DRAFT PROSPECTUS / PROSPECTUS

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

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

TYPE OF ISSUE

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

UNDERWRITERS

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●], 2023 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being issued through this Issue.

Name, Address, Telephone, Facsimile, and Email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (₹ in Lakhs)	% of the total Issue size Underwritten
[●] [●] Tel No: [●] Contact Person: [●] Email Id: [●] Website: [●] Investor Grievance Email: [●] SEBI Registration Number: [●]	[●]*	[●]	[●]
TOTAL	[●]	[●]	[●]

(The Underwriter Agreement has not been executed as on the date of this Draft Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

*Includes [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

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

DETAILS OF MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager has entered into Market Making Agreement dated [●], 2023 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Name	[●]
Address	[●]
Tel no	022 [●]
Fax no	022 [●]
Email id	[●]
Website	[●]
Investor Grievance Id	[●]
Contact person	[●]
Sebi Registration no	[●]
Market Making Registration No.	[●]

(The Market Maker Agreement has not been executed as on the date of this Draft Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with NSE India to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issued.

[●] registered with EMERGE Platform of NSE India will act as the market maker and have agreed to receive or deliver the specified securities in the market making process for a period of three (3) years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and as amended from time to time and the circulars issued by the NSE India and SEBI regarding this matter from time to time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of National Stock Exchange of India Limited and SEBI from time to time.

3. The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than 1.00 Lakh shall be allowed to Issue their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ [●] per share the minimum bid lot size is [●] Equity Shares thus minimum depth of the quote shall be ₹ [●] until the same, maybe revised by of National Stock Exchange of India Limited and SEBI from time to time.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide 2-way quote if the Shares of market maker in our Company reaches to upper limit. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to lower Limit the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
7. There would not be more than five Market Maker for a script at any point of time. These would be selected on the basis of objective criteria to be evolved by the Exchange which would include capital adequacy, net worth, infrastructure, minimum volume of business etc. The Market Maker may compete with other Market Maker for better quotes to the investors. At this stage, [●] is acting as the sole Market Maker.
8. On the first day of the listing, there will be pre-opening session (call auction) and thereafter the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the EMERGE Platform of the National Stock Exchange of India Limited.
9. The shares of the Company will be traded in continuous trading session from the time and day the Company gets listed on EMERGE Platform of National Stock Exchange of India Limited and market maker will remain present as per the guidelines mentioned under National Stock Exchange of India Limited and SEBI circulars
10. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time. The following spread will be applicable on the EMERGE Platform of National Stock Exchange of India Limited.

Sr. No.	Market Price slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

11. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
12. The Market Maker shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
13. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Maker either as a replacement of the current Market

Maker or as an additional Market Maker subject to the total number of Designated Market Maker does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

14. Once registered as a Market Maker, he has to act in that capacity for a period as mutually decided between the Lead Manager and Market Maker. Once registered as a Market Maker, he has to start providing quotes from the day of the listing/the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the Stock Exchange.
15. Risk containment measures and monitoring for Market Makers: [●] will have all margins, which are applicable on the [●]etc. [●] can impose any other margins as deemed necessary from time-to- time.
16. Punitive Action in case of default by Market Makers: [●] will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.
17. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
18. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/Stock Exchange from time to time.
19. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the issue size and as follows:

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

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

WITHDRAWAL OF THE ISSUE

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

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the Final Listing and Trading Approvals of the Stock Exchange with respect to the Equity Shares issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the RoC approval of the Prospectus.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Prospectus with the Stock Exchange where the Equity Shares may be proposed to be listed.

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to the Issue is set forth below:

(₹ in Lakhs except share data)

Sr. No.	Particulars	Aggregate value at nominal value	Aggregate value at Issue Price*
A.	AUTHORISED EQUITY SHARE CAPITAL		
	90,00,000 Equity Shares of face value of ₹10 each	900.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE		
	58,37,272 Equity Shares of face value of ₹10 each	583.73	-
C.	PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS		
	Issue of up to [●] Equity Shares of ₹10 each for cash at price of ₹[●] per Equity Share ⁽¹⁾	[●]	Upto 3,000.00
	Which comprises:		
	Reservation for Market Maker up to [●] Equity Shares of ₹10 each for cash at price of ₹[●] will be available for allocation to Market Maker	[●]	[●]
	Net Issue to the Public of up to [●] Equity Shares of ₹10 each for cash at price of ₹ [●] per Equity Share.	[●]	[●]
	Of which⁽²⁾:		
	Up to [●] Equity Shares of face value of ₹10 each for a cash price of ₹[●] per Equity Share, i.e., 50% of the Net Issue shall be available for allocation to Retail Individual Investors.	[●]	[●]
	Up to [●] Equity Shares of face value of ₹10 each fully paid up for a cash price of ₹[●] per Equity Share, i.e. 50% of the Net Issue shall be available for allocation to other than Retail Individual Investors.	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE*		
	[●] Equity Shares of face value of ₹10 each		[●]**
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		926.84
	After the Issue*		[●]

*To be included upon finalization of the Issue price.

**Subject to finalization of Basis of Allotment.

⁽¹⁾The present Issue has been authorized pursuant to a resolution of our Board of Directors dated March 21, 2023 read with August 28, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of the members held on April 17, 2023.

Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.

⁽²⁾Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Class of Shares

Our Company has only one class of share capital i.e., Equity Shares of ₹10 each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

Changes in the authorized share capital of our Company

For details of the changes to the authorized share capital of our Company in the past 10 years, see “*History and Certain Corporate Matters - Amendments to the Memorandum of Association of our Company*” on page 142 of this Draft Prospectus.

Notes to the Capital Structure

1. Equity Share capital history of our Company

The following is the history of the Equity Share Capital of our Company:

Date of Allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative Paid-up Equity Share Capital (₹)
On Incorporation	10,000	10	N.A.	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	100,000
May 12, 2005	1,000	10	10	Cash	Further Allotment ⁽ⁱⁱ⁾	11,000	110,000
October 04, 2005	9,000	10	10	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	20,000	200,000
December 20, 2005	2,80,000	10	10	Cash	Further Allotment ^(iv)	300,000	30,00,000
September 14, 2007	5,72,500	10	10	Cash	Further Allotment ^(v)	872,500	87,25,000
January 05, 2008	300	10	10	Cash	Further Allotment ^(vi)	872,800	87,28,000
October 26, 2009	50,750	10	200	Cash	Further Allotment ^(vii)	923,550	92,35,500
December 19, 2009	12,600	10	200	Cash	Further Allotment ^(viii)	936,150	93,61,500
January 15, 2010	70,090	10	200	Cash	Further Allotment ^(ix)	10,06,240	1,00,62,400
January 3, 2011	25,000	10	200	Cash	Further Allotment ^(x)	10,31,240	1,03,12,400
January 12, 2012	35,000	10	200	Cash	Further Allotment ^(xi)	10,66,240	106,62,400
March 25, 2012	40,000	10	200	Cash	Further Allotment ^(xii)	11,01,240	1,10,12,400
March 10, 2014	1,00,000	10	200	Cash	Further Allotment ^(xiii)	12,01,240	1,20,12,400
March 21, 2014	30,000	10	200	Cash	Further Allotment ^(xiv)	12,31,240	1,23,12,400
November 3, 2014	34,500	10	200	Cash	Preferential Allotment ^(xv)	12,65,740	1,26,57,400
March 10, 2015	10,000	10	200	Cash	Preferential Allotment ^(xvi)	12,75,740	1,27,57,400
November 10, 2015	1,07,500	10	160	Cash	Preferential Allotment ^(xvii)	13,83,240	1,38,32,400
July 4, 2023	44,54,032	10	N.A.	Other than cash	Bonus Issue ^(xviii)	58,37,272	5,83,72,730

⁽ⁱ⁾ Initial Subscribers to the MOA subscribed to 10,000 Equity Shares of face value of ₹10 each, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Jyoti Prasad Bhattacharya	5,000
2.	Rani Jha	5,000
Total		10,000

⁽ⁱⁱ⁾ Further allotment on May 12, 2005 of 1,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Debashish Choudhary	1,000
Total		1,000

⁽ⁱⁱⁱ⁾ Further allotment on October 4, 2005 of 9000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Madhuchhanda Bhattacharya	9,000
Total		9,000

^(iv) Further allotment on December 20, 2005 of 2,80,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
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1.	Madhuchhanda Bhattacharya	1,96,000
2.	Jyoti Prasad Bhattacharya	75,000
3.	Debashish Choudhary	9,000
Total		2,80,000

^(v) Further allotment on September 14, 2007 of 5,72,500 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Madhuchhanda Bhattacharya	55,000
2.	Jyoti Prasad Bhattacharya	1,12,800
3.	Debashish Choudhary	6,000
4.	Protima Bhattacharya	3,26,200
5.	Harihar Engineering	72,500
Total		5,72,500

^(vi) Further allotment on January 5, 2008 of 300 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Dev Bhattacharya	100
2.	Raima Bhattacharya	100
3.	Anusuaya Acharya	100
Total		300

^(vii) Further allotment on October 26, 2009 of 50,750 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Ishwarbhai Bhagwanbhai Patel	2,500
2.	Mehul Dayabhai Suthar	1,750
3.	Bharat kantilal Vaidhya	2,500
4.	Hareesh Ishwarbhai Patel	2,500
5.	Rajesh Manilal Makwana	2,500
6.	Arvind Manilal Makwana	2,500
7.	Alpesh Chandrakantbhai Gajjar	2,500
8.	Sunny Prabhudas Makwana	1,500

Sr. No.	Name	No. of Equity Shares
9.	Kailashben Manilal Makwana	2,500
10.	Dharmistha Rajesh Makwana	2,500
11.	Rajesh M Makwana HUF	2,500
12.	Rajeshkumar Jayantilal HUF	2,500
13.	Paresh Chunilal Panchal	2,500
14.	Arcadia Mercantile Capital Ltd	3,750
15.	Genus Commi-Trade Ltd	3,750
16.	Atul L. Rathod	2,500
17.	Vishnunath Hetram Verma	2,500
18.	Jyoti Prasad Bhattacharya	3,000
19.	Madhuchhanda Bhattacharya	2,000
20.	Amit kumar Amiya Moy Chakraborty	2,500
Total		50,750

(viii) Further allotment on December 19, 2009 of 12,600 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Madhuchhanda Bhattacharya	8,100
2.	Jyoti Prasad Bhattacharya	4,500
Total		12,600

(ix) Further allotment on January 15, 2010 of 70,090 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Vivek Poddar	5,000
2.	Krishnendu Roy	5,000
3.	Supriyo Das	5,000
4.	Sami Ahmed	5,000
5.	Anusuaya Acharya	10,000
6.	Debashish Acharya	6,840
7.	Jyotiben Rakeshbhai Gandhi	18,250

Sr. No.	Name	No. of Equity Shares
8.	Ajit Jawanmal Shah	10,000
9.	Razi Ahmed	5,000
Total		70,090

^(x)Further allotment on January 3, 2011 of 25,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Alpesh Chandrakantbhai Gajjar	4,000
2.	Vishnubhai Gordhanbhai Pael	4,000
3.	Haresh Ishwarbhai Patel	1,800
4.	Sudha Bharat Agrawal	2,500
5.	Milan Agrawal	2,500
6.	Jigar Patel	2,500
7.	Heena Patel	2,500
8.	Bharat Agrawal	2,500
9.	Shanabhai Rathod	2,700
Total		25,000

^(xi)Further allotment on January 12, 2012 of 35,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Savan Dineshbhai Contractor	2,500
2.	Heenaben Hareshbhai Patel	2,500
3.	Jigar Ishwarbhai Patel	5,000
4.	Haresh Ishwarbhai Patel	2,500
5.	Geetaben Ishwarbhai Patel	2,500
6.	Patel Vishnubhai Gordhanbhai	2,500
7.	Bharat Kantilal Vaidya	2,500
8.	Vasanaram Veeraram Ghanchi	5,000
9.	Modaram Veeraram Modi	2,500
10.	Babulal R. Ghanchi	2,500

11.	Babulal A. Rana	2,500
12.	Lalita M. Modi	2,500
Total		35,000

(xii) Further allotment on March 25, 2012 of 35,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Harihar Engineering	25,000
2.	Madhuchhanda Bhattacharya	10,000
Total		35,000

(xiii) Further allotment on March 10, 2014 of 1,00,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Alpesh Chandrakantbhai Gajjar	3,750
2.	Vishnubhai Gordhanbhai Patel	3,750
3.	Haresh Ishwarbhai Patel	3,750
4.	Jigar Patel	3,750
5.	Heena Patel	3,750
6.	Atul Rathod	3,750
7.	Atul Rathod (HUF)	3,750
8.	Bharat Patel	3,750
9.	Bharat Vaidya	2,500
10.	Dayabhai Suthar	2,500
11.	Dharmishta R. Makwana	3,750
12.	Geetaben Ishwarbhai Patel	3,750
13.	Vishnubhai Gandabhai Prajapati	2,500
14.	Shree Shiv Enterprise	5,000
15.	Shakuntalaben V. Patel	3,750
16.	Hemant C. Mistry	2,500
17.	Ishwarbhai B. Patel	3,750
18.	Jigar D. Suthar	3,750

19.	Khushboo Engineering & Enterprise	5,000
20.	Mehul Suthar	2,500
21.	Neeraj J. Parikh	6,250
22.	Rachna Jigar Patel	3,750
23.	Rajesh M. Makwana	3,750
24.	Rajesh M. Makwana (HUF)	3,750
25.	Reena N. Parikh	5,000
26.	Savan D. Contractor	3,750
27.	Shanabhai Rathod	2,500
Total		1,00,000

^(xiv) Further allotment on March 21, 2014 of 30,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Pankaj Buildtraders Private Limited	20,000
2.	JRT Infotech Private Limited	10,000
Total		30,000

^(xv) Preferential Allotment on November 3, 2014 of 34,500 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Dhayana Finstock Limited	5,000
2.	NJP Entrade International Private Limited	10,000
3.	Mainak Comtrade	9,500
4.	Murad properties Pro.	10,000
Total		34,500

^(xvi) Preferential Allotment on March 10, 2015 of 10,000 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	NJP Entrade International Private Limited	10,000
Total		10,000

^(xvii) Preferential Allotment on November 10, 2015 of 1,07,500 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
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2.	Samirabanu Noorani	41,250
3.	Komal Parikh	41,250
4.	Protima Engineering Private Limited	25,000
Total		1,07,500

^(xviii) Bonus issue on July 4, 2023 of 44,54,032 Equity Shares of face value of ₹10 each fully paid-up, details of which are given below:

Sr. No.	Name	No. of Equity Shares
1.	Jyoti prasad Bhattacharya	40,56,362
2.	Madhuchhanda Bhattacharya	53,130
3.	Debashis Choudhury	51,520
4.	Dev Bhattacharya	53,130
5.	Raima Bhattacharya	53,130
6.	Vivek Poddar	16,100
7.	Krishnendu Roy	16,100
8.	Supriyo Das	16,100
9.	Sami Ahmed	16,100
10.	Razi Ahmed	16,100
11.	Rajit Davidson	53,130
12.	Manjushree Purohit	53,130
Total		44,54,032

2. Issue of Equity Shares for consideration other than cash or out of revaluation reserves

Except as set out below, our Company has not issued Equity Shares for consideration other than cash. Further, certain benefits have accrued to our Company on account of allotment of Equity Shares for consideration other than cash:

Date of Issue/ Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
July 4, 2023	44,54,032	10	N.A.	Bonus Issue	Jyoti Prasad Bhattacharya	40,56,362	Capitalization of Reserves & Surplus
					Madhuchhanda Bhattacharya	53,130	
					Debashish Choudhury	51,520	
					Dev Bhattacharya	53,130	
					Raima Bhattacharya	53,130	
					Vivek Poddar	16,100	

Date of Issue/ Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Name of Allottees	No. of Equity Shares Allotted	Benefits Accrued
					Krishnendu Roy	16,100	
					Supriyo Das	16,100	
					Sami Ahmed	16,100	
					Razi Ahmed	16,100	
					Rajit Davidson	53,130	
					Manjushree Purohit	53,130	

3. Equity shares issued in the preceding one year below the Issue Price

Except as detailed in the chapter titled, “*Capital Structure - Issue of Equity Shares for consideration other than cash or out of revaluation reserves*” on page 58 of this Draft Prospectus, our Company has not issued any Equity Shares at price below Issue Price within last one (1) year from the date of this Draft Prospectus.

4. Issue of Equity Shares out of revaluation reserves

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

5. Issue of Equity Shares pursuant to any scheme of arrangement

Our Company has not issued any shares in the past in terms of a scheme of arrangement approved under Sections 391 - 394 of the Companies Act, 1956 or Sections 230 - 234 of the Companies Act.

6. Shareholding Pattern of our Company

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

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I - Our Shareholding Pattern

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid-up equity shares held (IV)	No of partly paid-up equity shares held(V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)		No of underlying outstanding convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI = VII + X)	Number of Locked in shares (XII)		No. of shares Pledged or Otherwise Encumbered (XIII)		No. of Equity shares held in Demat Form (XIV)
								No of voting Right	Total as % of (A+B+C)			No (a)	As a % of total shares held (b)	No (a)	As a % of total shares held (b)	
A	Promoter(s) and Promoter Group*	4	55,24,992	--	--	55,24,992	94.65%	55,24,992	94.65%	--	--	--	--	--	--	58,37,272
B	Public	8	312,280	--	--	312,280	5.35%	312,280	5.35%	--	--	--	--	--	--	--
C	Non-Promoter Non-Public	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
C1	Shares Underlying DRs	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
C2	Shares held by Employee Trusts	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
	Total (A+B+C)	12	58,37,272	--	--	58,37,272	100.00	58,37,272	100.00	--	--	--	--	--	--	58,37,272

Note:

As on the date of this Draft Prospectus 1 Equity Share holds 1 vote

PAN of the Shareholders will be provided by our Company prior to Listing of Equity Shares on the Stock Exchange.

Our Company will file shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity Shares. The Shareholding pattern will be uploaded on the website of EMERGE platform of NSE Limited before commencement of trading of such equity shares.

7. The shareholding pattern of our Promoter, Promoter Group and Public before and after the Issue is set forth below:

Particulars	Pre-Issue		Post-Issue*	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
Promoter (A)				
Jyoti Prasad Bhattacharya	53,16,102	91.07%	[●]	[●]
Total (A)	53,16,102	91.07%	[●]	[●]
Promoter Group (B)				
Madhuchhanda Bhattacharya	69,630	1.19%	[●]	[●]
Dev Bhattacharya	69,630	1.19%	[●]	[●]
Raima Bhattacharya	69,630	1.19%	[●]	[●]
Total (B)	159,390	3.58%	[●]	[●]
Public (C)				
Debashish choudhury	67,520	1.16%	[●]	[●]
Vivek Poddar	21,100	0.36%	[●]	[●]
Krishnendu Roy	21,100	0.36%	[●]	[●]
Supriyo Das	21,100	0.36%	[●]	[●]
Sami Ahmed	21,100	0.36%	[●]	[●]
Razi Ahmed	21,100	0.36%	[●]	[●]
Rajit Davidson	69,630	1.19%	[●]	[●]
Manjushree Purohit	69,630	1.19%	[●]	[●]
Total (C)	312,280	5.35%	[●]	[●]
Total (A+B+C)	58,37,272	100%	[●]	[●]

*Subject to finalization of Basis of Allotment

8. Except as mentioned below, none of our Key Management Personnel or Senior Management Personnel hold Equity Shares in our Company as on the date of filing of this Draft Prospectus:

Sr. No.	Name of the Key Managerial Personnel or Senior Management Personnel	No. of Equity Shares (Face Value of ₹ 10 each)	Percentage of Pre-Issue Paid up Share Capital share capital (%)
1.	Jyoti Prasad Bhattacharya	53,16,102	91.07%
2.	Dev Bhattacharya	69,630	1.19%
	Total	53,85,732	92.26%

9. Details of shareholding of major shareholders

- i. Particulars of the shareholders holding 1% or more of the paid-up capital of our Company as on the date of this Draft Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Jyoti Prasad Bhattacharya	53,16,102	91.07%
Madhuchhanda Bhattacharya	69,630	1.19%
Dev Bhattacharya	69,630	1.19%
Raima Bhattacharya	69,630	1.19%
Rajit Davidson	69,630	1.19%
Manjushree Purohit	69,630	1.19%
Debashis Choudhury	67,520	1.16%
Total	5,731,772	98.19%

- ii. Particulars of shareholders holding 1% or more of the paid-up capital of our Company, ten (10) days prior to the date of filing of this Draft Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Jyoti prasad Bhattacharya	5,316,102	91.07%
Madhuchhanda Bhattacharya	69,630	1.19%
Dev Bhattacharya	69,630	1.19%
Raima Bhattacharya	69,630	1.19%
Rajit Davidson	69,630	1.19%
Manjushree Purohit	69,630	1.19%
Debashish Choudhury	67,520	1.16%

Total	5,731,772	98.19%
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- iii. Particulars of shareholders holding 1% or more of the paid-up capital, one (1) year prior to the date of filing this Draft Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Jyoti Prasad Bhattacharya	12,59,740	91.07%
Madhuchhanda Bhattacharya	16,500	1.19%
Dev Bhattacharya	16,500	1.19%
Raima Bhattacharya	16,500	1.19%
Rajit Davidson	16,500	1.19%
Manjushree Purohit	16,000	1.19%
Debashis Choudhury	16,000	1.16%
Total	13,57,740	98.19%

- iv. Particulars of shareholders holding 1% or more of the paid-up capital, two (2) years prior to the date of filing this Draft Prospectus:

Particulars	Number of Equity Shares	Percentage (%) holding
Jyoti Prasad Bhattacharya	12,59,740	91.07
Madhuchhanda Bhattacharya	16,500	1.19
Dev Bhattacharya	16,500	1.19
Raima Bhattacharya	16,500	1.19
Debashish Choudhury	16,000	1.16
Rajit Davidson	16,500	1.19
Manjushree Purohit	16,000	1.19
Total	13,57,740	98.19

10. History of the Equity Share capital held by our Promoter

As on the date of this Draft Prospectus, our Promoter holds 53,16,102 Equity Shares, equivalent to 91.07 % of the issued, subscribed and paid-up Equity Share capital of our Company.

a. Capital built-up of our Promoter:

Name of the Promoter: Jyoti Prasad Bhattacharya								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) ⁽ⁱ⁾	Nature of transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
On Incorporation	5000	Cash	10	10	Subscription to MOA	5,000	0.09%	[●]
September 27, 2005*	5000	Cash	10	10	Transfer from Rani Jha	10,000	0.09%	[●]
December 20, 2005	75,000	Cash	10	10	Further Allotment	85,000	1.28%	[●]
September 14, 2007	112,800	Cash	10	10	Further Allotment	1,97,800	1.93%	[●]
October 26, 2009	3000	Cash	10	200	Further Allotment	2,00,800	0.05%	[●]
December 19, 2009	4500	Cash	10	200	Further Allotment	2,05,300	0.08%	[●]
November 25, 2010*	110,000	Cash	10	10	Transfer from Protima Engineering Private Limited	3,15,300	1.88%	[●]
March 19, 2012*	60,100	Cash	10	10	Transfer from Anusuaya Acharya	3,75,400	1.03%	[●]
March 19, 2012*	70,000	N.A.	10	Nil	Transfer from Raima Bhattacharya through gift	4,45,400	1.20%	[●]
March 01, 2013*	71,200	N.A.	10	Nil	Transfer from Harihar Engineering through gift	5,16,600	1.22%	[●]
March 01, 2013*	6000	N.A.	10	Nil	Transfer from Raima Bhattacharya through gift	5,22,600	0.10%	[●]
June 18, 2014*	2,94,100	N.A.	10	Nil	Transfer from Madhuchhanda Bhattacharya through gift	8,16,700	5.04%	[●]
June 18, 2014*	30100	N.A.	10	Nil	Transfer Raima Bhattacharya through gift	8,46,800	0.52%	[●]
June 18, 2014*	100	N.A.	10	Nil	Transfer from Dev Bhattacharya through gift	8,46,900	Negligible	[●]
June 18, 2014*	72,500	N.A.	10	Nil	Transfer from Harihar Engineering through gift	9,19,400	1.24%	[●]
September 26, 2018	50,000	Cash	10	86	Transfer from Krunal Kantibhai Mistry	9,69,400	0.86%	[●]
September 26, 2018	35,000	Cash	10	86	Transfer from Chetan Himmatbhai Kantharia	10,04,400	0.60%	[●]
September 26, 2018	49,300	Cash	10	86	Transfer from Anand Misty Mukeshbhai	10,53,700	0.84%	[●]

Name of the Promoter: Jyoti Prasad Bhattacharya								
Date of allotment / Transfer	No. of Equity Shares	Nature of Consideration	Face Value (₹)	Issue / Acquisition / Transfer Price per Equity Share (₹) ⁽ⁱ⁾	Nature of transaction	Cumulative No. of Equity Shares	Percentage of the pre-Issue capital (in %)	Percentage of the post-Issue capital (in %)
September 26, 2018	39,500	Cash	10	86	Transfer from Dhaval kumar Mistry	10,93,200	0.68%	[●]
September 26, 2018	31,750	Cash	10	86	Transfer from Ashok kumar Mistry	11,24,950	0.54%	[●]
September 26, 2018	35,200	Cash	10	86	Transfer from Niraj Viramgama	11,60,150	0.60%	[●]
September 26, 2018	32,500	Cash	10	86	Transfer from Vishal Mistry	11,92,650	0.56%	[●]
September 26, 2018	32,750	Cash	10	86	Transfer from Priyanka Kantharia	12,25,400	0.56%	[●]
September 26, 2018	25,000	Cash	10	86	Transfer from Protima Engineering Private Limited	12,50,400	0.43%	[●]
September 26, 2018	2500	Cash	10	87	Transfer from Amit Kumar Amiyamoy Chakraborty	12,52,900	0.04%	[●]
September 26, 2018	6840	Cash	10	86	Transfer from Debashish Acharya	12,59,740	0.12%	[●]
July 4, 2023	40,56,362	Other than cash	10	N.A.	Bonus Issue	53,16,102	69.49%	[●]
Total	53,16,102						91.07%	

**Our Company has been unable to trace the share transfer forms in relation to transfers made prior to or during 2013. Accordingly, reliance has been placed on the Company's annual returns, the register of members, the register of transfers and board resolutions noting the transfers, where available Forms for some of the above-mentioned allotments are not available with the Company. Details in respect of share allotments have been inserted based on allotment registers and limited information available with the Company. Please refer to "Risk Factors" on page 22 of this Draft Prospectus*

11. We hereby confirm that:

Except mentioned below, none of the members of the Promoter, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Draft Prospectus, except as stated in “*Capital Structure - Equity Share Capital history of our Company*” on page 58 of this Draft Prospectus.

Name	Category	Sale/Purchase/Transfer	Number of Equity shares	Issue Price in ₹	Date of transaction	
Promoter						
Jyoti Prasad Bhattacharya	Promoter	Bonus Issue	40,56,362	Nil [^]	July 04, 2023	
Promoter Group						
Madhuchhanda Bhattacharya	Promoter Group	Bonus Issue	53,130	Nil [^]		
Dev Bhattacharya	Promoter Group	Bonus Issue	53,130	Nil [^]		
Raima Bhattacharya	Promoter Group	Bonus Issue	53,130	Nil [^]		

[^]As certified by statutory auditor M/s S N Shah & Associates, Chartered Accountants, pursuant to their certificate dated September 11, 2023. The acquisition price is Nil since the Equity Shares were allotted pursuant to a bonus issue. For details, please refer to chapter titled “*Capital Structure – Equity Share capital history of our Company*” on page 58 of this Draft Prospectus.

None of the Promoter, members of the Promoter Group, Directors and their immediate relatives has entered into any financing arrangement or financed the purchase of the Equity shares of our Company by any other person during the period of six months immediately preceding the date of this Draft Prospectus.

None of our Shareholders have the right to nominate directors or other special rights.

12. The average cost of acquisition of or subscription to Equity Shares by our Promoter are set forth in the table below:

Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (in ₹) *
Jyoti Prasad Bhattacharya	53,16,102	6.48

*As certified by statutory auditor M/S S N Shah & Associates., Chartered Accountants, pursuant to their certificate dated September 11, 2023.

13. Details of Promoter contribution locked in for three (3) years:

- i. Pursuant to the Regulations 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be considered as promoter’s contribution (“**Minimum Promoter’s Contribution**”) and shall be locked-in for a period of three years from the date of Allotment in this Issue.
- ii. As on date of this Draft Prospectus, our Promoter holds 53,16,102 Equity Shares constituting [●] % of the post-Issue Paid-up Equity Share Capital of our Company, which are eligible for the Promoter’s Contribution.
- iii. Our Promoter has consented to include such number of Equity Shares held by him as may constitute of the post issue Equity Share capital of our Company as Minimum Promoters’ Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters’ Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoter Contribution and his lock-in details are as follows*:

Promoter	Date of Allotment/ Acquisition and when made fully paid-up	Nature of Acquisition	No. of Equity Shares	Face Value (in ₹)	Issue Price per Equity share (in ₹)	% of Pre-Issue Equity share capital	% of Post Issue Equity share Capital	Lock in Period
Jyoti Prasad Bhattacharya	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total			[●]			[●]		[●]

**To be included in the Prospectus.*

- iv. The Minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. All the Equity Shares, which are being locked-in are not ineligible for computation of Minimum Promoters' Contribution under Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.
- v. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares which are being locked-in as Minimum Promoters' Contribution do not consist of:
 - a. Equity Shares acquired during the three (3) years preceding the date of filing of this Draft Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets involved in such transactions or resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of our Company or from bonus issue against Equity Shares which are ineligible for computation of minimum Promoters' contribution;
 - b. Equity Shares acquired by our Promoter during the preceding one (1) year, at a price lower than the price at which Equity Shares are being issued to the public in the Issue;
 - c. The Equity Shares held by the Promoter that are subject to any pledge or any other form of encumbrance
- vi. Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm;
- vii. As on the date of this Draft Prospectus, the Equity Shares held by our Promoter is in dematerialised form.

14. Equity Shares locked-in for one year other than Minimum Promoters' Contribution.

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoter, which will be locked-in as Minimum Promoters' Contribution for three years, all pre-Issue equity shares constituting [●] Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

15. Transferability of Locked in Equity Shares

- a. In terms of Regulation 243 of SEBI ICDR Regulations, the Equity Shares held by Promoter prior to the Issue and locked in as per Regulation 238 of the SEBI (ICDR) Regulations may be transferred to any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

- b. Further, pursuant to Regulation 243 of SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoter prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of SEBI ICDR Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under SEBI ICDR Regulations has ended, subject to compliance with SEBI Takeover Regulations, as applicable.

16. Pledge of Locked in Equity Shares

In terms of Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions or a systemically important non-banking finance company or a housing finance company, subject to the following:

- a. If the Equity Shares are locked-in in terms of clause (a) of Regulation 238 of the SEBI ICDR Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the Issue and the pledge of Equity Shares is one of the terms of sanction of the loan;
- b. If the Equity Shares are locked-in in terms of clause (b) of Regulation 238 of the SEBI ICDR Regulations, the pledge of Equity Shares is one of the terms of sanction of the loan.

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

17. Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI (ICDR) Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription “Non-Transferable” along with the specified lock- in period on the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Stock Exchange before the listing of the Equity Shares.

- 18. As on date of this Draft Prospectus, our Company has 12 (twelve) Equity shareholders.
- 19. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoter / Promoter Group are subject to any pledge.
- 20. None of the persons/entities comprising our Promoter Group, our Directors or 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 any such entity/individual or otherwise during the period of six (6) months immediately preceding the date of this Draft Prospectus.
- 21. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed or application money unblocked on account of failure of Issue.
- 22. Except in the ordinary course of business and in compliance with applicable laws, our Company does not have any intention or proposal to alter its capital structure within a period of 6 (six) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis.
- 23. Our Company, our Promoter, our Directors and the Lead Manager have not entered into any buy-back and/or standby and/or similar arrangements for the purchase of Equity Shares being issued through the Issue from any person.
- 24. All transactions in Equity Shares by our Promoter and members of our Promoter Group between the date of filing of this Draft Prospectus and the date of closing of the Issue shall be reported to the Stock Exchange within 24 hours of such transactions.
- 25. Our Promoter and the members of our Promoter Group shall not participate in this Issue.
- 26. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
- 27. No person connected with the Issue, including, but not limited to, the Lead Manager, the members of the Syndicate, our Company, Directors, Promoter and member of our Promoter Group shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash or kind or services or otherwise to any Applicant.
- 28. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (determined as per the definition of

'associate Company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in advisory or investment banking transactions with our Company for which they may in the future receive customary compensation.

SECTION - IV – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprises of Fresh Issue of upto [●] Equity Shares of our Company at an Issue Price of ₹ [●] aggregating upto ₹ 3000.00 Lakhs. The Net Proceeds from the Issue are proposed to be utilised by our Company for the following objects (*collectively referred to as “Objects”*):

Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR

- A. Funding capital expenditure towards expansion of our existing manufacturing facility at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India (“**Manufacturing Unit 2**”);
- B. Funding our Working Capital Requirements; and
- C. General Corporate Purpose

(*Collectively referred to as “Objects”*)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE Emerge.

The main objects clause and the matters which are necessary for furtherance to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Issue. The fund requirement and its deployment are based on estimates made by our management and such estimates have not been subjected to appraisal by any bank or financial institution.

NET PROCEEDS

The details of the proceeds from the Issue are set out in the following table:

Particulars	Estimated Amount (₹ in Lakhs)
Gross Proceeds from the Fresh Issue#	Upto 3000.00
Less: Issue Related Expenses	[●]
Net Proceed	[●]

To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the Stock Exchange.

UTILIZATION OF NET PROCEEDS AND SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT

The Net Proceeds are currently expected to be deployed in accordance with the details provided in the table below:

Particulars	Estimated Amount (₹ in Lakhs) *
Funding capital expenditure towards expansion of our existing manufacturing facility at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India (“ Manufacturing Unit 2 ”)	Upto 2000.00
Funding our Working Capital Requirements	[●]
General corporate purposes#	[●]
Net Proceed	[●]

#To be finalized upon determination of Issue Price and will be updated in the Prospectus.

*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

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

(₹ in Lakhs)

Particulars	Amount to be funded from Net Proceeds	Estimated utilization of Net Proceeds in Fiscal 2024	Estimated utilization of Net Proceeds in Fiscal 2025
Funding capital expenditure towards expansion of our existing manufacturing facility at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India (“ Manufacturing Unit 2 ”)	Upto 2000.00	Upto 2000.00	Nil
Funding our Working Capital Requirements	[●]	[●]	[●]
General corporate purposes *	[●]	[●]	[●]
Net Proceeds of the issue	Upto 3000.00	[●]	[●]

*To be finalised upon determination of Issue Price and updated in the Prospectus. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

We propose to deploy the entire Net Proceeds towards the Objects of the Issue by the end of the Fiscal 2024 and Fiscal 2025 and in the manner as specified in the table above. However, if the Net Proceeds are not completely utilized for the Objects of the Issue stated above by the end of Fiscal 2025, such amounts will be utilized (in part or full) in the next financial year or subsequent periods towards the aforementioned Objects of the Issue, as determined by us, in accordance with applicable law.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, current and valid quotations from suppliers, prevailing market conditions, which are subject to change, and other commercial and technical factors. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details of factors that may affect these estimates, please refer to chapter titled “**Risk Factors**” on beginning on page 22 of this Draft Prospectus.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, the COVID – 19 pandemic, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with the 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 may be financed by surplus funds including from internal accruals and any additional equity and/or debt arrangements from existing and future lenders, subject to compliance with applicable law. Subject to applicable law, if the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Fresh Issue in accordance with Regulation of the SEBI (ICDR).

In the event the Net Proceeds are not completely utilized for the objects stated above by the end of Financial Year 2024 and Financial Year 2025, such amounts will be utilized (in part or full) in subsequent periods, as determined by our Company, in accordance with applicable law. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if

any, available in respect of the other purposes for which funds are being raised in the Issue. In the event, the Net Proceeds are not utilized (in full or in part) for the objects of the Issue during the period stated above due to factors such as (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

For further details on the risks involved in our proposed fund utilization see risk factor “*The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates*”, please refer the chapter titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

MEANS OF FINANCE

The fund requirement for capital expenditure of ₹ 2246.18 lakhs as above shall be met partially from Net Proceeds (upto Rs. 2000 lakhs) and through internal accruals. Accordingly, we are in compliance with the requirements prescribed under Clause 9(C) of Part A of Schedule VI of the SEBI ICDR Regulations 2018 and Regulation 230(1)(e) of the SEBI ICDR Regulations 2018 which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals.

In case of shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/ or availing further borrowings. Subject to applicable law, if the actual utilization towards the Objects, including utilization towards Issue expense, is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds from the Fresh Issue in accordance with SEBI ICDR Regulations

DETAILS OF THE OBJECTS OF THE FRESH ISSUE

A. Funding capital expenditure towards expansion of our existing manufacturing Unit 2 at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India

As of March 31, 2023, we operate three strategically located manufacturing facilities across two states in India i.e. Gujarat and West Bengal. Our facilities are located in proximity to our customers, allowing us to save on transportation cost and delivery period. For further information about these manufacturing facilities including the verticals serviced by each of them, see “*Our Business - Manufacturing Units*” on page 112 of this Draft Prospectus. In order to support our growth strategy, we intend to undertake expansion at our existing facility at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India. The objective of the proposed expansion is to increase our manufacturing capacity, better serve our existing customers and assist us in better addressing the business requirements of large customers. The proposed expansion is estimated to commence commercial operations in the Fiscal 2024. Further details of the proposed expansion are as under:

The following table sets forth further information relating to our existing manufacturing facilities which we intend to expand:

Location	Product Verticals		Area under use (Sq.mtr.)		Capacity (MTPA)	
	Existing	Proposed	Existing	Proposed	Existing	Proposed
New Survey No.201,204 & 203, Dhanali, Mehsana, Gandhinagar	Long Product Rolls	Flat Product Rolls	9613.00	18942.00	8400	11400

*As certified by S.K. Patel, Chartered Engineer, by certificate dated August 16, 2023.

Land

The proposed expansion will be carried out at the surplus land available at our existing Manufacturing Unit 2. Accordingly, our Company will not incur any expenditure towards purchase of land.

Means of Finance for the proposed expansion

The total estimated capital cost for the proposed expansion is ₹ 2246.18 lakhs. Our Company intends to fund the cost of the Project as follows:

Means of Finance	Estimated Amount (₹ in Lakhs)*
Net Proceeds	Upto 2000.00
Internal Accrual	Upto 246.18
Total	2246.18

**Total estimated capital cost as per the Detailed Project Report (DPR) dated August 16, 2023 certified by S.K. Patel, Chartered Engineer in respect of the proposed expansion.*

We propose that any subsequent initial expenditure in relation to the proposed expansion will be funded from our internal accruals until the Net Proceeds are available to our Company.

Estimated Cost of Project

The total estimated capital cost of the Project is ₹ 2246.18 lakhs. The total cost of the Project has been estimated by our management in accordance with our business plan, current and valid quotations received from the suppliers and contractors, Detailed Project Report (DPR) dated August 16, 2023 certified by S.K. Patel, Chartered Engineer and other commercial and technical factors approved by our Board of Directors pursuant to its meeting dated August 28, 2023. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. The detailed break-down of estimated cost is set forth below:

Cost of proposed expansion	Estimated Amount (₹ in Lakhs)
Site Development	15.00
Building	951.00
Plant & Machinery	1155.18
Provision for Contingency	125.00
Total cost for proposed expansion	2246.18

Site development

The site development cost includes:

Cost of site development	Estimated Amount (₹ in Lakhs)
Cost of levelling and development	Upto 10.00
Internal road, culverts, drainage etc	Upto 5.00
Total	15.00

Building

Building work for the expansion mainly includes factory shed, utilities, under-ground water tank, office building and electric substation, among others. The total estimated cost for building and civil works is ₹ 951.00 lakhs. Our Company has received quotation dated August 14, 2023 from M/s. Akurai PEB LLP for the site development and civil works.

Nature of works	Area in mtrs.	Rate per mtrs. (in ₹)	(₹ in Lakhs)
Factory Shed	4181 m ²	22745	951.00

Our Promoter, Directors and Key Managerial Personnel or Senior Management Personnel do not have any interest in engineering, procurement and construction of the building work as above.

Plant & Machinery:

Our Company proposes to acquire plant and machineries at an estimated cost of ₹ 1155.18 lakhs. Our Company has identified the type of plant and machinery to be purchased for the proposed expansion of our Manufacturing Unit 2 and obtained quotations from various vendors but we are yet to place order for 100% of the plant and machinery. The detailed list of plant & machinery to be acquired by our Company is provided below:

Sr. No.	Machine Name	Qty	Total Cost (₹ in lakhs)	Vendor	Date of Quotation/ Purchase Order
1.	20 ton Gearless Pouring Ladle	1	13.21	Qingdao Hezhi Machinery Co. Ltd.	19-08-2023
2.	JKFE PV 06	1	4.40	J.K. Foundry Engineers	19-08-2023
3.	JKFE SILMIX 600	1	14.50	J.K. Foundry Engineers	19-08-2023
4.	Orange Peel Grab 2.5 CBM	1	20.36	Apical Engineering & Solutions Pvt. Ltd.	17-08-2023
5.	"Tacklers" Double Girder E.O.T Cranes	1	192.06	Techno Industries	19-08-2023
6.	Electronic Digital Crane Scale	1	25.92	EHP India	18-08-2023
7.	Induction Holding System	1	204.49	Electrotherm	17-08-2023
8.	Dust Collection System	1	51.67	Techflow Enterprises Pvt. Ltd	18-08-2023
9.	30T Gas Fired Vertical Pre heater	1	20.30	The Wesman Engineering Co. Pvt. Ltd.	17-08-2023
10.	20T Shake out Machine	1	47.20	The Wesman Engineering Co. Pvt. Ltd.	17-08-2023
11.	Vertical CCM for producing Rings	1	205.90	Sinya Metallurgical Technologies Co.Ltd	14-08-2023
12.	Chillers	1	113.28	Sinya Metallurgical Technologies Co.Ltd	14-08-2023
13.	Heat Treatment Furnace	1	235.41	AFECO heating Systems	27-07-2023
14.	Trinocular Inverted Metallurgical Microscope	1	3.08	TME Testing & Measuring Equipments	17-08-2023
TOTAL			1,155.18		

Our Promoter, Directors and Key Managerial Personnel or Senior Management Personnel do not have any interest in purchase of plant and machinery as above.

Contingencies

While our Company has received quotations for site development, building and civil works, plant & machinery and miscellaneous fixed assets, as above, however, we may have to incur additional costs or procure certain additional equipments and components that would be known only at the time of commencement of the civil works or commissioning of the plant & machineries and fittings. Therefore, our Company in consultation with S.K. Patel, Independent Chartered Engineer, has provided for contingencies of ₹125.00 lakhs, to fund the possible incurrence of additional costs, as mentioned above. Also, we may be required to incur additional costs which can be determined only at the time of placing of orders or receipt of machinery. Such additional costs shall be funded from the Net Proceeds or through internal accruals, if required.

Infrastructure facilities and utilities

Water

Total water requirement due to the proposed expansion is around 10000 litres per day, which will be procured from underground water sources. The water collected will be stored in underground tanks and will be used for water requirements of plant production and irrigation of lawns and plantations.

Power

We have connected load of 2000 KAV from Uttar Gujarat Vij Company Limited. Further, we have a 24*7 power backup at our Manufacturing Unit 2 through a DG set with a capacity of 250 KVA supporting our critical manufacturing operations. The company has sufficient power available at its Manufacturing unit 2 and would not require additional power for starting commercial production of the plant.

Raw Materials

The basic raw materials to manufacture Rolls includes steel scrap, Roll scrap, pig iron, nickel, ferro molybdenum, other ferro alloys, resin coated sand, etc. and we procure our raw materials based on market availability, pricing and quality. These materials are easily available indigenously in abundance and there is no scarcity of the materials. The materials can however be imported and there are no restrictions whatsoever on these.

Implementation Schedule

The proposed schedule of implementation as per the Detailed Project Report (DPR) dated August 16, 2023 issued by S.K. Patel, Chartered Engineer, is as below:

Particulars	Estimated Commencement	Estimated Completion
Acquisition of Land	Existing land at unit 2	
Site Development	October 10, 2023	October 31, 2023
Factory Shed and Building	November 1, 2023	January 31, 2024
Plant & Machinery	November 1, 2023	January 31, 2024
-Placement of orders	November 1, 2023	November 30, 2023
-Arrival of machinery	December 1, 2023	January 31, 2024
-Erection and installation	December 15, 2023	January 31, 2024
Trial Production	February 15, 2024	February 28, 2024
Commencement of Commercial Production	March 01, 2024	

Government and other approvals

Requirement	Authority	Status
Acquisition of Land	N.A.	N.A.
Site Development	N.A.	N.A.

The company has not applied for any fresh approvals as on date as the existing approvals are sufficient for the setting up of the Manufacturing unit 2. If requested by any of the statutory authorities, the Company may make the requisite application.

B. Funding our working capital requirements

The Company's business is working capital intensive and the Company avails majority of its working capital requirement in the ordinary course of its business from its internal accruals.

The working capital will be primarily used for expanding our current business operations. The funding of the working capital requirements of our Company is expected to lead to a consequent increase in our profit.

Basis of estimation of working capital requirement:

The details of Company's working capital as at Financial Year ended March 31, 2023, Financial Year ended March 31, 2022, and Financial Year ended March 31, 2021, and the source of funding, on the basis of Restated Standalone Financial Statements of our Company as at Financial Year ended March 31, 2023, Financial Year ended March 31, 2022, and Financial Year ended March 31, 2021 are provided in the table below:

(₹ in Lakhs)

Sr. No.	Particulars	As at March 31, 2023 (Restated)	As at March 31, 2022 (Restated)	As at March 31, 2021 (Restated)
I	Current assets			
	Inventories	2,638.84	2,015.94	2,446.89
	Trade receivables	1,926.50	1,575.23	1,264.65
	Short Term Loans & Advances	824.61	751.13	406.96
	Other Current Assets	87.10	49.00	73.10
	Total Current Assets (A)	5,477.06	4,391.31	4,191.60
II	Current liabilities			
	Trade payables	1,278.53	1,436.51	1501.25
	Short term provisions	250.56	179.78	77.05
	Other Current Liabilities	379.95	491.99	456.54
	Total current liabilities (B)	1,909.04	2,108.28	2,034.84
	Net working capital (A – B)	3,568.02	2,283.03	2,156.76
III	Sources of funds			
	Short-term borrowings	1,881.39	1,294.80	1,394.70
	Internal accruals or Equity	1,686.63	988.23	762.06
	Total Means of Finance	3,568.02	2,283.03	2,156.76

*As certified by Statutory Auditor S N Shah & Associates, Chartered Accountants through their certificate dated September 11, 2023

Expected working capital requirements

The estimates of the working capital requirements for the Financial Year ended March 31, 2024 and March 31, 2025 has been prepared based on the management estimates of current and future financial performance. The projection has been prepared using set of assumptions that include assumptions about future events and management's action that are not necessarily expected to occur.

On the basis of our existing working capital requirements and estimated working capital requirements, our Board pursuant to its resolution dated August 28, 2023 has approved the projected working capital requirements for Financial Year ended March 31, 2024 and March 31, 2025 with the assumptions and justifications for holding levels, and the proposed funding of such working capital requirements, as set forth below:

(₹ in lakhs)

Sr. No.	Particulars	As at March 31, 2024 (Estimated)	As at March 31, 2025 (Projected)
I	Current assets		
	Trade receivables	3750.00	2883.10
	Inventories	2900.00	2250.00
	Short Term Loans & Advances	1149.14	1148.13
	Other Current Assets	Nil	59.28
	Total Current Assets (A)	7799.14	6340.51
II	Current liabilities		
	Trade payables	1250.00	950
	Other Current Liabilities	336.09	305.49
	Short term provisions	410.00	311.04
	Total current liabilities (B)	1996.09	1566.53
	Net working capital (A – B)	5803.05	4773.98
III	Sources of funds		
	Borrowings	[●]	[●]
	Internal accruals / Equity	[●]	[●]
	IPO Proceeds	[●]	[●]
	Total Means of Finance	5803.05	4773.98

Assumptions for our estimated working capital requirement:

The table below sets forth the details of holding levels (in days) for Fiscal 2020, Fiscal 2021, Fiscal 2022 as well as projections for Fiscal 2023, Fiscal 2024 and Fiscal 2025:

(in days)

Particulars	Holding Levels (March 31, 2025) Projected	Holding Levels (March 31, 2024) Estimated	Holding Levels (March 31, 2023) Actual	Holding Levels (March 31, 2022) Actual*	Holding Levels (March 31, 2021) Actual*
Inventories	90	90	93	80	140
Trade receivables	70	70	68	63	72
Short Term Loans & Advances	28	36	29	30	23
Other Current Assets	0	2	3	2	4
Total Current Assets (A)	188	197	193	175	240
Current Liabilities (excluding borrowings and income tax liabilities)					
Trade payables	30	30	45	57	86
Short term provisions	10	10	9	7	4

Particulars	Holding Levels (March 31, 2025)	Holding Levels (March 31, 2024)	Holding Levels (March 31, 2023)	Holding Levels (March 31, 2022)	Holding Levels (March 31, 2021)
	Projected	Estimated	Actual	Actual*	Actual*
Other Current Liabilities	8	9	13	20	26
Total current liabilities (B)	48	49	67	84	116
Working Capital Cycle (A-B)	140	148	126	91	123

*As certified by Statutory Auditor S N Shah & Associates, Chartered Accountants through their certificate dated September 11, 2023

C. Justification

Inventories	Inventories levels are maintained by our Company depending upon the demand and delivery schedules. We have assumed Inventories turnover days to be around 90 days for Fiscal 2024 and 90 days for FY 2025. The Holding levels of the inventories were 140 days in Fiscal 2021 and 80 days in Fiscal 2022. The business operations during the said periods were impacted by Covid-19. However, the holding level was reduced to 80 days in Fiscal 2022. The Holding levels of the inventories were 93 days in Fiscal 2023.
Trade Receivable	We have maintain holding level for trade receivable. The Holding levels of the trade receivable were 72 days in Fiscal 2021, 63 days in Fiscal 2022 and 68 days in Fiscal 2023. We have been able to maintain the trade receivables around normalcy during the previous three Fiscals 2023, 2022 and 2021 irrespective of the Covid-19 impact.
Short Term Loans & Advances	Short term loan and advance consist of balance with government authorities, advance to employees etc. The holding level of Short Term Loans & Advances of our Company were 29 days in Fiscal 2023, 30 days in Fiscal 2022, 23 days in Fiscal 2021.
Other Current Assets	Our Company had maintained holding level of other current assets at 3 days in Fiscal 2023, 2 days in Fiscal 2022, 4 days in Fiscal 2021.
Trade Payable	For Fiscal 2024 and Fiscal 2025, we expect to utilize proceeds of the issue to rationalize the creditors payment days and thus intends to get benefits of better pricing by offering faster payment terms. The holding level of our creditors payment period had come down from 86 days in Fiscal 2021 to 57 days in Fiscal 2022 and to 45 days in Fiscal 2023.
Other Current liabilities	This consists of amounts payable to employees and towards other expenses and are assumed to be having payment cycle as per the terms and conditions prevailing for each such financial liability. The holding level of other financial liabilities has ranged 13 days in Fiscal 2023, 20 days in Fiscal 2022 and 26 days in Fiscal 2021.
Short term provision	The holding levels of short term provision has ranged of 9 days in Fiscal 2023, 7 days in Fiscal 2022 and 4 days in Fiscal 2021.

D. General Corporate Purposes

We will have flexibility in utilizing the balance Net Proceeds, if any, for general corporate purposes, subject to such utilization not exceeding 25% of the gross proceeds from the Fresh Issue in accordance with the SEBI ICDR Regulations, including but not restricted towards part or full prepayment / repayment of our borrowings, strategic initiatives, acquisitions, investments in future subsidiaries of our Company, opening or setting up offices, business development initiatives, R&D, acquiring fixed assets, meeting any expense (including capital expenditure requirements) of our Company, including salaries and wages, rent, administration, insurance, repairs and

maintenance, payment of taxes and duties, meeting any short-fall in the issue expenses, meeting expenses incurred in the ordinary course of business and towards any exigencies. The quantum of utilization of funds toward the aforementioned purposes will be determined by our Board based on the amount actually available under the head “**General Corporate Purposes**” and the corporate requirements of our Company.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any which are not applied to the other purposes set out above.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by the Board. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object i.e., the utilization of Net Proceeds.

Issue Related Expenses

The total expenses of the Issue are estimated to be ₹ [•] Lakhs. The break-up for the Issue expenses is as follows:

Activity	Estimated Amount (₹ in Lakhs) *	As a % of total estimated issue expenses ⁽¹⁾	As a % of issue size ⁽¹⁾
Lead manager(s) fees	[•]	[•]	[•]
Brokerage, selling commission and upload fees	[•]	[•]	[•]
Registrars to the issue	[•]	[•]	[•]
Legal Advisors	[•]	[•]	[•]
Advertising, underwriting commission and issue marketing expenses	[•]	[•]	[•]
Regulators including stock exchanges	[•]	[•]	[•]
Printing and distribution of issue stationary	[•]	[•]	[•]
Others, if any (to be specified)	[•]	[•]	[•]
Total	Upto [•]	[•]	[•]

*Excluding applicable taxes (GST)

Notes:

As on date of this Draft Prospectus, the fund deployed out of internal accruals as on date of this Draft Prospectus is ₹ [•] Lakhs towards Issue expenses including applicable taxes

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

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

* The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE

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

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

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

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

<i>Members of the Syndicate/ RTAs/ CDPs (uploading charges)</i>	<i>₹10 per valid application (plus applicable taxes)</i>
<i>Sponsor Bank-ICICI Bank</i>	<i>₹7 per valid application* (plus applicable taxes).The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars and other applicable law</i>

**For each valid application by respective Sponsor Bank*

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIIs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

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

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

**Based on valid applications*

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

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

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

**Based on valid applications*

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

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

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No:

SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021

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

Interim use of Net Proceeds

Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans or entered into any other similar financial arrangements from / with any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraisal Report

None of the Objects for which the Net Proceeds will be utilised, require appraisal from any agency in terms of applicable law.

Appraisal by Appraising Agency

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

Monitoring Utilization of Funds

Our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Additionally, the Audit Committee shall review the report submitted by the Management and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditors of our Company. Furthermore, in accordance with Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement including deviations, if any, in the utilization of the Net Proceeds of the Issue from the Objects as stated above. The 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. We will disclose the utilization of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilized clearly specifying the purpose for which such Net Proceeds have been utilized. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Financial Year, we will utilize such unutilized amount in the next Financial Year.

Variation in Objects

Our Company shall not vary the objects of the Issue, as envisaged under Sections 13(8) and 27 of the Companies Act and applicable rules, without our Company being authorised to do so by the Shareholders by way of a special resolution and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act.

Other Confirmation

No part of the Net Proceeds will be utilised by our Company as consideration to our Promoter, members of the Promoter Group, Directors, or Key Managerial Personnel or Senior Management Personnel. Our Company has not entered into nor is planning to enter into any arrangement / agreements with Promoter, members of the Promoter Group, Directors or Key Managerial Personnel or Senior Management Personnel in relation to the utilisation of the Net Proceeds. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects, as set out above.

BASIS FOR ISSUE PRICE

The Issue Price of ₹ [●] per Equity Share is determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is ₹ 10 per Equity Share. The Issue Price is [●] times the face value.

Investors should refer chapters titled “*Risk Factors*”, “*Business Overview*”, “*Restated Financial Statements*” and “*Management Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 22, 112, 168 and 203 respectively of this Draft Prospectus to get an informed view before making an investment decision. The trading price of the Equity shares of our Company could decline due to risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the qualitative factors, which form the basis for computing the price, are:

1. Strong Marketing and Distribution network;
2. Robust and Scalable Business Model;
3. Diversified customer base and long-standing relationship with our customers;
4. Diversified Product Portfolio;
5. Experienced Promoter Directors with extensive domain knowledge.

For further details, refer heading “*Our Competitive Strengths*” under chapter titled “*Business Overview*” beginning on page 112 of this Draft Prospectus.

Quantitative Factors

Information presented below relating to the Company is based on the Restated Financial Statements for the Financial Year ended March 31, 2023, Financial Year ended March 31, 2022 and for the Financial Year ended March 31, 2021. Some of the quantitative factors which form the basis or computing the price, are as follows:

1. Basic and Diluted Earnings per Share (EPS)

Particulars	After Bonus issue	
	Basic EPS and Diluted EPS	Weights
March 31, 2021	5.11	1
March 31, 2022	7.02	2
March 31, 2023	11.86	3
Weighted Average	9.12	-

Note.

- The face value of each Equity Share is Rs. 10.
- Basic and diluted Earnings per share calculations are in accordance with Indian GAAP and Accounting Standard as applicable and based on the Restated Financial Statement of our Company.
- Basic and Diluted EPS = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / weighted average no. of equity shares outstanding during the year (Post effect of bonus) /period as per Restated Financial Statement
- Weighted Average EPS = Aggregate of Year wise weighted EPS divided by the Aggregate weights i.e [(EPS *Weights) for each year / Total Weights]
- The above statement should be read with significant accounting policies and notes on Restated Financial Information as appearing in the Restated Financial Statements.
- Our Company issued bonus Equity Shares in the ratio of 322 fully paid bonus Equity Shares for every 100 Equity share held to the existing shareholders as fully paid bonus shares on July 04, 2023. For calculating the Weighted Average Number of Equity Shares for EPS above, these bonus shares have been considered in the periods reported.

2. Price to Earnings (P/E) ratio in relation to Issue Price ₹ [●] per Equity Share of ₹ 10 each fully paid up

Particulars	P/E ratio
P/E ratio based on Basic & Diluted EPS for the financial year ended March 31, 2023 (Post Bonus)	[●]
P/E ratio based on weight average	[●]
Industry Peer Group P/E ratio*	

Particulars	P/E ratio
Highest*	[●]
Lowest*	[●]
Average*	[●]

Source: BSE and NSE Website

* Tayo Rolls Limited, is under IRP process with no business operations

The figures for the peer group are for the year ended March 31, 2023 and are based on their respective consolidated financial statements filed with Stock Exchange. CMP of the peer group is as per the closing price as on [●], 2023 as available on www.bseindia.com and www.nseindia.com

3. Return on Net worth (RoNW)

Return on Net Worth (RoNW) as per Restated Financial Statements

Particulars	RoNW	Weights
March 31, 2021	12.93%	1
March 31, 2022	15.09%	2
March 31, 2023	20.31%	3
Weighted Average	17.34%	-

Note: Return on Net worth has been calculated as per the following formula:

- 1) Return on Net Worth (%) = Net Profit (Loss) after tax as restated attributable to Equity Shareholders / Average Net worth as restated as at year/period end.
- 2) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- 3) Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.

4. Net Asset Value (NAV)

Particulars	After Bonus issue
	(₹)
Net Asset Value per Equity Share as of March 31, 2023	58.39
Net Asset Value per Equity Share after IPO	[●]
Issue Price per equity share	[●]

Notes:

- (i) Net Asset Value per Equity Share is calculated as net worth attributable to equity shareholders as at the end of Financial period/year divided by the weighted average number of Equity Shares used in calculating basic earning per share.
 - “Net Worth attributable to the owners of our Company” 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, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per the SEBI ICDR Regulations as at March 31, 2023, March 31, 2022 and March 31, 2021.
 - Our Company issued bonus Equity Shares in the ratio of 322 fully paid bonus Equity Shares for every 100 Equity share held to the existing shareholders as fully paid bonus shares on July 04, 2023.
- (ii) To be decided upon finalization of Issue Price per Equity Share.

5. The Issue price is [●] times of the face value of the Equity Shares

The Issue Price of ₹ [●] per Equity Share has been determined by the Company in consultation with the lead manager on the basis of an assessment of market demand for the Equity Shares through the fixed price issue process and on the basis of qualitative and quantitative factors.

Prospective investors should read the above-mentioned information along with “*Risk Factors*”, “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and “*Restated Financial Statement*” beginning on pages 22, 112, 203 and 168, respectively of this Draft Prospectus, 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.

6. Key Performance Indicators

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

The KPIs herein have been certified by Statutory Auditor, S.N. Shah & Associates, Chartered Accountants, by their certificate dated September 11, 2023.

The KPIs of our Company have been disclosed in the chapters titled “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*” on pages 112 and 203 respectively. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations*” on page **Error! Bookmark not defined.**

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any additions or dispositions to its business during the financial years ended March 31, 2021, 2022 and 2023.

Our Company confirms that it shall continue to disclose all the KPIs included in this chapter 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 for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Key Performance Indicators of our Company.

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Revenue from Operations (₹ in Lakhs) ⁽¹⁾	10,337.13	9,170.45	6,379.49
Growth in Revenue from Operations (%)	12.72%	43.75%	-
EBITDA (₹ in Lakhs) ⁽²⁾	1324.98	987.23	1118.05
EBITDA Margin (%) ⁽³⁾	12.82%	10.77%	17.53%
Restated Profit After Tax for the Year (₹ in Lakhs) ⁽⁴⁾	692.05	409.78	298.24
PAT Margin (%) ⁽⁵⁾	6.69%	4.47%	4.67%
Net Worth (₹ in Lakhs) ⁽⁶⁾	3408.18	2716.13	2306.35
Capital Employed (₹ in Lakhs)	6,538.63	5,402.35	5,158.17
ROE (%) ⁽⁷⁾	16.83%	11.51%	14.20%
ROCE (%) ⁽⁸⁾	20.26%	18.27%	21.68%

* Not Annualized

Notes:

⁽¹⁾ Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

⁽²⁾ Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation & amortisation + Finance Cost

⁽⁴⁾ EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations

⁽⁵⁾ PAT Margin (%) is calculated as PAT for the period/year divided by revenue from operations.

⁽⁶⁾ Net worth is aggregate value of the paid-up equity share capital of the Company and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding revaluation reserves if any, as per Restated Financial Information.

⁽⁷⁾ Return on Equity (%) refers to restated profit for the year/period attributable to equity shareholders of our Company divided by Net worth.

⁽⁸⁾ Return on Capital Employed is calculated as earnings before interest and taxes divided by Capital Employed.

-Earnings before interest and tax is calculated as restated profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs.

-Capital Employed is calculated as total equity plus total borrowings and deferred tax liabilities minus intangible assets.

Explanation of KPI Metrics:

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

7. Comparison with industry peers

Tayo Rolls Limited, is under IRP process with no business operations.

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

Companies	EPS (₹)	PE ratio (with Bonus)	RONW (%)	NAV	Face Value	EBITDA (₹ in Lakhs)	Revenue from operations (₹ in Lakhs)
Deem Roll-Tech Limited	50.03	[●]	15.52%	322.27	10	1,213.54	10,337.13
Tayo Rolls Limited	(3.36)	(6.64)	N.A.	(471.86)	10	NIL	NIL

Source: All the financial information for listed industry peers mentioned above is on a standalone basis and is sourced from the annual reports/ financial results as available of the respective company for the year ended March 31, 2023 submitted to stock exchanges or on company's website as available.

Notes:

- The figures for Deem Roll-Tech Limited are based on the Restated Financial Statements for the period ended March 31, 2023.
- The figures for the peer group are for the year ended March 31, 2023 and are based on their standalone financial statements filed with Stock Exchange.
- Tayo Rolls Limited, is under IRP process with no business operations.
- NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.
- P/E Ratio for the peer has been computed based on the closing market price of respective equity shares as on [●] sourced from website of Stock Exchange as divided by the Basic/diluted EPS as applicable.
- RoNW is computed as net profit after tax, as attributable to the owners of the Company divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) and as attributable to the owners of the Company.

9. Weighted average cost of acquisition

- The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the primary/ new issue of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Transactions")

There has been no issuance of Equity Shares or convertible securities, (excluding the issuance of bonus shares on July 4, 2023), during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- b) *The price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on the secondary sale / acquisition of Equity Shares or convertible securities involving any of the Promoter, members of the Promoter Group or Shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”).*

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

- c) Since there are no such transactions to report to under (a) and (b) therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoter/ members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Draft Prospectus irrespective of the size of transactions, is as below:

Date of allotment/ transaction	No. of Equity Shares	Face value per Equity Shares	Issue/ transaction price per Equity Share (₹)	Nature of allotment / transaction	Nature of consideration	Total consideration (in ₹ lakhs)
Primary transaction						
July 4, 2023	44,54,032	10	N.A.	Bonus issue in the ratio of 322 fully paid up bonus Equity Shares for every 100 existing Equity Shares held	Other than cash	Nil
Total	44,54,032					Nil
Weighted average cost of acquisition (primary transaction)						Nil
Secondary transaction						
Total	NIL				NIL	NIL
Weighted average cost of acquisition (secondary transaction)						N.A.#

Note: The above details have been certified by S.N. Shah & Associate, Chartered Accountants by their certificate dated September 11, 2023. The acquisition price is Nil since the Equity Shares were allotted pursuant to a bonus issue. For details, please refer to chapter titled “Capital Structure – Equity Share capital history of our Company” on page 58 of this Draft Prospectus.

#There have been no secondary transactions in Equity Shares of our Company (i.e., secondary transactions where our Promoter, members of our Promoter Group and/or Shareholders of our Company having the right to nominate director(s) on the Board of Directors of the Company, are a party to the transaction), during the three years prior to the date of this Draft Prospectus.

d) Weighted average cost of acquisition and Issue Price

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares) *	Issue Price
I. Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan / employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	NA [^]	[●] times
II. Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities, where promoter/ promoter group entities or shareholder(s) having the right to nominate director(s) in the Board area party to the transaction, during the 18 months preceding the date of filing of this Draft Prospectus, where either acquisition nor sale is equal to or more than five percent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	NA [^]	[●] times
III. Since there are no such transactions to report to under (I) and (II) above, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoter/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Draft Prospectus irrespective of the size of the transaction, is as below.	NA [^]	[●] times
Type of transactions	WACA (in ₹)	Issue Price (in ₹)
a) WACA*of Equity Shares based on primary issuances undertaken during the three immediately preceding years	NA [^]	[●] times
b) WACA*of Equity Shares based on secondary transactions under taken during the three immediately preceding years	NA [^]	[●] times

[^]WACA has been mentioned as N.A. since there have been no transactions excluding bonus issuance.

* To be updated at Prospectus stage.

[^]There were no primary / new issue of shares (equity/ convertible securities) transactions in last 18 months from the date of this Draft Prospectus.

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

Note: This will be included upon finalisation of Issue Price

10. The Issue Price is [●] times of the face value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the LM and is justified in view of the above qualitative and quantitative parameters.

The trading price of Equity Shares could decline due to factors mentioned in **“Risk Factors”**, on page 22 of this Draft Prospectus and you may lose all or part of your investments, Bidders should read the above-mentioned information along with **“Business Overview”**, **“Management’s Discussion and Analysis of Financial Position and Results of Operations”** and **“Restated Financial Statements”** on pages 112, 203 and 168, respectively of this Draft Prospectus, to have a more informed view before making an investment decision.

STATEMENT OF TAX BENEFITS

To
The Board of Directors
Deem Roll-Tech Limited
C-3/301, Anushruti Apartment,
Opp. New York Tower,
S.G. Highway,
Ahmedabad - 380054.

Sub: Statement of possible Special Tax Benefits available to the Company and its equity shareholders under the direct and indirect tax laws

We refer to the proposed initial public offering of equity shares (the “Issue”) of Deem Roll-Tech Limited (the “Company”). We enclose herewith the statement (the “Annexure”) showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the Indian direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”), Foreign Trade Policy 2015-2020 (collectively the “Taxation Laws”)] including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2023-2024 relevant to the financial year 2022-23 for inclusion in the Draft Red Herring Prospectus (“DRHP”) for the proposed initial public offering of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income-tax Act, 1961. Hence, the ability of the Company and/or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions which is based on business imperatives the Company may face in the near future and accordingly, the Company or its shareholders may not choose to fulfill.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultants, with respect to the specific tax implications arising out of their participation in the Issue 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. We are neither suggesting nor are we advising the investors to invest or not to invest money based on this statement.

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

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

- The Company and/or its Shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include this report and the enclosed Annexure regarding the special tax benefits available to the Company and its shareholders in the Draft Prospectus for the proposed initial public offer of equity shares which the Company intends to submit to the NSE Limited (the “Stock Exchange”), where the equity shares of the Company are proposed to be listed, and other required regulators, if any, provided that the below statement of limitation is included in this Draft Prospectus

LIMITATIONS

Our views expressed in the enclosed Annexure are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations

and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the existing provisions of taxation laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors and third parties who may or may not invest in the initial public offer relying on the statement. This statement has been prepared solely for the purpose of assisting the Company in discharging its responsibilities under the ICDR Regulations.

**For S.N. Shah & Associates
Chartered Accountants
FRN: 109782W**

**Sd/-
Priyam Shah
Partner
M.No. 144892**

**Place: Ahmedabad
Date: August 28, 2023
UDIN: 23144892BGQOBA1189**

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 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”)

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

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

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

Notes:

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION V: ABOUT THE COMPANY

INDUSTRY OVERVIEW

Industry publications are prepared based on information as at specific dates and may no longer be current or reflect current trends. The information in this section is also derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation.

*Accordingly, investment decisions should not be based on such information. For additional details, including the disclaimers associated with the Industry Report, see “**Presentation of Financial, Industry and Market Data**” beginning on page 14 of this Draft Prospectus.*

INTRODUCTION

One of the primary forces behind industrialization has been the use of metals. Steel has traditionally occupied a top spot among metals. Steel production and consumption are frequently seen as measures of a country's economic development because it is both a raw material and an intermediary product. Therefore, it would not be an exaggeration to argue that the steel sector has always been at the forefront of industrial progress and that it is the foundation of any economy. The Indian steel industry is classified into three categories - major producers, main producers and secondary producers.

India is home to fifth-highest reserves of iron ore in the world. Easy availability of low-cost manpower and presence of abundant iron ore reserves make India competitive in the global set up. In FY23, the production of crude steel in India stood at 125.32 MT. India's steel production is estimated to grow 4-7% to 123-127 MT in FY24. The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels.

MARKET SCENARIO

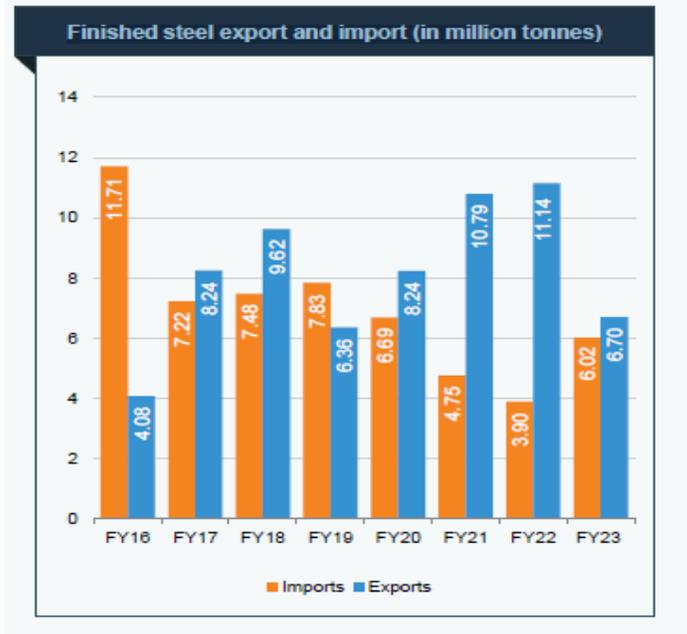
Indian Market Scenario

In the past 10–12 years, India's steel sector has expanded significantly. Production has increased by 75% since 2008, while domestic steel demand has increased by almost 80%. The capacity for producing steel has grown concurrently, and the rise has been largely organic.

In FY23, the production of crude steel and finished steel stood at 125.32 MT and 121.29 MT respectively. In CY22, India produced about 124.5 MT of crude steel, while finished steel production stood at 117.6 MT. In FY23, the consumption of finished steel stood at 119.17 MT. In April 2023, India's finished steel consumption stood at 9.92 MT.

In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively. In FY22, India exported 11.14 MT of finished steel. In April 2023 exports of steel stood at 8.55 lakh metric tonnes (LMT), while imports stood at 4.60 LMT.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030–2031. By 2030–31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–1931. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.



Evolution of the Indian steel sector

A. 1907-18

Production of steel started in India (TISCO was setup in 1907)

IISC was set up in 1918 to compete with TISCO.

B. 1923-48

Mysore Iron and Steel Company was set up in 1923.

According to the new Industrial Policy Statement (1948), new ventures were only undertaken by the central Government.

C. 1954-64

Hindustan Steel Ltd and Bokaro Steel Ltd. were setup in 1954 and 1964, respectively.

In the early 1990s, the public sector dominated steel production.

Private players were in downstream production mainly producing finished steel using crude steel products.

D. 1973-92

SAIL was created in 1973 as a holding company to oversee most of India's iron and steel production.

In 1989, SAIL acquired Vivesvata Iron and Steel Ltd.

In 1993, the Government set plans in motion to partially privatise SAIL.

E. 1993-2014

Foreign players began entering the Indian steel market

No license requirement for capacity creation

Imposition of export duty on iron ore, to focus more on catering growing domestic demand

Decontrol of domestic steel prices

Launch of Scheme for promotion of Research and Development in Iron and Steel sector.

F. 2015-22

In 2019, India ranked as the second-largest crude steel producer in the world.

In FY23, the finished steel production stood at 121.29 MT.

In FY23, the production of crude steel in India stood at 125.32 MT.

(Source: www.ibef.org)

MACROECONOMIC OVERVIEW OF INDIA

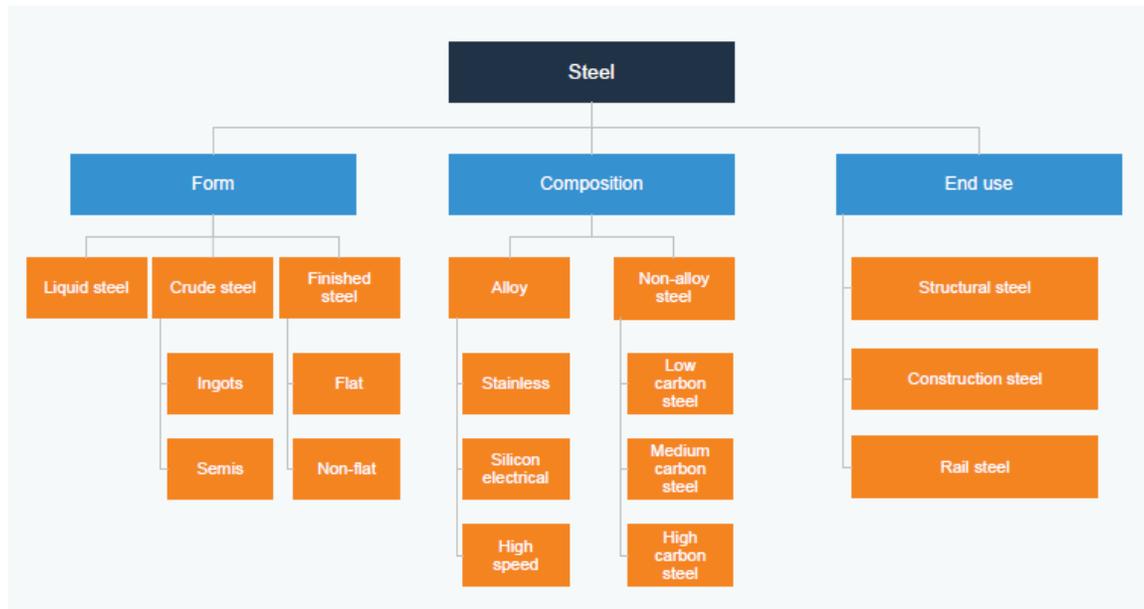
1. Following a contraction of 7.3% in 2020-21, the Indian economy is expected to grow by 9.2% in real terms in 2021-22 (according to initial advanced projections).
2. GDP is expected to grow in real terms by 8-8.5% in 2022-23.
3. The coming year is expected to see an increase in private sector investment with the financial system in strong shape to support the country's economic recovery.
4. The projection is equivalent to the World Bank's and Asian Development Bank's recent predictions of 8.7% and 7.5% real GDP growth for 2022-23, respectively.
5. According to the IMF's latest World Economic Outlook projections, India's real GDP will grow at 9% in 2021-22 and 2022-23, and 7.1% in 2023-2024, making it the world's fastest growing major economy for all three years.
6. In 2021-22, agriculture and allied industries are predicted to grow by 3.9%, industry by 11.8%, and services by 8.2%.
7. In 2021-22, demand for consumption is expected to increase by 7.0%, Gross Fixed Capital Formation (GFCF) by 15%, exports by 16.5%, and imports by 29.4%.
8. Indicators of macroeconomic stability imply that the Indian economy is well positioned to meet the challenges of 2022-23.
9. In 2022-23, a combination of large foreign exchange reserves, continued foreign direct investment, and expanding export revenues will provide an effective cushion against a potential global liquidity withdrawal.
10. The "second wave's" economic effect was significantly less than the full lockdown in 2020-21, but the health consequences were far more severe.
11. The Indian government's unique reaction included safety-nets to soften the impact on vulnerable sectors of society and the business sector, a major increase in capital investment to promote growth, and supply-side reforms to ensure long-term expansion.
12. In a climate of severe unpredictability, the government's flexible and multi-layered reaction is based in part of an "Agile" framework that employs feedback loops and the usage of 80 High Frequency Indicators (HFIs).
13. In 2021-22, agriculture and allied industries are predicted to grow by 3.9%, industry by 11.8%, and services by 8.2%.

Recent Fiscal Developments in India are as follows:

1. From April to November 2021, the Central Government's revenue receipts increased by 67.2% (YoY), compared to a 9.6% increase predicted in the 2021-22 Budget Estimates (over 2020-21 Provisional Actuals).
2. In terms of YoY growth, gross tax revenue increased by more than 50% from April to November 2021. This is also a strong performance when compared to pre-pandemic levels in 2019-2020.
3. Capex increased by 13.5% (YoY) from April to November 2021, with a heavy focus on infrastructure-intensive sectors.
4. Continued tax collection and a targeted expenditure approach has helped to keep the budget deficit for April to November 2021 at 46.2% of BE.
5. The Central Government debt has increased from 49.1% of GDP in 2019-20 to 59.3% of GDP in 2020-21 as an outcome of increased borrowings for COVID-19, but it is expected to decline as the economy recovers.

STEEL MARKET

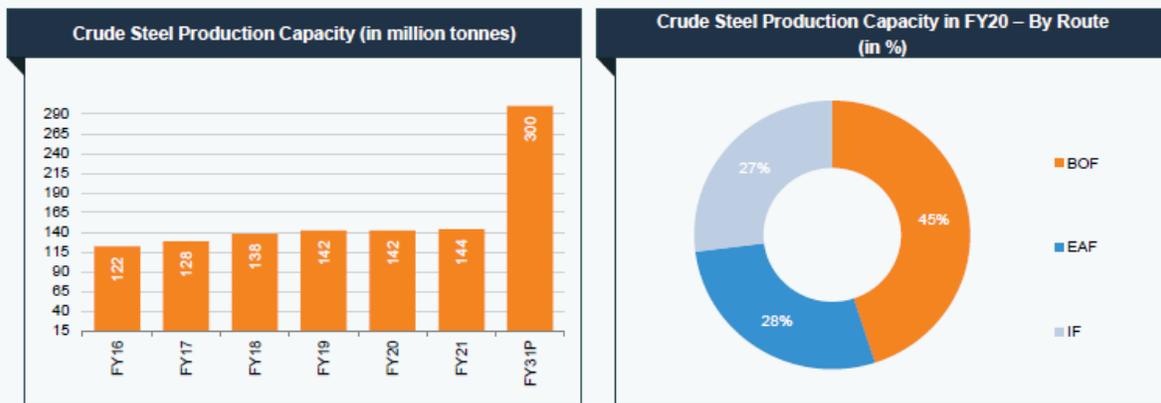
Structure of the steel sector



STEEL SECTOR PRODUCTION CAPACITY

India's steel production capacity has expanded rapidly over the past few years, growing at a CAGR of 3.96% from 122 MT in FY16 to 154 MT in FY23. The National Steel Policy 2017 has envisaged achieving up to 300 MT of production capacity by 2030-31.

- A. India will commission new steelmaking facilities with a capacity of about 40 MT per year by the 2025/2026 financial year.
- B. BF-BOF route is expected to contribute 65% of the capacity, while the remaining 35% is expected to come from EAF & IF routes.
- C. Expansion of production capacity to 300 MT will translate into additional investment of ₹ 10 lakh crore (US\$ 156.08 billion) by 2030-31.
- D. Steel companies are looking to restart expansion projects on the back of surging steel process with a capacity addition of 29 MT.



Steel production in India has been growing at a fast pace

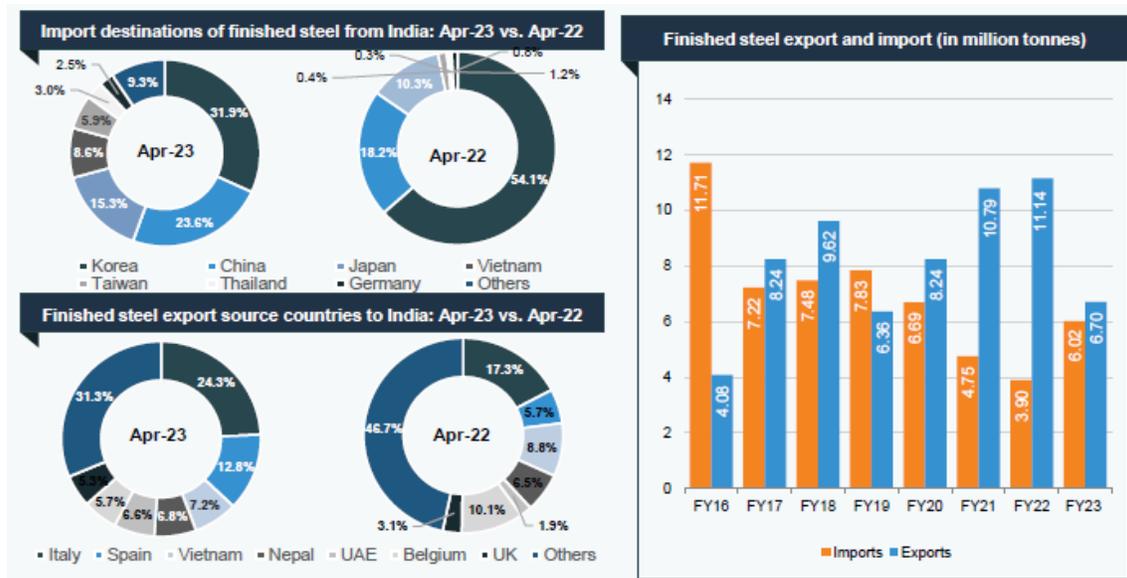
In April-November 2022, the production of crude steel and finished steel in India stood at 81.96 MT and 78.09 MT respectively.

- In FY23, the production of crude steel and finished steel stood at 125.32 MT and 121.29 MT respectively.
- In FY22, production of finished steel stood at 133.596 MT.
- In FY22, production of crude steel and finished steel stood a 133.596 MT and 120.01 MT, respectively.
- To support MSMEs, the government has reduced customs duty on stainless steel to 7.5%.
- In the Union Budget 2023-24, an investment of Rs. 75,000 crore (US\$ 9.15 billion) (including Rs. 15,000 crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.



CHEMICAL SECTOR IMPORT AND EXPORT STATISTICS

- In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively.
- In FY22, India exported 11.14 MT of finished steel.
- In April 2023 exports of steel stood at 8.55 lakh metric tonnes (LMT), while imports stood at 4.60 LMT.



TRENDS IN THE INDIAN STEEL INDUSTRY

Growing investment

- AMNS India is planning to spend US\$ 7.4 billion on expanding capacity and increasing its value-added capabilities, which includes investments in both its upstream and downstream capacities and enhancing its iron ore capabilities.
- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- In September 2022, Steel Authority of India Limited (SAIL), a Maharatna PSU, supplied 30,000 tonnes of the entire DMR grade specialty steel for the nation's first indigenously built Aircraft Carrier INS Vikrant.
- In October 2021, ArcelorMittal and Nippon Steel Corp.'s joint venture steel firm in India, announced a plan to expand its operations in the country by investing ~Rs. 1 trillion (US\$ 13.34 billion), over 10 years.
- In August 2021, Tata Steel announced to invest Rs. 8,000 crore (US\$ 1.08 billion) in capital expenditure to develop operations in India in FY22.
- In August 2021, ArcelorMittal announced to invest Rs. 1 lakh crore (US\$ 13.48 billion) in Gujarat for capacity expansion.
- In August 2021, Tata Steel announced to invest Rs. 3,000 crore (US\$ 404.46 million) in Jharkhand to expand capacities over the next three years.
- In August 2021, Jindal Steel & Power Ltd. announced plans to invest US\$ 2.4 billion to increase capacity over the next six years to meet the rising demand from customers.
- Between April 2000-March 2022, Indian metallurgical industries attracted FDIs of US\$ 17.01 billion.
- In the next three years from June 2021, JSW Steel is planning to invest Rs. 47,457 crore (US\$ 6.36 billion) to increase Vijayanagar's steel plant capacity by 5 MTPA and establish a mining infrastructure in Odisha.

Strategic alliances

- In May 2023, JSW Steel and JFE Steel, signed an agreement to set up a JV company to manufacture the entire range of cold rolled grainoriented electrical steel (CRGO) products at Vijaynagar in Karnataka.

▪ In April 2023, AMNS India, a joint venture between ArcelorMittal and Nippon Steel, received approval from India's regulatory body (NCLT) to acquire Indian Steel Corporation.

▪ Tata Steel in April 2023, informed that it has signed an agreement with A&B Global Mining to harness new business development opportunities and deliver mine technical services. The steel major will closely work with ABGM India which will interface with their South African entity to explore business opportunities in India and abroad besides utilising each other's technical and strategic strengths to deliver projects across the mining and metals, including the steel value chain.

▪ Steel giants ArcelorMittal, and Sajjan Jindal's JSW Steel are in the race to acquire the steel plant of mining major National Mineral Development Corporation (NMDC) in Chhattisgarh. The steel manufacturing facility located in Nagarnar, Chhattisgarh has been planned for privatisation in the current financial year (FY23).

▪ In October 2022, JSW Steel signed an MoU with Smartex to explore the potential to promote innovation and turnkey approaches from financing to technology availability and market access aimed at decarbonisation of the steel sector in India.

▪ In September 2022, JSW Steel signed an MoU with SMS group to explore multiple cutting-edge solutions and research and development projects to reduce carbon emissions in its iron and steel making operations in India.

▪ Tata Group approved the amalgamation of all its metal companies into Tata Steel. The companies to be merged into Tata Steel are Tata Steel Long Products (TSLP), Tinplate Company of India Limited (TCIL), Tata Metaliks Limited (TML), TRF Limited (TRF), Indian Steel and Wire Products Limited (ISWP), Tata Steel Mining Limited (TSML) and S&T Mining Company Limited.

▪ In August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.

▪ In October 2021, Tata Steel and Rail Vikas Nigam Limited (RVNL), signed an MoU to implement infrastructure projects.

▪ In August 2021, Steel Strips Wheels Limited signed an agreement with Tata Steel Long Products to source round bars of various grades for three years for automotive customers.

▪ In July 2021, Tata Steel collaborated with start-ups in India to implement electric vehicles (EVs) for steel transportation.

Entry of international companies

Attracted by the growth potential of the Indian steel industry, several global steel players have been planning to enter the market.

▪ In February 2020, GFG Alliance acquired Adhunik Metaliks and its arm, Zion Steel, for Rs. 425 crore (US\$ 60.81 million), marking its entry into the Indian steel market.

▪ CarVal Investors, the investment arm of US-based agri group, Cargill, has offered around Rs. 2,000 crore (US\$ 277.20 million) along with Asset Reconstruction Company (India) Ltd. for the purchase of Uttam Value Steels and Uttam Galva Metaliks.

Increased emphasis on technological innovations

▪ Tata Steel has commenced the trial injection of hydrogen gas using 40% of the injection systems in 'E' Blast Furnace at its Jamshedpur Works. This is the first time in the world that such a large quantity of hydrogen gas is being continuously injected in a blast furnace.

▪ In the wake of COVID-19 pandemic, Tata Steel has geo-fenced its plant premises to track the movement of employees to track and manage any COVID-19 cases amongst its employees.

▪ In February 2023, Tata Steel sets up an Innovation Centre for Mining and Mineral Research at IIT (ISM) Dhanbad.

▪ Companies are attempting coal gasification and gas-based direct-reduced iron (DRI) production. Other alternative technologies such as Hismelt, Finex and ITmk3 being adopted to produce hot metal.

- Provisional Worldsteel report indicates that the global DRI output stood at 15.31 MT from January to February 2021, up 0.9% over same period last year, driven by India (6.4 MT, 42% share) at the number one spot.
- The Ministry of Steel has issued necessary direction to the steel companies to frame a strategy for taking up more R&D projects by spending at least 1% of their sales turnover to facilitate technological innovations in the steel sector.
- The Ministry has established a task force to identify the need for technology development and R&D.
- The Ministry has adopted energy efficiency improvement projects for mills operating with obsolete technologies.
- In January 2021, the Ministry of Steel, signed a Memorandum of Cooperation with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India–Japan Steel Dialogue.
- In February 2021, Tata Steel BSL collaborated with FarEye, a software logistics firm, to improve its digital transformation process.

Vehicle Scrappage Policy to reduce steel prices

- India is spreading its wings further to foray into another highly potential, yet untapped metal industry.
- The recently announced ‘Vehicle Scrappage Policy’ intends to de-clutter the country of its huge automobile and white goods waste through recycling.
- This proposed policy seeks to phase out unfit vehicles to reduce vehicular pollution, meet the climate commitments, improve road safety and fuel efficiency, formalise the vehicle scrapping industry and recover low-cost materials for the automotive, steel and electronics industries.
- Primarily, this new policy aims to boost new vehicles sales, which will stimulate the economy. Automobile manufacturers and the allied industry will benefit from this policy.
- With the scrapping of old vehicles, raw materials such as plastic, copper, aluminium, steel and rubber will be recycled. This will bring down the cost component and help the industry become more cost competitive.

Steel plants as heroes tackling India’s oxygen scarcity

- Steel plants across the country ramped up supply of essential liquid medical oxygen from 538 metric tonnes per day in April 2021, to >4,000 metric tonnes, with supplies touching 4,435 metric tonnes, as of May 17, 2021.
- In April 2021, India faced a severe shortage of oxygen cylinders for COVID patients.
- It was only a year ago that the central government, for the first time ever, permitted manufacturers of industrial oxygen to produce and sell gas for medical use. The decision proved to be a life saver during the pandemic.
- Currently, 28 oxygen units located in major public and private sector steel plants are supplying ~1,500 metric tonnes of medical oxygen per day (MTPD) across the country, as per data by the Ministry of Steel.
- Some steel plants are also filling oxygen cylinders and supplying to the states and hospitals.

STRATEGIES ADOPTED BY STEEL INDUSTRY

CAPACITY EXPANSION

- Tata Steel is planning to double its steel production capacity in India to 40 million tonnes per year by 2030.
- Steel Authority of India Ltd. to nearly double its capacity to 34-35 MT by 2030-31. At present, its operating crude steel capacity is around 19.5 MT.
- Tata Steel is planning to set up more scrap-based facilities that will have a capacity of at least a billion tonnes by 2025.
- Tata Steel is planning to expand its annual capacity in India from 34 MTPA to 55 MTPA by 2030.

- In September 2021, ArcelorMittal Nippon Steel India commissioned its second 6-million-tonne pellet plant, which took the total capacity at Paradeep pelletisation complex in Odisha to 12 million tonnes, making it India's largest single-location pelletisation complex.
- A long-term perspective is to achieve capacity of 300 MTPA by 2030 as per National Steel Policy 2017.
- Tata Steel is expanding the capacity of its Kalinganagar plant from 3 MTPA to 8 MTPA with an estimated investment of Rs. 23,500 crore (US\$ 36.46 billion). The expansion is likely to be completed by 2021 or early 2022. It is expected to improve margins and lead to cost effectiveness. The company is planning to increase its overall installed capacity to 30 MTPA by 2025 from the current 18.5 MTPA.
- In JSW Steel has undertaken capacity expansion at its Dolvi unit in Maharashtra. It is investing around Rs. 15,000 crore (US\$ 2.24 billion) to double the capacity of its plant to 10 MT. The plans have been delayed due to unavailability of labour due to COVID-19 lockdowns. The company now expects to finish the expansion by first half of 2022.
- In May 2021, JSW Steel announced the steel-making expansion at its Vijayanagar plant by 5 MT every year to 17 MT every year, by the financial year ending March 2024.

EXPANSION THROUGH BROWNFIELD INVESTMENT

- The steel sector is going through a phase of consolidation and companies operating in the sector are expected to undertake brownfield investments for expansion.
- In August 2021, Shyam Steel Industries approved an investment worth US\$ 95 million for brownfield expansion.
- In June 2021, Shyam Metalics and Energy Ltd. (SMEL) announced that the company is planning to double its production capacity at an estimated investment of ~Rs. 2,894 crore (US\$ 389.72 million) through brownfield expansion at two of its units in the next 3-4 years.

OPPORTUNITIES IN STEEL INDUSTRY

Automotive

- The automotive industry is forecast to reach US\$ 260- 300 billion by 2026.
- The industry accounts for around 10% of the demand for steel in India.
- With increasing capacity addition in the automotive industry, demand for steel from the sector is expected to be robust.

Capital goods

- The capital goods sector accounts for 11% of the total steel consumption and is expected to increase 14-15% by 2025-26. It has the potential to increase in tonnage and market share.
- Corporate India's capex is expected to grow and generate greater demand for steel.

Infrastructure

- The infrastructure sector accounts for 9% of steel consumption and is expected to increase to 11% by 2025-26.
- Due to rising investment in infrastructure the demand for steel products would increase in the years ahead.
- 70% of the country's infrastructure, estimated at ₹ 6 lakh crore (US\$ 89.50 billion), is yet to come up. Thus, a significant growth potential for steel sector is present.*
- For various infrastructure sectors, including real estate and power, the Ministry of Finance planning to set up a stress fund.

Airports

- More and more modern and private airports are expected to be set up.
- In FY23, passenger traffic at Indian airports stood at 327.28 million.

- The number of operational airports stood at 140 in 2022.
- Development of tier II city airports will sustain consumption growth.
- Estimated steel consumption in constructing airports is likely to grow more than 20% over the next few years.

Railways

- The Dedicated Rail Freight Corridor (DRFC) network expansion would be enhanced in the future.
- Introduction of high-speed bullet trains and metro trains will increase steel usage.
- Gauge conversion, setting up of new lines and electrification would drive demand for steel.
- The Indian Railways is planning to procure over 11 lakh tons of steel from the Steel Authority of India Limited (SAIL) for track renewal and laying new lines across the country.

Oil and gas

- India's primary energy consumption of oil and gas is expected to increase to 10 mbpd and 14 bcfd, respectively, by 2040.
- This would lead to an increase in demand of steel tubes and pipes, providing a lucrative opportunity for the steel industry.

Power

- The Government has envisaged capacity addition of 58,384 MW from conventional sources between 2017-22*. Also, the Government is targeting to achieve 175 GW of renewable power generation capacity by 2022.
- This will lead to enhancement in both transmission and distribution capabilities, thereby raising steel demand from the sector.

Rural India

- Rural India is expected to reach per capita consumption of 12-14 kgs of finished steel by 2020.
- Policies like Pradhan Mantri Awa Yojana and Pradhan Mantri Gram Sadak Yojana are driving growing demand for steel in rural India.
- In FY19, per capita consumption of steel in rural India was estimated to be between 10-15 kgs.

**The Government of India has allocated ₹ 111 lakh crore (US\$1.4 trillion) under the National Infrastructure Pipeline (NIP) for FY2019-25. Sectors such as energy (24%), roads (18%), urban (17%) and railways (12%) account for ~71% of the projected infrastructure investments in India.*

INVESTMENTS AND KEY DEVELOPMENTS

The steel industry and its associated mining and metallurgy sectors have seen major investments and developments in the recent past.

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), between April 2000-December 2022, Indian metallurgical industries attracted FDI inflows of US\$ 17.22 billion.

In FY22, demand for steel was expected to increase by 17% to 110 million tonnes, driven by rising construction activities.

Some of the major investments in the Indian steel industry are as follows:

- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- In September 2022, Steel Authority of India Limited (SAIL), a Maharatna PSU, supplied 30,000 tonnes of the entire DMR grade specialty steel for the nation's first indigenously built Aircraft Carrier INS Vikrant.

- In August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.
- In May 2022, Tata Steel announced a CAPEX of Rs. 12,000 crore (US\$ 1.50 billion).
- In October 2021, Tata Steel was planning to set up more scrap-based facilities that will have a capacity of at least a billion tonnes by 2025.
- In October 2021, JSW Steel invested Rs. 150 billion (US\$ 19.9 million) to build a steel plant in Jammu and Kashmir and boost manufacturing in the region.
- In October 2021, ArcelorMittal and Nippon Steel Corp.'s joint venture steel firm in India, announced a plan to expand its operations in the country by investing ~Rs. 1 trillion (US\$ 13.34 billion) over 10 years.
- In August 2021, Tata Steel announced to invest Rs. 8,000 crore (US\$ 1.08 billion) in capital expenditure to develop operations in India in FY22.
- In August 2021, ArcelorMittal announced to invest Rs. 1 lakh crore (US\$ 13.48 billion) in Gujarat for capacity expansion.
- In August 2021, Tata Steel announced to invest Rs. 3,000 crore (US\$ 404.46 million) in Jharkhand to expand capacities over the next three years.
- In August 2021, Jindal Steel & Power Ltd. announced plans to invest US\$ 2.4 billion to increase capacity over the next six years to meet the rising demand from customers.
- In the next three years from June 2021, JSW Steel is planning to invest Rs. 47,457 crore (US\$ 6.36 billion) to increase Vijayanagar's steel plant capacity by 5 MTPA and establish a mining infrastructure in Odisha.

GOVERNMENT INITIATIVES

Some of the other recent Government initiatives in this sector are as follows:

- In October 2021, the government announced guidelines for the approved specialty steel production-linked incentive (PLI) scheme.
- In October 2021, India and Russia signed an MoU to carry out R&D in the steel sector and produce coking coal (used in steel making).
- In July 2021, the Union Cabinet approved the production-linked incentive (PLI) scheme for specialty steel. The scheme is expected to attract investment worth ₹ 400 billion (US\$ 5.37 billion) and expand specialty steel capacity by 25 million tonnes (MT), to 42 MT in FY27, from 18 MT in FY21.
- In June 2021, Minister of Steel & Petroleum & Natural Gas, Mr. Dharmendra Pradhan addressed the webinar on 'Making Eastern India a manufacturing hub with respect to metallurgical industries', organised by the Indian Institute of Metals. In 2020, 'Mission Purvodaya' was launched to accelerate the development of the eastern states of India (Odisha, Jharkhand, Chhattisgarh, West Bengal and the northern part of Andhra Pradesh) through the establishment of an integrated steel hub in Kolkata, West Bengal. Eastern India has the potential to add >75% of the country's incremental steel capacity. It is expected that of the 300 MT capacity by 2030-31, >200 MT can come from this region alone.
- In June 2021, JSW Steel, CSIR-National Chemical Lab (NCL), Scottish Development International (SDI) and India H2 Alliance (IH2A) joined forces to commercialise hydrogen in the steel and cement sectors.
- Under the Union Budget 2023-24, the government allocated ₹ 70.15 crore (US\$ 8.6 million) to the Ministry of Steel.
- In addition, an investment of Rs. 75,000 crore (US\$ 9.15 billion) (including Rs. 15,000 crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.
- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India-Japan Steel Dialogue.

- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of ₹ 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

ROAD AHEAD

The steel industry has emerged as a major focus area given the dependence of a diverse range of sectors on its output as India works to become a manufacturing powerhouse through policy initiatives like Make in India. With the industry accounting for about 2% of the nation's GDP, India ranks as the world's second-largest producer of steel and is poised to overtake China as the world's second-largest consumer of steel. Both the industry and the nation's export manufacturing capacity have the potential to help India regain its favourable steel trade balance.

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31. As per Indian Steel Association (ISA), steel demand will grow by 7.2% in 2019-20 and 2020-21.

Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

(Source: www.ibef.org)

BUSINESS OVERVIEW

Some of the information in this chapter, including information with respect to our plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read **“Forward-Looking Statements”** beginning on page 13 for a discussion of the risks and uncertainties related to those statements and also **“Risk Factors”**, **“Restated Financial Statement”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on pages 22, 168 and 203 respectively of this Draft Prospectus, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statement” beginning on pages 22, 203 and 168 respectively of this Draft Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to “Deem-Roll Tech Limited”, ‘the Company’, ‘our Company’, ‘Deem-Roll’ and ‘the Issuer’ and the terms ‘we’, ‘us’ and ‘our’, are to Deem-Roll Tech Limited .

BACKGROUND

Promoted by a technocrat and a first-generation entrepreneur, we believe that we are one of the manufacturers of high-quality steel and alloy Rolls in India, which is the building block of the iron and steel rolling mill industry. The Rolls manufactured by our Company finds its application in the iron and steel rolling mill industries in the domestic and international markets. With around 20 years of experience, we believe that we have been synonymous with quality and reliability in the Roll manufacturing industry which we manufacture both under standard specification and tailored as per the customer specific requirements.

We supply our Rolls directly to rolling mill manufacturers (“OEMs”) and in the replacement market to the iron and steel rolling mills through a network of dealers / distributors and agents. We export our Rolls to over 10 countries, such as USA, Germany, Europe, Middle East, Oman, Saudi Arabia, South Africa, Nepal and Bangladesh. As on June 30, 2023 we have over 340 domestic customers and 30 export customers.. Our revenue from export sales amounted to 20.00%, 16.91% and 16.56% of our revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

We manufacture our products from steel scrap, roll scrap, pig iron, nickel, ferro molybdenum, other ferro alloys, resin coated sand, etc conforming to international standards As on the date of this Draft Prospectus, we have a highly sophisticated and technically competent manufacturing units located at Plot No. 1006/1007, Chhatral GIDC, Chhatral, Tal. Kalol, Gandhinagar, Gujarat (**“Manufacturing Unit 1”**), at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India (**“Manufacturing Unit 2”**) and at Chinsurah Dhaniyakali Road, Betamore, PS Dadpur, Hoogly, West Bengal (**“Manufacturing Unit 3”**), with an aggregate installed capacity of 8500 MTPA. Our corporate office is located at C-3/301, Anushruti Apartment, Opp New York Tower, S.G. Highway, Ahmedabad, Gujarat 380 054. Our Manufacturing Unit 2 is ISO 9001:2015 certified by ISOQAR, Alcumus..Our Manufacturing Units consists of engineering & design, mold making, melting, casting, machining and dispatch sections backed by related quality testing and assurance equipment. Presently, we use static cast and centrifugally cast technology for the manufacturing of Rolls. We are capable of casting a single Roll of up to 15 MT. The key factor in our manufacturing business is the user acceptance of our manufacturing process and manufacturing facilities, given the critical end use of the product. We have, in the last few years, been successful in obtaining various such acceptance. We share a good client relationship with our customer and we receive majority of our business from repeat clients. Our Manufacturing Unit 2 have been inspected and accepted by third party inspection agencies. Further, the quality of our products has been accepted to be satisfactory in third party inspections.

We are equipped with in-house testing laboratories for checking of our raw materials, work-in-process materials and finished products. We undertake physical testing, chemical analysis and sand testing. The product standards are determined by our DSIR approved R&D laboratory. The finished products are checked in our QC laboratories to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

Our basic raw material includes steel scrap, roll scrap, pig iron, nickel, ferro molybdenum, other ferro alloys, resin coated sand, etc. and we procure our raw materials based on market availability, pricing and quality through domestic suppliers such as steel

manufacturers, stockists and traders. The cost of materials consumed by us in our operations accounted for 60.80%, 53.97% and 55.16% of our revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

Our Promoter is a technocrat and before incorporating our Company was engaged with some of the leading companies engaged in manufacturing of Cast and Forged Rolls in senior management positions. Our Promoter has, in depth knowledge and good experience in the forging/steel industry. Our Promoter is well supported by the next generation family member and also by qualified and experienced professionals at different levels with appropriate functional responsibilities. As on the date of this Draft Prospectus, our employee strength is 269.

Market opportunity & investment rationale

Rolls are tailor-made as per the mill requirement of the customers. Since a major quantity of the cast Rolls and forged Rolls are produced for use in the rolling mills of the steel industry, hence the Roll industry is closely related to the steel industry. The growth in the steel industry offers good potential for Rolls manufacturers. With both automobile and infrastructure sectors showing healthy growth rate, there will be a demand-push effect for both flat product and long product rolls. Demand for high-quality, high-performance cast rolls, which are indispensable to the rolling of high-grade steel sheets or strips, is expected to undergo significant growth. Accordingly, the demand for Rolls will be directly related to capex plans of the iron and steel industry and also the demand for steel.

The Indian steel industry envisages 300 million tonnes of production capacity by 2030-31.

Expansion plans announced in the Indian steel industry by some the key players:

- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- In September 2022, Steel Authority of India Limited (SAIL), a Maharatna PSU, supplied 30,000 tonnes of the entire DMR grade specialty steel for the nation's first indigenously built Aircraft Carrier INS Vikrant.
- In August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.
- In May 2022, Tata Steel announced a CAPEX of Rs. 12,000 crore (US\$ 1.50 billion).
- In October 2021, Tata Steel was planning to set up more scrap-based facilities that will have a capacity of at least a billion tonnes by 2025.
- In October 2021, JSW Steel invested Rs. 150 billion (US\$ 19.9 billion) to build a steel plant in Jammu and Kashmir and boost manufacturing in the region.
- In October 2021, ArcelorMittal and Nippon Steel Corp.'s joint venture steel firm in India, announced a plan to expand its operations in the country by investing ~Rs. 1 trillion (US\$ 13.34 billion) over 10 years.
- In August 2021, Tata Steel announced to invest Rs. 8,000 crore (US\$ 1.08 billion) in capital expenditure to develop operations in India in FY22.
- In August 2021, ArcelorMittal announced to invest Rs. 1 lakh crore (US\$ 13.48 billion) in Gujarat for capacity expansion.
- In August 2021, Tata Steel announced to invest Rs. 3,000 crore (US\$ 404.46 million) in Jharkhand to expand capacities over the next three years.
- In August 2021, Jindal Steel & Power Ltd. announced plans to invest US\$ 2.4 billion to increase capacity over the next six years to meet the rising demand from customers.
- In the next three years from June 2021, JSW Steel is planning to invest Rs. 47,457 crore (US\$ 6.36 billion) to increase Vijayanagar's steel plant capacity by 5 MTPA and establish a mining infrastructure in Odisha. (*source : IBEF*)

Our key financial and operation information is as under:

Particulars	Fiscal 2023	Fiscal 2022	Fiscal 2021	CAGR (%)
Revenue from operations (in ₹ Lakhs)	10,337.13	9,170.45	6,379.49	17.45%
Export revenue (in ₹ Lakhs)	2,067.69	1,550.50	1,056.27	25.09%
Export revenue as a % of revenue from operations	20.00%	16.91%	16.56%	N.A.
EBITDA ⁽¹⁾ (in ₹ Lakhs)	1324.98	987.23	1118.05	5.43%
EBITDA margin ⁽²⁾ (%)	12.82%	10.77%	17.53%	N.A.
PAT (in ₹ Lakhs)	692.05	409.78	298.24	32.39%
PAT margin ⁽³⁾ (%)	6.69%	4.47%	4.67%	12.72%
RoCE ⁽⁴⁾ (in %)	20.26%	18.27%	21.68%	N.A.
RoE ⁽⁵⁾ (in %)	16.83%	11.51%	14.20%	N.A.
Net cash flow from operating activities (in ₹ lakhs)	350.36	605.68	610.87	N.A.

Note :

1. EBITDA is calculated as the sum of (i) profit before tax and prior period items for the period/year, (ii) depreciation and amortization expenses, and (iii) finance costs.
2. EBITDA Margin is calculated as EBITDA divided by total income.
3. PAT Margin is calculated as profit for the period/year divided by total income.
4. ROE is calculated as profit for the period/year divided by total equity.
5. Capital Employed is calculated as total equity, plus non-current borrowings, plus current borrowings, less current investments, less cash & cash equivalents, less bank balances other than cash & cash equivalents.
6. ROCE is calculated as earnings before interest and taxes divided by Capital Employed.

OUR PRODUCTS

Product description

Our Company manufactures custom based and different kinds of Rolls which finds its application in long product mills, flat product mills and seamless tube rolling mills. Our products can be classified based on the raw materials used to manufacture our products or based on their applications. Our products based on the raw materials used to manufacture our products are:

S.G Iron] or Ductile Iron Rolls

S.G Iron or Ductile Iron Rolls are available in a wide range of hardness & composition for a variety of applications. The matrix structure varies from Ferritic – Pearlitic, Pearlitic to Bainitic & Martensitic together with different carbide contents and graphite in the form of spheroids/nodules.

The rolls are used in roughing, intermediate as well as finishing stands of both heavy & light section mills. Some critical grades are heat treated for higher strength. The chemical composition and structure are chosen to suit specific application.

Indefinite Chill Alloy Cast Iron

These are cast Iron based rolls alloyed with Nickel, Chromium and Molybdenum having a matrix of pearlite and carbide with flake graphite. These rolls are used primarily for Section Rolling. The material has very good thermal properties and in parts good surfaces finish to the product.

These rolls are available in higher hardness ranges where the matrix is Bainitic instead of Pearlitic and are used in finishing stands of rod mill.

Alloy Steel Base

These rolls are special hyper eutectoid steels alloyed with Nickle, Chromium & Molybdenum. These Rolls are used in breakdown, roughing & intermediate mills for bloom, billet & sections and for finishing of heavy sections.

These rolls are statically cast and undergo a three-stage high temperature heat treatment comprising of annealing, normalizing & tempering cycles. The rolls are available in a wide variety of composition & properties to suit specific application. These rolls normally do not have any drop in hardness along section.

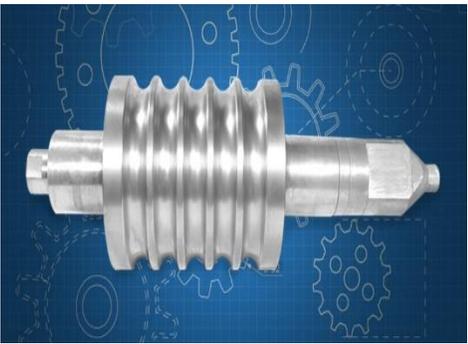
Double Poured Alloy Indefinite Chill

D.P.I.C rolls are made of a high alloy iron shell a soft grey iron or ductile iron core metal. These rolls are used in finishing stands of rod mills and for flat rolling. The shell material consisting of predominantly Bainitic or Martensitic matrix with free carbides with small quantities of tiny flake graphite, have excellent wear resistance coupled with resistance to fire cracking. These rolls are available in hardness range of 70 to 85 Shares C. The core material of these rolls is mostly grey iron but where higher strength is required, the core is made of ductile/nodular cast iron.

HSS Rolls

High-Speed Steel (HSS) rolls are composed of a high alloy and high carbon HSS outer shell with a nodular iron core. The HSS material’s microstructure comprises a tempered martensitic matrix that contains finely dispersed MC, M2C, and M6C carbides in significant amounts. They also provide exceptional features such as improved high temperature strength, hot hardness, wear & oxidation resistance, excellent smooth surface high fire crack resistance & a very fine fire crack pattern. Additionally, they can even sustain multiple campaigns without requiring regrinding under suitable testing conditions.

Our products can majorly be divided as:

Application / Name of Products	Product Image	Application	Description
Spheroidal Graphite Iron Rolls		TMT/ Bar/ Round Mill, Light Section Mill, Blooming & Heavy Section Mill, Universal & Rail Mill, Narrow Strip Mill, Seamless Tube Rolling Mill	Pearlitic Chill rolls are essentially an indefinite chill type material. The microstructure constitutes of nodular graphite and carbides in a pearlitic matrix. The resistance to fire-cracking is best when the softer grades are used. Its good hardness penetration makes it suitable for small to medium sections and billets although they can also give good results when rolling flat products.

Adamite Rolls		TMT/ Bar/ Round Mill, Light Section Mill, Blooming & Heavy Section Mill, Universal & Rail Mill, Continuous Strip Mill	<p>These rolls are special hyper eutectoid steels alloyed with Nickle, Chromium & Molybdenum. These Rolls are used in breakdown, roughing & intermediate mills for bloom, billet & sections and for finishing of heavy sections.</p> <p>These rolls are statically cast and undergo a three stage high temperature heat treatment comprising of annealing, normalizing & tempering cycles. The rolls are available in a wide variety of composition & properties to suit specific application. These rolls normally do not have any drop in hardness along section.</p>
Double Pour Indefinite Chilled Rolls		TMT/Bar/ Round Mill, Light Section Mill	<p>The micro structure of DPIC has a gradual transition from a carbide-rich surface containing a small amount of graphite to a grey core. The surface is intermediate between white and grey iron, with the amount of graphite reducing in harder grades towards the centre of the roll.</p> <p>The presence of flake graphite enhances chipping resistance and fire-cracking resistance, making DPIC suitable for products that require excellent surface finish.</p> <p>The material is ideal for rolling flats, sections, and similar products with shallow grooves.</p>
Indefinite Chilled Rolls		TMT/Bar/Round Mill, Light Section Mill, Blooming & Heavy Section Mill, Universal & Rail Mill, Seamless Tube Rolling Mill	<p>The micro structure of Indefinite Chilled Cast Irons has a carbide-rich yet tough material. The presence of flake graphite enhances chipping resistance and fire-cracking resistance, making Indefinite Chilled Cast Irons suitable for products that require excellent surface finish.</p> <p>The material is ideal for rolling flats, sections, and similar products with deeper grooves.</p>

Details of order book pending for execution as on March 31, 2023

The outstanding order books as on March 31, 2023 is as detailed in the table below:

Product Name	Number of Customers	Sum of Total Order Value (₹ in lakhs)	Sum of Order Value executed till March 31,2023 (₹ in lakhs)	Sum of Outstanding order Value (₹ in lakhs)
Adamite Rolls	38	1167.56	258.95	908.63
Double Pour Indefinite Chilled Rolls	8	219.44	32.79	186.64
Forged Steel Rolls	3	80.48	4.24	76.24
HSS Rolls	2	90.24	-	90.24
Indefinite Chilled Rolls	3	86.28	33.78	52.51
Spheodial Graphite Iron Rolls	55	5210.19	1055.18	4155.00
Grand Total	109	6854.19	1384.94	5469.26

Product wise revenue

We derive our revenue from sale of custom based and different kinds of rolls. Our revenue from sale of our various products based on their applications is as set forth below:

(₹ in lakhs)

Name of Products	Fiscal 2023	As % of Revenue from Operations	Fiscal 2022	As % of Revenue from Operations	Fiscal 2021	As % of Revenue from Operations
Spheroidal Graphite Iron Rolls	7,923.31	76.65	6,788.54	74.03	4,949.20	77.58
Adamite Rolls	1,774.08	17.16	1,960.46	21.38	962.23	15.08
Indefinite Chilled Iron Rolls	310.56	3.00	199.04	2.17	167.12	2.62
Others	329.18	3.18	222.41	2.43	300.94	4.72
Total	10,337.13	100.00	9,170.45	100.00	6,379.49	100.00

During the Fiscal 2023, our Company produced 6107.71 tonnes and sold 5989.60 tonnes of Rolls. Our sale of Rolls in the domestic market was 47491.68 tonnes and 1197.92 in the international market for the Fiscal 2023.

Geography wise revenue

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

(₹ in lakhs)

AREA	As on March 31, 2023	As % of Revenue from Operations	As on March 31, 2022	As % of Revenue from Operations	As on March 31, 2021	As % of Revenue from Operations
Domestic	8,269.44	80.00%	7,619.95	83.09%	5,323.22	83.44%
Uttar Pradesh	466.86	4.52%	345.98	3.77%	330.28	5.18%
West Bengal	779.44	7.54%	1,091.76	11.91%	391.66	6.14%
Jharkhand	136.20	1.32%	72.55	0.79%	97.14	1.52%
Odisha	198.61	1.92%	75.78	0.83%	86.63	1.36%
Chattisgarh	2,211.96	21.40%	1,887.41	20.58%	1,540.90	24.15%
Madhya Pradesh	534.83	5.17%	420.94	4.59%	118.25	1.85%
Gujarat	507.63	4.91%	679.32	7.41%	264	4.14%
Maharashtra	1,240.79	12.00%	1,650.11	17.99%	1,106.48	17.34%
Tamil Nadu	454.84	4.40%	202.87	2.21%	237.64	3.73%
Telangana	408.30	3.95%	78.47	0.86%	164.67	2.58%
Andhra Pradesh	550.39	5.32%	534.30	5.83%	706.13	11.07%
Karnataka	370.79	3.59%	66.46	0.72%	176.06	2.76%
Others	408.80	3.95%	514.00	5.60%	103.38	1.62%
Export	2,067.69	20.00%	1,550.50	16.91%	1,056.27	16.56%
Total	10,337.13	100.00%	9170.45	100.00%	6,379.49	100.00%

OUR COMPETITIVE STRENGTHS

Diversified customer base and long-standing relationship with our customers

We have a well-diversified customer base in India and in the international market, wherein we supply standard as well as custom based products. This reduces the intensity of any significant single customer's contribution in our revenues. Our top ten customers contribute 49.62%, 51.10% and 53.93% of our revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively. We have relationships spanning more than 5 years with 9 of our top ten customers by contribution to revenue from operations as of the Financial Year ended March 31, 2023.

Our continuous focus on providing quality products and services consistently to our customers has helped us nurture long-term relationships with them. Our track record of delivering timely services and demonstrated industry expertise has helped in forging strong relationships with them. We have a history of high customer retention and derive a significant proportion of our revenue from repeated business.

Diversified and Established Product

Our Company manufactures wide range of Rolls that is used in iron and steel rolling mills that manufacturers long products, flat products and seamless tubes. With presence in most of the allied products in these industries, our Company caters to wide range of customers. For further details, regarding the relevant descriptions of the products we manufacture, please refer to “***Our Business – Our Products***” beginning on page no. 112 of this Draft Prospectus.

Further, being in the Roll manufacturing business for more than 2 decades we believe that we are well-known amongst our customers such as the rolling mill manufacturers and the iron and steel industry, who are our ultimate customers in India and overseas. Having kept pace with the changing needs of the steel plants, the Company has created a niche for itself which is reflected with a huge customer base of 370 Rolling mills as on March 31, 2023. Additionally, we have experienced growth in export segment which we believe is because of the wide acceptance of our Rolls by our customers. Our Company’s export contributes around 20.00% of our revenue from operations for the Fiscal 2023, thus establishing as a global player.

Experienced Promoter Directors with extensive domain knowledge

We are led by our Promoter who is also our Managing Director & CEO, Mr. Jyoti Prasad Bhattacharya. Our Promoter and our Directors collective have an experience of over 50 years in the steel industry and are involved in various aspects of our business, including manufacturing process, finance, procurement and marketing.

We believe that the experience, depth and diversity of our Promoter Director have enabled our Company to scale our operations in domestic and international market. The industry experience of our Directors enables us to anticipate and address market trends, manage and grow our operations, maintain and leverage customer relationships and respond to changes in customer preferences.

For further information on our Promoter and Directors please see the chapter titled entitled “***Our Promoter and Promoter Group***” and “***Our Management***” beginning on pages 163 and 146, respectively of this Draft Prospectus.

Our Board of Directors is ably supported by a strong and long-standing management team comprising Janak Navinchandra Gajjar, Chief Financial Office and Shweta Rameshlal Talreja, Company Secretary and Compliance Officer. Our KMPs and SMPs have been with us for an average duration of over 7 years. Our management team’s experience and their understanding of the Rolls industry enable us to continue to take advantage of both current and future market opportunities.

Well Established Manufacturing Facility designed to serve multiple products range

Our Company manufactures wide range of Rolls that is used in iron and steel rolling mills that manufacturers long products, flat products and seamless tubes and have 3 (three) manufacturing units catering to different product portfolio and manufacturing process. Our Manufacturing Unit 1 is spread across a plant area of 4,000 sq. mtrs. and follows the centrifugally cast process. The installed capacity at our Manufacturing Unit 1 is 1200 MTPA. This unit is mainly designed for manufacturing of Metal Rolls. Our Manufacturing Unit 2 is spread across a plant area of 2119 sq. mtrs. and use static cast manufacturing process. The installed capacity at our Manufacturing Unit 2 is 8400 MTPA. This unit is mainly designed for manufacturing of Metal Rolls. Our Manufacturing Unit 3 is spread across a plant area of 15,000 sq. mtrs. and use static cast manufacturing process. The installed capacity at our Manufacturing Unit 3 is 2400 MTPA. This unit is mainly designed for manufacturing of Metal Rolls.

Our Manufacturing Units are designed to manufacture various categories of Rolls that finds in application in iron and steel rolling mills and is equipped with latest machinery and equipment’s. As of March 31, 2023, we are capable of manufacturing more than 7 kinds of Rolls. Further, our Manufacturing Units are capable to manufacture Rolls as per customer specification and quality. Therefore, with our flexible manufacturing infrastructure and multiple product range, we can change our product mix in response to changes in the demands of our customers. Further, our multi-location production facility results in saving of transportation cost and delivery period.

Quality assurance and accreditations

Our Company is well equipped with in-house testing laboratory to test the products as per quality standards and relevant chemical composition. The finished products are also subjected to various physical and chemical tests to ensure that they meet the required specifications. Our in-house testing laboratory is approved by DISR dated May 23, 2022.

We follow strict manufacturing practices and standards and our Manufacturing Units benefits from the quality benchmarking certifications such as (i) ISO 9001:2015, certified by Alcumus ISOQAR, for manufacturing and supply of our products; and (ii) Certificate of Importer-Exporter Code (IEC) bearing no. 0806010932 from Ministry of Commerce and Industry, which is a requirement for supply in all countries

We believe that our certifications and industrial expertise favourably position us in servicing client requirements across all segments of the iron and steel rolling mills.

Healthy financial condition

Our Company has been growing operationally and the result of the same is visible in our financial position which has witnessed consistent level of growth both in revenue and profitability. Our revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 10,337.12 lakhs, ₹ 9170.45 lakhs and ₹ 6379.49 lakhs, respectively, representing a CAGR of 17.45%. Our profit before tax for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 961.83 lakhs, ₹ 600.52 lakhs and ₹ 670.91 lakhs, respectively, representing a CAGR of 12.76%. Our profit for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 692.05 lakhs, ₹ 409.78 lakhs and ₹ 298.24 lakhs, respectively, representing a CAGR of 32.39%.

Our revenue from export for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 2067.69 lakhs, ₹ 1550.50 lakhs and ₹ 1056.27 lakhs, respectively, representing a CAGR of 25.09%.

OUR BUSINESS STRATEGIES

Increase our market share internationally by leveraging our export channels

As of March 31, 2023 we served around 30 international customers and have 15 sales agents and dealers. Our export sales as on March 31, 2023 is ₹ 2067.69 lakhs and constitutes 20.00% of our revenue from operations.

While we have sales network, we intend to build our physical presence across different geographies for ease of access to our clients and their requirements. We believe our physical presence in these locations will allow us to service and grow in overseas markets more efficiently by becoming a local supplier to global customers. Proximity to new customer groups will provide us with a strategic advantage in ensuring cost effectiveness, quicker delivery and faster turnaround times. Accordingly, we intend to set-up international warehousing facilities and distribution operations, based on demand and delivery logistics in various geographies, to fuel our growth going forward.

Focus on Advanced Technology Products

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

Our in-house testing laboratory is approved by DISR dated May 23, 2022.

Continue to focus on improving operational efficiencies

Our operational efficiencies have been established and refined over the years through an emphasis on economies of scale, leveraging our operating experience, cost rationalisation, our sales and after-sales-service network. We intend to further leverage technology to effectively utilise our machinery and equipment through implementing several transformational initiatives. We intend to explore and adopt efficiency enhancement and automation tools. We undertake and foster data analytics and data-based decision making. We have recently implemented a customer relationship management platform to improve our customer relationship management strategy; stock process automation using our warehouse operations automation software; human resource management system, as well as other automation efforts like robotics process automation, vendor and intranet portals, and business intelligence software. We believe that these efforts will enable us to further improve our operational efficiencies.

We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency.

Expand manufacturing capacity at our existing facilities

As of March 31, 2023, we have three Manufacturing Units spread across two states of India i.e. Gujarat and West Bengal. For further information, see “***Our Business - Manufacturing Units***” on page 112. In order to support our growth strategy, we intend undertake significant expansion at our existing facility at Manufacturing Unit 2. The following table sets forth further information relating to our proposed expansion of at our Manufacturing Unit 2.

Location	Product Verticals		Area under use (Sq.mtr.)		Capacity (MTPA)	
	Existing	Proposed	Existing	Proposed	Existing	Proposed
New Survey No.201, 204 & 203, Dhanali, Mehsana, Gamdhinagar	Long Product Rolls	Flat Product Rolls	9613.00 sq.mtr.	18942.00 Sq.mtr.	8400	11400

**As certified by S.K. Patel, Chartered Engineer, by certificate dated August 16, 2023.*

We believe that our strategy will allow us to better serve our existing customers, assist us in better addressing the business requirements of large customers, and allow us to expand into new business verticals. For risks associated with the estimated schedule commercial date of our proposed manufacturing facilities, see “***Risk Factors - Our proposed capacity expansion plans relating to our manufacturing facilities are subject to the risk of unanticipated delays in implementation and cost overruns.***” on page 22 of this Draft Prospectus. Further, also please see “***Objects of the Issue***” on page 77 of this Draft Prospectus.

OUR MANUFACTURING

Our Manufacturing Units

Manufacturing Unit 1

Our Company started its operations from Manufacturing Unit 1 located at Plot No. 1006/1007, Chhatral GIDC, Chhatral, Tal. Kalol, Gandhinagar, Gujarat in the year 2003. Our Manufacturing Unit 1 is spread over an area of 3856.26 sq. mtrs., having a closed shed with casting and machining area of 420.00 sq. mtrs, which is owned by our Company. The current installed capacity at this unit is 1200 MTPA. Our Manufacturing Unit 1 uses the centrifugal casting process for the manufacturing of Rolls. There is 1 (one) foundry and 1 (one) machine shop in our Manufacturing Unit 1.

Manufacturing Unit 2

Our Company expanded its manufacturing operation and started its second manufacturing plant which is located at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India in the year 2009 (“**Manufacturing Unit 2**”). Our Manufacturing Unit 2 is spread over an area of approx. 21,192 sq. mtrs., having a closed shed with casting and machining area of 4341 sq. mtrs, which is owned by our Company. The current installed capacity at this unit is 8400 MTPA. Our Manufacturing Unit 2 uses the static casting process for the manufacturing of Rolls. There are 2 (two) foundries, 1 (one) machine shop, 4 (four) administrative blocks and 1 (one) design and development center with a well-equipped inspection laboratory and a calibration laboratory in our Manufacturing Unit 2.

Manufacturing Unit 3

Our Company expanded its manufacturing operation and started its third manufacturing plant which is located at Chinsurah Dhaniyakali Road, Betamore, PS Dadpur, Hoogly, West Bengal in the year 2013 (“**Manufacturing Unit 3**”). Our Manufacturing Unit 3 is spread over an area of 13798 sq. mtrs., having a closed shed with casting which is owned by our Company. The current installed capacity at this unit is 2400 MTPA. Our Manufacturing Unit 3 uses the static casting process for the manufacturing of Rolls. There is 1 (one) foundry and 1 (one) machine shop.

Each manufacturing unit houses automated and manually operated plant and machinery for the manufacturing process and other material preparation tools and handling equipment's, raw material yard for the storage of raw materials used in the process. Each unit also houses a dedicated in-house Testing / Quality laboratory and radiography lab in order to carry out radiography, ultrasonic, magnetic particle and penetrant testing for the raw materials, semi-finished and finished products. We also maintain a dedicated warehouse space for storage of raw materials, tools used for fabrication and spare parts of machinery and machinery tools.

Our Manufacturing Units are operated in 2 (two) shifts of 8 (eight) hours each, with national and public holidays being the off days. Set forth below are details of the installed capacity and the utilized capacity, for the Fiscal 2023, Fiscal 2022 and Fiscal 2021

Product Name	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Installed capacity (MTPA)**	Utilised capacity (MTP)**	Installed capacity (MTPA)**	Utilised capacity (MTP)**	Installed capacity (MTPA)**	Utilised capacity (MTP)**
Manufacturing Unit 1						
Casting Production	1200	1139.49	1200	1178.84	1200	46.33
Installed Finish Goods capacity	600	551.54	600	NIL	600	NIL
Manufacturing Unit 2						
Casting Production	8400	8312.84	8400	8393.64	8400	7083.62
Installed Finish Goods capacity	5000	4579.11	5000	4631.03	5000	3702.78
Manufacturing Unit 3						
Casting Production	2400	2321.15	2400	1986.17.	2400	1500.35
Installed Finish Goods capacity	1000	977.07	1000	921.45	1000	816.21
Total capacity of Manufacturing Unit 1, Manufacturing Unit 2 and Manufacturing Unit 3						
Casting Production	12000	11773.48	12000	11558.65	12000	8630.30
Installed Finish Goods capacity	6,600.00	6107.71	6,600.00	5552.48	6,600.00	4518.99

*As certified by S.K. Patel, Chartered Engineer, by certificate dated July 1, 2023.

Our Equipment

The details of key plant and machineries in our Manufacturing Units are given herein below:

Sr. No	Description (including make, model etc)	Quantity	Automated / Manual
Manufacturing Unit 1			
1	Small Lathe Machines-Swing 460mm, Length 2080mm	4	Manual
2	Medium Lathe Machines-Swing 700-760mm, Length 2080mm	2	Manual
3	Pillar Drill Machine-50 MM Spindle Dia	1	Manual
4	Induction Furnace-1 Ton	2	Manual
5	Induction Furnace-3 Tons	1	Manual
6	Heat Treatment Furnace-30 Tons	1	Manual
7	Heat Treatment Furnace-80 Tons	1	Manual
8	CC Machine	1	Manual
Manufacturing Unit 2			
1.	Small Lathe Machines-Swing 350-600 MM	20	Manual
2.	Medium Lathe Machines-Swing 601-850 MM	10	Manual
3.	Large Lathe Machines-Swing 851-1100 MM	5	Manual
4.	Very Large Lathe Machines-Swing 1101-1350 MM	2	Manual
5.	Small CNC Lathe Machine-Swing 650MM, Length 3000 MM	1	Automatic
6.	Medium Lathe Machines-Swing 830MM, Length 2900 MM	2	Automatic
7.	Large Lathe Machines-Swing 1050MM, Length 3300 MM	1	Automatic
8.	Small Vertical Turret Lathe Machine-Swing 500MM,Length 400MM	1	Manual
9.	Large Vertical Turret Lathe Machine-Swing 1060MM,Length 600MM	1	Manual
10.	Small Horizontal Boring Machine-70 MM Spindle Dia	1	Manual
11.	Medium Horizontal Boring Machine-80 MM Spindle Dia	3	Manual
12.	Large Horizontal Boring Machine-90 MM Spindle Dia	2	Manual
13.	Very-Large Horizontal Boring Machine-100 MM Spindle Dia	3	Manual
14.	Vertical Milling Machine-70 MM Spindle Dia	1	Manual
15.	Shaper Machine-24.5 Inch	1	Manual

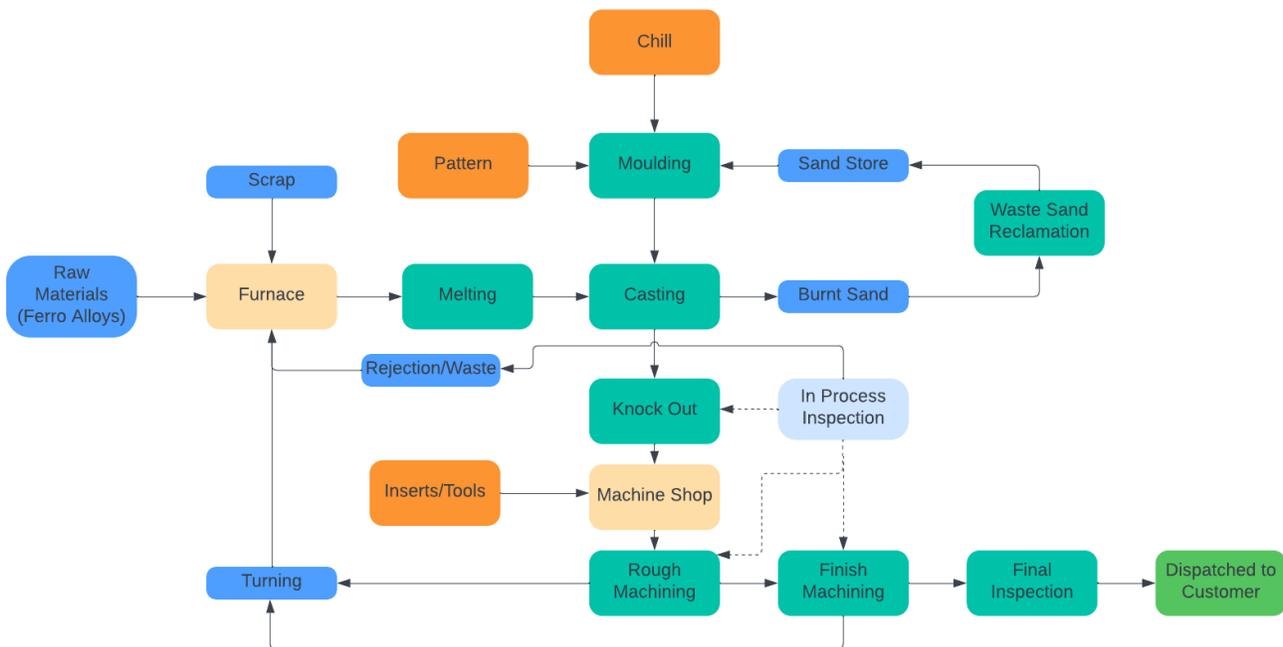
Sr. No	Description (including make, model etc)	Quantity	Automated / Manual
16.	Small Cylindrical Grinding Machine-Swing 550 MM, Length 1900 MM	1	Manual
17.	Medium Cylindrical Grinding Machine-Swing 850 MM, Length 3000 MM	1	Manual
18.	Large Cylindrical Grinding Machine-Swing 1120 MM, Length 5000 MM	1	Manual
19.	Bore Grinding Machine	1	Manual
20.	Radial Drill Machine-95 MM Spindle Dia	1	Manual
21.	Pillar Drill Machine-50 MM Spindle Dia	1	Manual
22.	Engraving Machine	1	Manual
23.	Induction Furnace-6 Tons	2	Manual
24.	Induction Furnace-12 Tons	1	Manual
25.	Heat Treatment Furnace-80 Tons Capacity	1	Manual
26.	Diesel Generator-250KVA/200KW 3 Phase CPCII	1	Manual
27.	CC Machine	1	Manual
Manufacturing Unit 3			
1.	Small Lathe Machines-Swing 350-600 MM	9	Manual
2.	Medium Lathe Machines-Swing 601-700 MM	4	Manual
3.	Medium Horizontal Boring Machine-80 MM Spindle Dia	1	Manual
4.	Large Horizontal Boring Machine-90 MM Spindle Dia	1	Manual
5.	Very-Large Horizontal Boring Machine-100 MM Spindle Dia	2	Manual
6.	Vertical Milling Machine-70 MM Spindle Dia	2	Manual
7.	Shaper Machine-24.5 Inch	1	Manual
8.	Small Cylindrical Grinding Machine-Swing 450 MM, Length 1800 MM	1	Manual
9.	Medium Cylindrical Grinding Machine-Swing 590 MM Length 2600 MM	1	Manual
10.	Radial Drill Machine-70 MM Spindle Dia	1	Manual
11.	Induction Furnace-3 Tons	2	Manual
12.	Induction Furnace-1 Tons	1	Manual

Sr. No	Description (including make, model etc)	Quantity	Automated / Manual
13.	Heat Treatment Furnace-20 Tons Capacity	2	Manual
14.	Dry Oven-15 Tons Capacity	1	Manual

Our Manufacturing Process

Static casting process

The Static Casting process is used to cast the whole Roll in one go so the chemical properties are same throughout the Roll. By employing cooling speed and heat treatment techniques, we are able to manipulate the performance of the Roll neck and shell to meet specific requirements. Our static casting process is utilized for a variety of rolling mills, including roughing mills, section mills, rail and beam mills, universal mills, edge mills, wire mills, and rod mills. To produce our rolls, we utilize both top pour and bottom pour casting methods.



The raw materials and steel scrap are melted in the furnace and the accurate chemical composition is achieved. This liquid metal is then poured into a sand mould. Once cooled, the 'knockout' process begins, involving the removal of sand and moulds to reveal the raw casting. The castings then undergo initial inspection for any flaws or defects, with faulty castings being either repaired or recycled.

Next, the casting moves on to 'machining', where traditional processes like turning, milling, and drilling give the raw casting its final shape and size as a finished roll. During machining, quality checks are performed, where the roll is examined for compliance with the design specifications, and any surface imperfections are addressed. Once the finished roll passes all quality checks, it's ready for 'dispatch', with proper packaging for damage prevention during transportation, and then shipped to the customer.

Centrifugal casting process

With centrifugal casting, we are able to create rolls consisting of two distinct materials. The surface portion of the barrel is composed of a material that is both heat-resistant and highly resistant to wear, while the core is made up of a material that boasts excellent mechanical strength. The upper and lower ends of the layer exhibit almost uniform thickness and the structure is more compact making it perform better than static rolls where high-heat performance is required.

All the processes are identical except the liquid metal is poured into a centrifuge during casting.

ENVIRONMENT, HEALTH AND SAFETY MEASURES

Environment and safety considerations are an important part of our operations. We are subject to environmental laws and regulations, including regulations relating to the protection of the environmental and human health in relation to our Manufacturing Units. These laws and regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. We have obtained necessary approvals and permission for operating our Manufacturing Units. For further details, see chapter titled *“Government and Other Approvals”* beginning on page 223 of this Draft Prospectus and *“Risk Factors - We are required to obtain consents under certain environmental laws, which are critical for operating our Manufacturing Facility. 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.”* on page 22 of this Draft Prospectus.

We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to our management and our employees. Our Company has installed fire safety equipment to manage any fire accident at our Manufacturing Units.

We believe in the strict adherence of laws and regulations relating to protection of human health and safety, and the environment. We follow high standards of work safety measures and standards, and our equipment and working conditions promote a healthy and safe work environment. Our Manufacturing Units and personnel are well versed with laws and regulations governing the management and disposal of hazardous substances, and we intend to make our operations more environmentally sustainable in the future.

COLLABORATIONS/TIE UPS/JOINT VENTURES

Our Company has not entered into any Collaborations/ Tie-Ups/ Joint Ventures as on the date of this Draft Prospectus.

EXPORT AND EXPORT OBLIGATION

Our Company export our products to more than 10 (ten) countries. Some of the key geographies to which our Company export its products include USA, Germany, Europe, Middle East, Oman, Saudi Arabia, South Africa, Nepal and Bangladesh. During the Fiscal 2023, Fiscal 2022 and Fiscal 2021, sales from exports of our Company, as a percentage of revenue from operations of our Company were 20.00%, 16.91% and 16.56%, respectively.

Our sales from exports are denominated in foreign currencies, mostly the U.S. Dollars. Therefore, changes in the relevant exchange rates could also affect our sales as reported in Indian Rupees as part of our financial statements. While our Company hedge a portion of the resulting net foreign exchange position, we are still affected by fluctuations in exchange rates among the U.S. dollar and the Indian Rupee

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

SALES AND MARKETING STRATEGY

Marketing is an important function of any organization. We sell our Rolls directly to rolling mill manufacturers (“OEMs”) and in the replacement market to the iron and steel rolling mills through a network of dealers / distributors and agents. Our Rolls are used as consumables by the iron and steel rolling mills.

Further, our Company has adopted novel concept of having marketing personnel in 8 cities in India, such as Pune, Raipur, Mumbai, Bhilai, Bangalore, Durgapur, Kolkata and Vishakhapatnam. These marketing personnel works from their home thus reducing the

fixed cost on office rental and other administrative cost but enables our Company to have presence across geographies. As on March 31, 2023 we have 13 such marketing representative.

Given the nature of our product offering, we are required to regularly engage and interact with our customers before concluding a sale of our products. Such interaction may include, exchange of design and product information, feedback on various aspects of the product, estimation of effort and cost for development of tooling. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our Promoter through their vast experience with our customers owing to timely and quality delivery of products, play an instrumental role in creating and expanding a work platform for our Company.

We leverage our relationships with our existing customers to procure repeat orders from them, as well as invitations to develop new products for their new models. Our management has flexibility to accept customer's specific requirements while negotiating and discussing development of new products. In order to maintain good relation with our customers, our Promoter Director regularly interacts with them and focuses on gaining an insight into the additional needs of our customers.

COMPETITION

We face competition from domestic manufacturers. Competition emerges from small as well as big players in the pipes and tube fittings industry. The organized players in the industry compete with each other by providing high quality-time bound products and value-added services. We have a number of competitors offering products similar to us. We believe that our experience in this business and quality assurance will be key to overcome competition posed by organized and unorganized players. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the products.

RESEARCH AND DEVELOPMENT

We have a dedicated design and development team of nine engineers along with a well-equipped dimensional inspection laboratory and a calibration laboratory. We believe that our engineering expertise and technology driven manufacturing processes have enabled us to deliver our products to our customers in accordance with their designs and specifications at a cost competitive manner.

UTILITIES

Power

Our Manufacturing Units and registered office have adequate power supply position from the public supply utilities. For our Manufacturing Unit 1 and Manufacturing Unit 2, we have a connected load of 550 KVA and 2000 KVA, respectively from Uttar Gujarat Vij Company Limited. Further, we have a 24*7 power backup at our Manufacturing Unit 2 through a DG set with a capacity of 250 KVA supporting our critical manufacturing operations. For our Manufacturing Unit 3, we have a connected load of 750 KVA from West Bengal State Electricity Distribution Company Limited. Further, we have a 24*7 power backup at our Manufacturing Unit 3 through a DG set with a capacity of 125 KVA supporting our critical manufacturing operations

Water

Our manufacturing process requires water consumption although they are not water intensive. Water is mainly required for cooling the products in production process, fire safety, drinking and sanitation purpose. We meet our water requirements by bore well at our Manufacturing Units.

Dispatch

We have an in-house dispatch department that works with our sales team to coordinate the delivery of our Products on both ex-work/free-on-road ("FOR") basis. Typically, our products are shipped to our customers. In a few cases, our customers may directly pick up the goods at our own facilities. The mode of transportation for a particular shipment is dependent on the urgency, size and value of the order. Our domestic operations use a number of different modes of transportation including road and rail transportation to supply our customers within their required deadlines. We manage the transportation requirements for such domestic or inbound

freight directly. Where a shipment is outbound overseas, our mode of transportation is sea transportation. We also utilize third party freight forwarders who contract with the relevant ocean carriers on our behalf, and engage third party logistics services providers to provide support on our transportation requirements. These third party service providers ensure our transportation rates are competitive and that our transportation carriers are performing as required. We supply our products to our overseas customer either on CIF/DAP basis.

Further, we have storage facility of 1156.88 sq. mtrs. at our Manufacturing Unit 1, 2883.90 sq. mtrs. at our Manufacturing Unit 2 and 2569.53 sq. mtrs. at our Manufacturing Unit 3 for the purposes of holding inventories of raw material as well as finished products.

OUR CUSTOMERS AND CUSTOMER CONTRACTS

We have a well-diversified customer base spread across iron and steel rolling mills, who purchase our products as consumables and also across manufacturers of iron and steel rolling mills (“OEM”). Except with few customers, we do not have any long term agreements with any of our customers and we supply our Rolls based on tender or against PO. While we do not have any long term contracts with majority of our customers, we enjoy a long-standing relationship with many of our customers. Our top five customer (excluding customers’ contributing to revenue from scrap sales), as per our Restated Financial Statements, contributed to revenue from operations of ₹ 3928.00 lakhs, ₹ 3553.38 lakhs and ₹ 2670.29 lakhs, which constituted 38.00%, 38.75% and 41.86% for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively. We supply our Rolls in the domestic market and also export them to over 21 countries. Our revenue from export is ₹ 2067.69 lakhs, ₹ 1,550.50 lakhs and ₹ 1056.27 lakhs, which constituted 20.00%, 16.91% and 16.56% of our revenue from operations for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively.

RAW MATERIAL AND SUPPLIERS

Our basic raw material includes steel scrap, Roll scrap, pig iron, nickel, ferro molybdenum, other ferro alloys, resin coated sand, etc. and we procure our raw materials based on market availability, pricing and quality through two main channels: (i) domestic suppliers such as steel manufacturers, stockists and traders; and (ii) international suppliers from China, The break-up of raw material procurement as a percentage from the aforesaid channels for the Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively is provided below:

Sr. No.	Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
		Amount (₹ in lakhs)	As a % of Revenue from Operations	Amount (₹ in lakhs)	As a % of Revenue from Operations	Amount (₹ in lakhs)	As a % of Revenue from Operations
1	Domestic	6485.53	62.74	5128.50	55.92	3476.43	54.49
2	Import	22.95	0.22	50.11	0.55	8.43	0.13
TOTAL		6508.48	62.96	5178.61	56.47	3484.86	54.63

Our quality control team ensures that our raw materials as well as end products are tested on all quality parameters to ensure that we are compliant with the required market standards. The raw material pricing is dependent on multiple factors including, inter-alia, global demand supply scenario, exchange rate fluctuations and import-export regulations.

We procure all these raw materials from third party suppliers at spot rate. We do not have any long term agreements with any of our raw material suppliers and we purchase such raw materials on spot order basis or by entering into short-term supply agreements / purchase orders with our suppliers. While we do not have any long term contracts with any of our raw material suppliers, we enjoy a long-standing relationship with many of our raw material suppliers, which enables a timely manufacturing and delivery of Rolls to our customers. We have relationships spanning more than 10 years with 6 of our top ten suppliers by contribution to purchases as on March 31, 2023. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and

delivery of the component to the customer due to the delay or failure to supply a critical raw material by any supplier. Our top 10 suppliers contribute 61.54% of the purchase for Fiscal 2023. Presently, we have not entered into any long-term supply agreements for sourcing any of our raw materials, and we source our raw materials.

INFORMATION TECHNOLOGY

Our IT systems are vital to our business and we have installed SAP ByDesign, a cloud ERP software solution that delivers pre-built processes for everything from finance and sales to product management and purchasing on a single, unified solution.

We utilize SAP ByDesign software to maintain inventory, sales, and logistics data in real-time, allowing us to make informed decisions and adjust our operations as necessary. Our SAP ByDesign software helps us to maintain accurate inventory levels, track sales data, and manage logistics effectively, providing us with real-time tracking of our goods during transportation. We prioritize inventory management, order processing, and customer service, tracking inventory levels, processing orders efficiently, and providing excellent customer service to ensure customer satisfaction.

HUMAN RESOURCES

Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. Recruitment of personnel in different categories is carried out by our human resources department.

As on June 30, 2023, we had a strong workforce of 269 employees. The following table illustrates the breakdown of the numbers of our employees by function:

Sr. No.	Department	No. of Employees
1	Management staff	16
2	Office Executives	6
3	Sales Executive	12
4	Factory staff	35
5	Quality Control Manager	15
8	Factory Workmen	185
TOTAL		269

INSURANCE

Except as mentioned below, our Company does not have any insurance policies as on date of this Draft Prospectus.

Name of the Insurance Company	Type of Policy	Validity Period	Description of Assets covered under the Policy	Policy No.	Total Sum Insured (in lakhs)	Premium p.a. incld taxes (in lakhs)
Reliance General Insurance	Reliance Bharat Sookshma Udyam Suraksha Policy-	November 24, 2023	Building, Plant & Machinery and Furniture, Fixtures &	160262221220052026	452.59	0.32

Name of the Insurance Company	Type of Policy	Validity Period	Description of Assets covered under the Policy	Policy No.	Total Sum Insured (in lakhs)	Premium p.a. incld taxes (in lakhs)
			Fittings and on Stock Pertains To Insured Trade			
Bajaj Allianz General Insurance	Bharat Sookshma Udyam Suraksha Policy	September 24, 2023	Building including plinth, Basement and additional structures Plant & Machinery Furniture & Fixtures, Fittings and other equipment Raw Material, Stock in Process Electrical Installation	OG-23-2202-4056-00008011	258.10	0.18
Tata AIG	Private Car Package Policy	November 27, 2023	Ranjit car insurance- Mahindra & Mahindra/ XUV 300	3100132140	75.84	0.17
Bajaj Allianz General Insurance	Bharat Sookshma Udyam Suraksha Policy	August 04, 2024	Stock and Stock in process	OG-24-2202-4056-00006583	500.00	0.33
Bajaj Allianz General Insurance	Bharat Sookshma Udyam Suraksha Policy	August 07, 2024	Raw Material and Natural Calamities (earthquake)	OG-24-2202-4057-00000452	2000.00	1.19
Bajaj Allianz General Insurance	Bharat Sookshma Udyam Suraksha Policy	August 04, 2024	Raw Material and Natural Calamities (earthquake)	OG-24-2202-4056-00006585	150.00	0.10
SBI	SBI General Bharat Laghu Udyam Suraksha	March 30, 2024	Building, Plant and Machinery, Furniture and fixtures and other contents	0000000033018237	126.40	0.54

Our Company believes that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and Our Company cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies.

QUALITY ASSURANCE

We are an ISO 9001:2015 certified by Alcumus ISOQAR.

Our Company is committed to highest quality and product assurance to its valued customers. During machining, samples are taken for examination of microstructure and machining is allowed to proceed only if the microstructure is found proper. Hardness of the Rolls is checked on the barrel surface as well as the face of barrel to check the depth of useful hardness. The machined surfaces are also examined for any surface defect like blowholes, inclusions, dross and cracks etc. Stage inspection of dimensions is carried out. A final dimensional check is carried out at the end of all machining operations. Once clearance is obtained from the Q.A Department. Rolls are finally painted with ant-corrosive paint and packed for shipping.

In order to maintain dimensional accuracy of the Rolls all measuring instruments are periodically checked for deviations against a set of standard instruments duly calibrated and certified from authorized centers. Samples are also taken out periodically from barrel of some rolls to test the mechanical properties of roll materials. All alloy steel rolls are ultrasonically tested for flaws and double poured rolls checked for proper bonding between the Shell and the Core.

Our Company has always offered its clients a holistic package to get optimum results in their rolling mills.

AWARDS AND RECOGNITION

For details of the awards received by our Company and recognition bestowed upon our Company, see “*History and Certain Corporate Matters– Key awards, accreditations or recognitions*” on page 142.

OUR PROPERTIES

Immovable Properties

We own and lease certain properties for our corporate operations and office. The brief details of some of the material properties owned/leased by our Company are set out below:

Sr. No	Details of the Property	Area in sq.mtrs.	Date of Agreement/ Tenure of Agreement	Owned/ Leased/Rental	Consideration/Lease Rental/License Fees (₹ in lakhs)	Purpose Used
1.	Plot No. 1006/1007, Chhatral GIDC, Chhatral, Tal. Kalol, Gandhinagar, Gujarat India (“ Manufacturing Unit 1 ”)	3856.26	December 15, 2005	Owned	4.82	Factory Land
2.	Plot No. 110/1,110/2, New Survey No., 202,201,204,203 Village Ganeshpura, Mehsana, Gujarat, India (“ Manufacturing ”	4856	May 26, 2008	Owned	2.30	Factory Land
		4647	April 18, 2019		66.00	
		4682	May 21, 2019		49.00	
		2250	February 3, 2020		50.00	

Sr. No	Details of the Property	Area in sq.mtrs.	Date of Agreement/ Tenure of Agreement	Owned/ Leased/Rental	Consideration/Lease Rental/License Fees (₹ in lakhs)	Purpose Used
	Unit 2")	4758	May 25, 2008		2.20	
3.	Chinsurah Dhaniyakali Road, Betamore, PS Dadpur, Hoogly, West Bengal India ("Manufacturing Unit 3")	2,791.74	February 4, 2010	Owned	4.20	Factory Land
		606.90	February 4, 2010		2.38	
		1,051.96	February 4, 2010		4.73	
		3,681.86	February 4, 2010		18.00	
		2,144.38	May 9, 2011		9.50	
4.	C-3/301, Anushruti Apartment, Opp New York Tower, S.G. Highway Ahmedabad Gujarat 380054 India	96.15	February 10, 2021 – January 31, 2024	Rental (leave & license)	0.22 per month	Corporate Office

Intellectual Property

Our Company has obtained registration and/or made applications for the registration of the following trademark with Trademark Registry, Government of India.

Sr. No	Brand Name/ Logo Trademark	Class	Nature of Trademark	Applicant	Application No. & Date	Status
1.		6	DEVICE	Deem Roll-Tech Limited	3912505 & February 8, 2019	Registered

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

In terms of section 135 and Schedule VII of the Companies Act, 2013, our Board of Directors have constituted CSR Committee, which has developed a CSR policy by way of which our Company will strive to meet our commitment towards the community by committing our resources and energies to social development. Our focus areas include education, environment, health and sports promotion.

Based on our management estimates, over the preceding five years, total finished steel production has escalated from approximately 101.3 million tons in 2018-19 to an estimated 123.2 million tons in 2022-23. A detailed examination of trends in finished steel production over the last five years in India shows a significant surge in output, particularly in the semi-finished products and non-alloy steel categories. The production of semi-finished products swelled from 101.2 million tons in FY 2018-19 to 123.1 million tons in FY 2022-23. Similarly, non-alloy bars and rods saw impressive growth, from 39.1 million tons to 51.7 million tons, marking over 32% growth within the same timeframe. An examination of data reveals an upward trend in both long and flat steel production, with growth rates of 10% and 6% respectively over the past year. Simultaneously, the roll requirement per ton of steel production, a pivotal metric for gauging the prospective market for our rolls, has demonstrated consistent growth. Demand for rolls in steel production, whether long or flat, can be calculated using the formula: Steel production in 1000 tons * consumption of Rolls per

1000 tons. For long products, this ratio is .63 tons per 1000 tons of steel, whereas for flat products, it's marginally higher at .843 tons per 1000 tons of steel.

(source: courtesy JPC Annual Statistics 22-23(1))

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the chapter titled “*Government and Other Approvals*” on page 223 of this Draft Prospectus.

Key Legislations Applicable to our Business

National Steel Policy, 2017

The Government has taken various remedial measures to promote domestic steel sector which amongst others include trade measures such as anti-dumping duties, safeguard duties and temporary introduction of Minimum Import Price; notified Quality Control Order thereby making BIS standards mandatory for all steel products and imports; notified the policy on Domestically Manufactured Iron and Steel Products in Government procurement which facilitates domestic value addition; and notified National Steel Policy, 2017 with a view to encourage long term growth of domestic steel sector.

The National Steel Policy, 2017 envisages a crude steel capacity of 300 MT by 2030-31. The salient features of the National Steel Policy, 2017 are:-

- It aspires to achieve 300 MT of steelmaking capacity by 2030. This would translate into additional investment of Rs.10 lakh Crore and 1.1 million additional workforce getting employed in the steel sector by 2030-31.
- The policy seeks to increase consumption of steel and major segments are infrastructure, automobiles, and housing.
- National Steel Policy, 2017 seeks to increase per capita steel consumption to the level of 160 Kg by 2030-31 from the level of around 61 KG.
- The policy stipulates that adoption of energy efficient technologies by small steel producers will be encouraged to improve the overall productivity & reduce energy intensity.

The Steel and Steel Products (Quality Control) Order, 2020

To comply with the steel and steel products safety standards and to support the Standard Mark, the Department for Promotion of Industry, and Internal Trade (DPIIT), the Government of India issued the Steel and Steel Products (Quality Control) Order, 2020. This steel products draft quality control order seeks to tighten quality norms for steel, both imported and manufactured. The new provision of steel quality order became effective on August 1, 2020; the quality order mandates the Bureau of Indian Standards (BIS) certification for steel products imports. Every steel and steel product specified in the quality control order must conform to the corresponding Indian standards defined in the order.

Public Liability Insurance Act, 1991

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

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

Corporate and Commercial Laws

The Companies Act, 2013

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

Competition Act, 2002

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

Indian Contract Act, 1872

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

Negotiable Instruments Act, 1881

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

The Registration Act, 1908 (“Registration Act”)

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

Indian Stamp Act, 1899 (the “Stamp Act”)

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

The Arbitration and Conciliation Act, 1996

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

same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Insolvency and Bankruptcy Code, 2016 (the “Code”)

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

Industrial Laws

Industrial (Development and Regulation) Act, 1951

This Act has been liberalized under the New Industrial Policy dated July 24th, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Factories Act, 1948

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

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

The objectives of this Act are to promote the protection of health and environment and to conserve valuable material and energy resources by— providing technical and financial assistance to State and local governments and interstate agencies for the development of solid waste management plans (including resource recovery and resource conservation systems) which will promote improved solid waste management techniques (including more effective organizational arrangements), new and improved methods of collection, separation, and recovery of solid waste and the environmentally safe disposal of non-recoverable residues. This act prohibits future open dumping on the land and requiring the conversion of existing open dumps to facilities which do not pose a danger to the environment or to health and establishing a cooperative effort among the Federal, State, and local governments and private enterprise in order to recover valuable materials and energy from solid waste.

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

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

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

enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

Industrial Disputes Act, 1947 (“Industrial Disputes Act”)

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

Labour and Employment Legislations

Minimum Wages Act, 1948

The State Governments may stipulate the minimum wages applicable to a particular industry. The minimum wages generally consist of a basic rate of wages, cash value of supplies of essential commodities at concession rates and a special allowance, the aggregate of which reflects the cost of living index as notified in the Official Gazette. Workers are to be paid for overtime at overtime rates stipulated by the appropriate State Government. Any contravention may result in imprisonment of up to six months or a fine of up to Rs. 500.

Payment of Wages Act, 1936

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

Employees’ Compensation Act, 1923

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

The Employees State Insurance Act, 1948 (“ESI”)

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

Payment of Gratuity Act, 1972

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

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. Under the said Act an employee in a factory who has worked for at least 30 working days in a year is eligible to be paid a bonus. This Act provides for a minimum bonus of 8.33 percent of wages. The salary limited fixed for eligibility purposes is Rs. 3,500 per month and the payment is subject to the

stipulation that the bonus payable to employees drawing wages or salary not exceeded Rs. 10000 per month would be calculated as if their salary or wages is Rs. 3,500 per month. The Central Government is the appropriate authority in respect of the industries /establishments for which it is appropriate Government under the Industrial Disputes Act, 1947. Annual Return in the prescribed form (FORM D) within 30 days of payment of the bonus to the Inspector.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“EPF Act”) and the schemes formulated there under (“Schemes”)

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed, and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

The Maternity Benefit Act, 1961

The purpose of Maternity Act 1961 is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc. It applies in the first instance, to every establishment being a factory, mine or plantation including any such establishment belonging to Government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances.

Code of Wages, 2019

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains the procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. It amalgamates and subsumes four imperative labour laws

- the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

The Code on Social Security, 2020

This Code received the assent of President of India on September 28, 2020, though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance, and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for a minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers Social Security Act, 2008.

The Industrial Relations Code, 2020

This Code received the assent of President of India on September 28, 2020, though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to Rs. 18,000 for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

Occupational Safety, Health, and Working Conditions Code, 2020 (“OSH Code”)

The Occupational Safety, Health, and Working Conditions Code, 2020 is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020, though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks. New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again. Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the POSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970, and Mines Act 1952.

Apprentices Act, 1961

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e., a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at workplace and prevention of sexual harassment at workplace. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually colored remarks, showing pornography or any other unwelcome physical, verbal, or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e., a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

Environment Protection Legislations

Environment Protection Act, 1986 (“Environment Act”)

The Environment Act provides a framework for the coordination of activities of various state and central authorities established under previous environmental laws by the Central Government. The Environment Act states that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of prescribed standards. Further, it empowers the Central Government to make rules for various purposes, including prescribing as below:

- the standards of quality of air, water, or soil for various areas;
- the maximum allowable limits of concentration of various environmental pollutants for different areas;
- the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Environment (Protection) Rules, 1986 (“Environment Rules”)

The Environment Rules were notified by the Central Government, in exercise of its powers under the Environment Act. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981, shall submit to the concerned Pollution Control Board (“PCB”) an environmental statement for that financial year in the prescribed form.

The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)

The Noise Regulation Rules regulate noise levels in industrial, commercial, and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. The penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act mandates that any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, obtains consent from the PCB prior to commencing any activity. The consent may be conditional on certain specifications like installation of pollution control equipment.

Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

Under the provisions of the Water Act, any individual, industry or institution discharging industrial or domestic wastewater or establishing any treatment or disposal system or the using of any new or altered outlet for the discharge of sewage is required to obtain the consent of the applicable state PCB, which is empowered to establish standards and conditions that are required to be complied with. The consent to operate is granted for a specific period after which the conditions stipulated at the time of granting consent are reviewed by the state PCB. Even before the expiry of the consent period, the state PCB is authorized to carry out random checks on any industry to verify if the standards prescribed are being complied with by the industry. In the event of non-compliance, the state PCB after serving notice to the concerned industry may withdraw water supply to the industry or cause magistrates to pass injunctions to restrain such polluters.

Water (Prevention and Control of Pollution) Cess Act, 1977

The Water Cess Act is a legislation providing for the levy and collection of a cess on local authorities and industries based on the consumption of water by such local authorities and industries so as to enable implementation of the Water Act by the regulatory agencies concerned.

Hazardous and other Wastes (Management and Trans boundary Movement) Rules, 2016 (“HW Rules”)

The HW Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes through a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment, package, storage and disposal of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing, and treating the hazardous waste. The new HW Rules as compared to the Rules of 2008 have enlarged the scope of regulated wastes by including ‘other wastes’ in its ambit. Other wastes include Waste tyre, paper waste, metal scrap, used electronic items, etc. and are recognized as a resource for recycling and reuse. These resources supplement the industrial processes and reduce the load on the virgin resource of the country.

Intellectual Property Laws

The Trademarks Act, 1999 (“Trademarks Act”)

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

Foreign Exchange Regulations

The Foreign Trade (Development & Regulation) Act, 1992 (“FTA”)

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

Laws Relating to Taxation

The Goods and Services Tax (“GST”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“CGST”), relevant state’s Goods and Services Act, 2017 (“SGST”), Union Territory Goods and Services Act, 2017 (“UTGST”), Integrated Goods and Services Act, 2017 (“IGST”), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the “Income Tax Act”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

HISTORY AND CERTAIN CORPORATE MATTERS

HISTORY AND BACKGROUND

Our Company was originally incorporated as a private limited company in the name and style of “Deem Roll-Tech Private Limited” under the Companies Act, 1956 vide certificate of incorporation dated May 1, 2003 issued by Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our members held on February 12, 2008 and consequently, the name of our Company was changed to “Deem Roll-Tech Limited”, and a fresh certificate of incorporation consequent upon conversion from private company to public company dated March 4, 2008 was issued by the Assistant Registrar of Companies, Gujarat, Dadra & Nagar Haveli.

CHANGES IN REGISTERED OFFICE OF OUR COMPANY

The registered office of the Company is presently situated at Survey No.110/1, P-1,110/2, Ganeshpura, Ta: Kadi Mahesana, Gujarat – 382 729, India.

Except as stated below, there has not been any change in our Registered Office since inception of the Company till the date of this Draft Prospectus.

Effective Date/ Year	From	To	Reason for Change
April 18, 2005	A-47 Swagat Bunglow bhat Gaon Road, Motera Ahmedabad – 382 424, Gujarat, India	P-4 Shyam Towers Parthsarathi Avenue, Satellite, Ahmedabad – 380 015, Gujarat, India.	Administrative Convenience
January 5, 2008	P-4 Shyam Towers Parth Sarthi Avenue, Satellite, Ahmedabad - 380 015, Gujarat, India.	41, Polyclinic building. Opp. Chief Justice Bunglow, Bodakdev, Ahmedabad – 380 054, Gujarat, India.	Administrative Convenience
December 18, 2009	41, Polyclinic building. Opp. Chief Justice Bunglow, Bodakdev, Ahmedabad – 380 054, Gujarat, India.	Survey No.110/1 P-1 110/2 Ganeshpura Ta:kadi Mahesana 382 729, Gujarat, India.	Administrative Convenience

MAIN OBJECTS OF OUR COMPANY

The Main Objects clause of the Company as per the Memorandum of Association is as under:

1.To carry on in India or elsewhere the business to manufacture, trading, produce, process, treat, alter, convert, shape, improve, manipulate, press, hammer, cut, slit, design, edge, grinding, mill, machine and to act as agent, broker, importer, exporter, buyer, seller, trader, foundryman, consultant, engineer, metallurgist, stockiest, distributor, job worker, vendor or otherwise to deal in all shapes, sizes, descriptions, specifications, capacities and varieties of forging items of steel, iron and their alloys used in automobiles, railways, waterworks, defence, power plants, oil wells, mines, agriculture, public utilities, constructions, transmissions, and for other commercial, domestic and industrial purposes.

2.To carry in India or elsewhere the business of manufacturing, producing, processing, melting, converting, manipulating, treating and to act as stockiest, distributor, agent, broker, buyer, seller, trader, importer, exporter, metallurgist, engineer, consultant, feundryman, job worker, supplier, contractor or otherwise to deal in ferro alloys of all grades and forms including powder form such as metal, ferro silicon, ferro chrome, silica manganese, silico calcium, silico chrome, ferro molybdenum, ferro vanadium, teller tungsten, ferro-silica magnesium, ferro manganese, ferro columbium, ferro niobium, ferro titanium or other ferro alloys and iron, steel, stainless steel, carbon steel, alloy steel pipes and pipes fittings for industrial, chemical, petrochemical, fertilisers, distilleries, diary, food, processing, textiles, paper, refineries, metal and malleable grey, steel forging, plate maker, wire, galvaniser.

3.To carry on in India or elsewhere the business of manufacturing, producing, processing, converting, mixing, treating, melting, handling, buying, selling, importing, exporting and to act as agent, broker, stockiest, distributor, engineer, metallurgist, contractor, supplier or otherwise to deal in metal, ferrous and non-ferrous casting in all its branches including precision castings, continuous castings, grey iron castings, chilled and malleable casting, special alloy castings, steel castings, ductile-iron castings, mile-castings, aluminum castings, brass castings, copper castings, gun-metal castings, cast sections and other allied items used in industries, transportation, water supply, machine tools, railways, navy, agriculture, aviation, defence.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION (MoA)

Since incorporation, the following amendments have been made to the MoA:

Date of member's Resolution	Particulars
May 1, 2003	Alteration of the Authorised Capital from inception to ₹ 1,00,000 divided into 10,000 Equity Shares of ₹10/-each
April 29, 2005	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each to ₹ 2,00,000 divided into 20,000 Equity Shares of ₹10 each.
December 2, 2005	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹2,00,000 divided into 20,000 Equity Shares of ₹10 each to ₹ 30,00,000 divided into 3,00,000 Equity Shares of ₹10 each.
January 11, 2007	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹ 30,00,000 divided into 3,00,000 Equity Shares of ₹10/- each to ₹ 50,00,000 divided into 5,00,000 Equity Shares of ₹10/- each.
July 27, 2007	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹ 50,00,000 divided into 5,00,000 Equity Shares of ₹10/-each to ₹ 1,00,00,000 divided into 10,00,000 Equity Shares of ₹10/-each.
February 12, 2008	Pursuant to the amendment in the Clause I of the Memorandum of Association comprising the name clause of the Company was amended pursuant to shareholders resolution dated February 12, 2008 to change the name of our Company from "Deem Roll-Tech Private Limited" to 'Deem Roll-Tech Limited', and a fresh certificate of incorporation dated March 4, 2008 was issued by the Registrar of Companies Dadra & Nagar Haveli, Gujarat to our Company.
July 15, 2009	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹ 1,00,00,000 divided into 10,00,000 Equity Shares of ₹10/-each to ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹10/- each.
May 9, 2023	Clause V of the MoA was amended to reflect the increase in the Authorised Share Capital of our Company. The Authorised Share Capital of our Company was increased from ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹10/-each to ₹ 9,00,00,000 divided into 90,00,000 Equity Shares of ₹10/- each.

MAJOR EVENTS, MILESTONES, KEY AWARDS, ACHIEVEMENTS AND ACCOLADES OF OUR COMPANY

Financial Year	Description
2003	Incorporation as a private limited Company
2004	Production of Rolls started at Manufacturing Unit 1 at Chhatral, Gujarat
2008	Conversion of company into public limited company
2009	Production of Rolls Started at Manufacturing unit 2 at Ganeshpura, Gujarat ISO-9001:2008 awarded for Manufacturing unit 2 at Ganeshpura, Gujarat
2011	Business Gaurav SME Awards 2011 (Best small enterprise metal and metal products)
2012	Production of Rolls started at Manufacturing unit 3 at Sinhet, West Bengal
2020	Recognition of our in-House R&D Unit from DSIR

STRATEGIC PARTNERS

Our Company does not have any strategic partners as on the date of this Draft Prospectus.

FINANCIAL PARTNERS

Apart from the arrangements with bankers and lenders which our Company undertakes in the ordinary course of business, as on the date of this Draft Prospectus, our Company does not have any financial partner.

TIME AND COST OVERRUN IN SETTING UP OF PROJECTS

As on the date of this Draft Prospectus, there have been no instances of time and cost overruns in setting up of our projects.

FRAUDULENT BORROWER

Our Company or any of our promoter or directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

COLLABORATION

Our Company has not entered into any Collaboration as on the date of this Draft Prospectus.

LOCK-OUT AND STRIKES

There have been no material instances of strikes or lock-outs at any time in our Company.

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions/ restraining orders that have been passed against the Company.

DETAILS OF LAUNCH OF KEY SERVICES, ENTRY IN NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details pertaining to launch of key services, entry in new geographies or exit from existing markets, please refer chapter titled "*Business Overview*" beginning on page 112 of this Draft Prospectus.

CAPACITY/ FACILITY CREATION, LOCATION OF PLANTS

For details regarding capacity or facility creation and the location of plants, see "*Major Events and Milestones of Company*" and "*Business Overview*" on pages 142 and 112, respectively of this Draft Prospectus.

DEFAULTS OR RESCHEDULING / RESTRUCTURING OF BORROWINGS OUR COMPANY WITH FINANCIAL INSTITUTIONS / BANKS

As on the date of this Draft Prospectus, there have been no defaults or rescheduling/ restructuring of borrowings with any of the financial institutions/banks or conversion of loans into equity in relation to our Company.

ACQUISITION OR DIVESTMENTS OF BUSINESS / UNDERTAKINGS, MERGERS AND AMALGAMATIONS, ANY REVALUATION OF ASSETS, ETC. SINCE ITS INCORPORATION

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation.

SHAREHOLDERS AND OTHER MATERIAL AGREEMENTS

There are no shareholders and other material agreements, other than those entered into in the ordinary course of business carried on or intended to be carried on by our Company.

AGREEMENT WITH KEY MANAGERIAL PERSONNEL OR DIRECTORS OR SENIOR MANAGERIAL PERSONNEL OR PROMOTER OR ANY OTHER EMPLOYEE OF THE COMPANY

There are no agreements entered into by key managerial personnel or Directors or Senior Managerial Personnel or Promoter or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY THE PROMOTER WITH RESPECT TO THE EQUITY SHARES OF THE COMPANY

As on the date of this Draft Prospectus, no guarantee has been issued by our Promoter with respect to the Equity Shares of the Company.

HOLDING COMPANY

Our Company does not have a holding Company as on the date of this Draft Prospectus.

SUBSIDIARIES

Our Company does not have a Subsidiary Company as on the date of this Draft Prospectus.

OUR ASSOCIATES

As on the date of this Draft Prospectus, our Company does not have any associates.

JOINT VENTURES

Our Company has no joint-ventures as on the date of this Draft Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS DETAILS ARE AS FOLLOWS

In terms of the Articles of Association, our Company is authorised to have Directors which shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) Directors after passing a special resolution, in accordance with the Companies Act, 2013. As on the date of this Draft Prospectus, our Board comprises of 7 (seven) Directors, including 2(two) Executive Director, 5 (five) Non-Executive Directors including 2 (two) Non-Executive Independent Director.

Set forth below, are details regarding our Board as on the date of this Draft Prospectus:

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Original Date of Appointment and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<p>Jaydev Ramesh Betai Designation: Chairman & Non-Executive Director DIN: 08218474 Date of Birth: March 21, 1952 Age: 72 years Occupation: Professional Address: 402, Shyam Tower, Parthsarathi Avenue, Ring Road, Shyamal Cross Road, Satellite, Ahmedabad-380015, Gujarat India. Original Date of Appointment: September 13, 2018 Period of Directorship: Liable to retire by rotation</p>	<p>Indian Companies Public Limited Company Nil Private Limited Company Nil Foreign Companies Nil</p>
<p>Jyoti Prasad Bhattacharya Designation: Managing Director & CEO DIN: 00340485 Date of Birth: October 11, 1959 Age: 64 years Occupation: Business Address: P/4, Shyam Tower, Parthsarathi Avenue, Shyamal Cross Road, Ahmedabad-380 015 Gujarat India. Original Date of Appointment: May 01, 2003 Period of Directorship: For a period of five years w.e.f October 01, 2019.</p>	<p>Indian Companies Public Limited Company Nil Private Limited Company Nil Foreign Companies Nil</p>

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Original Date of Appointment and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<p>Dev Jyotiprasad Bhattacharya Designation: Whole-time Director DIN: 09842191 Date of Birth: December 20, 1989 Age: 34 years Occupation: Business Address: P4, Shyam Tower, Parthsarathi Avenue, Satellite, Ahmedabad – 380 015 Gujarat India. Original Date of Appointment: April 25, 2023 Period of Directorship: For a period of five years since w.e.f April 25, 2023.</p>	<p>Indian Companies Public Limited Company Nil Private Limited Company Diacut Rolls Private Limited Foreign Companies Nil</p>
<p>Ranjit Anilkumar Dey Designation: Non-Executive Director DIN: 06462998 Date of Birth: November 29, 1975 Age: 48 years Occupation: Business Address: C-401, Utsav Residency, New C.G. Road, Chandkheda, Gandhinagar, Ahmedabad – 382 424, Gujarat India. Original Date of Appointment: February 01, 2013 Period of Directorship: Liable to retire by rotation</p>	<p>Indian Companies Public Limited Company Nil Private Limited Company Nil Foreign Companies Nil</p>
<p>Pijush Kanti Dey Designation: Non-Executive Director DIN: 06564208 Date of Birth: January 01,1965 Age: 59 Years Occupation: Business Address: J/D10, Bidhan Polly, Aswini Nagar, North 24 Parganas, Kolkata-700 059 India. Original Date of Appointment: October 21, 2013 Period of Directorship: Liable to retire by rotation</p>	<p>Indian Companies Public Limited Company Nil Private Limited Company Nil Foreign Companies Nil</p>
<p>Nihar Kanti Bandyopadhyay Designation: Non-Executive Independent Director DIN: 08204772</p>	<p>Indian Companies Public Limited Company Nil</p>

Name, Designation, DIN, Date of Birth, Age, Occupation, Address, Original Date of Appointment and Period of Directorship	Other Directorships as on the date of this Draft Prospectus
<p>Date of Birth: January 5,1958</p> <p>Age: 66 years</p> <p>Occupation: Business</p> <p>Address: B-73, Westend Park, Bodakdev, Gurudwara, Sarkhej Gandhinagar Highway, Ahmedabad -380 054 India.</p> <p>Original Date of Appointment: September 04, 2018</p> <p>Period of Directorship: For a period of five years since September 04, 2023 not liable to retire by rotation.</p>	<p>Private Limited Company</p> <p>Nil</p> <p>Foreign Companies</p> <p>Nil</p>
<p>Geeta Manojee Chowdhury</p> <p>Designation: Non-Executive Independent Director</p> <p>DIN: 07611440</p> <p>Date of Birth: January 8, 1960</p> <p>Age: 63 years</p> <p>Occupation: Business</p> <p>Address: Building - B 111/112, Eves Garden, Baner Road, Pune - 411 045 Maharashtra India.</p> <p>Original Date of Appointment: September 04, 2018</p> <p>Period of Directorship: For a period of five years since September 04, 2023 not liable to retire by rotation.</p>	<p>Indian Companies</p> <p>Public Limited Company</p> <p>Nil</p> <p>Private Limited Company</p> <p>Nil</p> <p>Foreign Companies</p> <p>Nil</p>

Brief Biographies of our Directors

Jaydev Ramesh Betai is the Chairman & Non-Executive Director of our Company. He is a fellow member of the Institute of Company Secretaries of India. Since November, 2011 he has been working as practicing company secretary at Ahmedabad. He holds over 30 years of experience in the field of handling assignments of corporates and other laws. He has been associated with our Company since September 2018. For more details, please refer “*Risk Factors - Reliance has been placed on declarations and affidavits furnished by Directors and Key Managerial Personnel for details of their profile included in this Draft Prospectus*”, for details of his profile included in this Draft Prospectus” on page 22 of this Draft Prospectus.

Jyoti Prasad Bhattacharya is the Managing Director of our Company. He has been associated with our Company since its incorporation as a Director. He holds a bachelor of engineering degree from the University of Burdwan and postgraduate diploma in business management degree from Xavier Labour Relations Institute, Jamshedpur. He holds over 30 years of experience in the field of steel industry and particularly in rolls manufacturing, castings, forged castings etc. He, presently, overseas operations and strategic decision making in the Company. He has been associated with our Company since incorporation.

Dev Jyotiprasad Bhattacharya is an Whole-time Director of our Company. He holds a bachelor of science degree from Manonmaniam Sundaranar University, Tamil Nadu. He also holds a certificate from India Institute of Management, Ahmedabad in manufacturing strategy. He has around 5 years of experience in the field of steel industry. He has been associated with our Company since April 2023. He overseas purchases and marketing operations in the Company. He has experience in the field of sales and marketing and the industrial sector. For more details, please refer “*Risk Factors - Reliance has been placed on declarations and affidavits furnished by Directors and Key Managerial Personnel for details of their profile included in this Draft Prospectus*”, for details of his profile included in this Draft Prospectus” on page 22 of this Draft Prospectus..

Ranjit Anilkumar Dey is the Non-Executive Director of our Company. He holds a bachelor of engineering degree from Bengal

Engineering College, Howrah. He has over 15 years of experience in the field of steel industry. He has been associated with our Company since February 2013.

Pijush Kanti Dey is the Non-Executive Director of our Company. He holds a bachelor of engineering degree from the Institution of Engineers (India). He has over 20 years of experience in field of steel industry. He has been associated with our Company since October 2013.

Nihar Kanti Bandyopadhyay is the Non-Executive Independent Director of our Company. He holds a bachelor of engineering from National Institute of Technology, Durgapur, India. He has over 28 years of experience in the field of engineering. He has been associated with our Company since September 2018. For more details, please refer “*Risk Factors - Reliance has been placed on declarations and affidavits furnished by Directors and Key Managerial Personnel for details of their profile included in this Draft Prospectus*”, for details of his profile included in this Draft Prospectus” on page 22 of this Draft Prospectus..

Geeta Manojjeet Chowdhury is the Non-Executive Independent Director of our Company. She holds a bachelor of engineering degree from the University of Burdwan. She also holds a certificate of diploma in architecture and maintenance. She has been associated with our Company since September 2018.

Relationship between our Directors and Key Managerial Personnel

Except as mentioned below, as on the date of this Draft Prospectus, none of our directors are related to each other as per section 2(77) of the Companies Act, 2013.

Director	Other Director	Relation
Jyoti Prasad Bhattacharya	Dev Bhattacharya	Father - Son

Details of any arrangements or understanding with major shareholders, customers, suppliers or others

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers and none of our Directors or members of senior management were appointed pursuant to any arrangement or understanding with any major shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company does not have any service contracts with the Directors pursuant to which they are entitled to any benefits upon termination of employment.

Borrowing Powers of the Board

Pursuant to our Article of Association and applicable provision of the Company Act 2013 and pursuant to the special resolution passed by the members at the EGM of the Company held on August 23, 2014 , pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act and rules made there under, our Board has been authorized to borrow any sum of money from time to time notwithstanding that the money to be borrowed together with the money 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 and free reserves of our Company, provided that the total outstanding amount so borrowed shall not any time exceed the limit of 6000.00 lakhs.

Terms and conditions of employment of our Directors

Jyoti Prasad Bhattacharya was re-appointed as a Managing Director of our Company, by virtue of resolution passed by our Board of Directors on July 18, 2019, and by the members in the Annual General Meeting held on September 10, 2019 for a period of 5 (five) years. From May 01, 2023 he will receive a remuneration from our Company in accordance with the Board resolution dated April 25, 2023 and the resolution of our shareholders approved in annual general meeting held on June 22, 2023 of ₹ 20 Lakhs per month. The details of the remuneration and perquisites payable to him during the term of his office, include the following:

-salary, dearness allowance, perquisite, commission amounting to ₹20.00 Lakhs per months

Dev Jyotiprasad Bhattacharya was appointed as a Whole-time Director of our Company, by virtue of resolution passed by our Board of Directors on April 25, 2023, and by the members in the annual general meeting held on June 22, 2023 for a period of 5 (five) years for a remuneration of Rs. 1 lakh per month. The details of the remuneration and perquisites payable to him during the term of his office, include the following:

-salary, dearness allowance, perquisite, commission amounting to ₹1.00 Lakhs per months

Remuneration paid to Executive Directors during FY 2022-2023

Name of the Directors	2022-2023 (₹. in Lakhs)
Jyoti Prasad Bhattacharya	196.00
Dev Jyoti Prasad Bhattacharya	Nil

Payment or benefit to Non-Executive Directors and Independent Directors of our Company

The table below sets forth the details of the remuneration (including sitting fees and commission) paid to our Non-executive Directors for the Financial year 2022-2023:

Name of the Directors	2022-2023 (₹. in Lakhs)
Ranajit Anilkumar Dey	21.83
Pijush Kanti Dey	6.60
Nihar Kanti Bandyopadhyay	0.27
Geeta Manojee Chowdhury	0.47

Our Board of Directors have resolved in their meeting dated September 4, 2018 for payment of an amount not exceeding Rs. 0.2 lakhs per meeting as a sitting fee along with an out of pocket expenses not exceeding 0.05 lakhs per meeting to all Non-Executive Directors / Independent Director / Committee Member for attending each such meeting of the Board or Committee thereof.

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder.

Payment of benefits (non-salary related)

Except as stated in the chapter titled “**Restated Financial Information**” on page 168 of this Draft Prospectus, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Prospectus or is intended to be paid or given to any of our directors.

Deferred Compensation payable to Directors.

As on the date of this Draft Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for the Director

Except as set out in “–Terms of appointment of our Directors” on page on page 146, our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated.

Remuneration paid or payable to our Directors by our Subsidiaries

Our Company does not have any subsidiaries.

Shareholding of Directors in our Company

As per our AOA, our Directors are not required to hold any qualification shares.

The shareholding of our Directors in our Company as on the date of this Draft Prospectus is set forth below:

Name of Directors	Number of Equity Shares	Percentage of the pre-Issue paid up share capital (%)
Jyoti Prasad Bhattacharya	53,16,102	91.07%
Dev Jyotiprasad Bhattacharya	69,630	1.19%
Total	53,85,732	92.26%

Confirmations

None of our Directors is or was a Director of any listed companies, whose shares have been or were suspended from being traded on any stock exchanges having nationwide terminals, during the five (5) years preceding from the date of this Draft Prospectus, during their term of directorship in such company.

None of our Directors is or was a Director of any listed companies, which has been or were delisted from any stock exchange(s), during their term of directorship in such Company.

None of our Directors have been or was identified as a wilful defaulter or Fraudulent Borrower as defined under SEBI ICDR Regulations.

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.

None of our Directors are associated with the securities market and 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 director was associated have been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a ‘fugitive economic offender’ under Section 12 of the Fugitive Economic Offenders Act, 2018.

Except as disclosed below, none of our Directors, Promoter or persons forming part of our Promoter Group are persons appearing in the list of directors of struck-off companies by the RoC or the MCA under section 248 of the Companies Act, 2013

Name of Individual	Category	Name of the entity struck off
Jyoti Prasad Bhattacharya	Promoter	Wonder Castings Private Limited
		Deem Auto-Tech Private Limited
		J R D Foods Private Limited

Interest of directors

All our Directors may be deemed to be interested to the extent of remuneration and/or sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles. Our Directors deemed to be interested to the extent of remuneration payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors/ Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company. Our Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and Promoter and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer chapter titled “*Our Management*” on page 146 of this Draft Prospectus.

Further, our Directors are also directors on the boards, or are shareholders, kartas, trustees, proprietors, members or partners, of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details, see “Other Financial Information –Related Party Transactions” on page **Error! Bookmark not defined.** of this Draft Prospectus.

Other than our promoter directors, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

Except as stated in the chapters titled “*Business Overview*” and “*Restated Financial Statement*” beginning on pages 112 and 168 of this Draft Prospectus, none of our directors have any interest in the property acquired or proposed to be acquired by our Company.

There is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Issue..

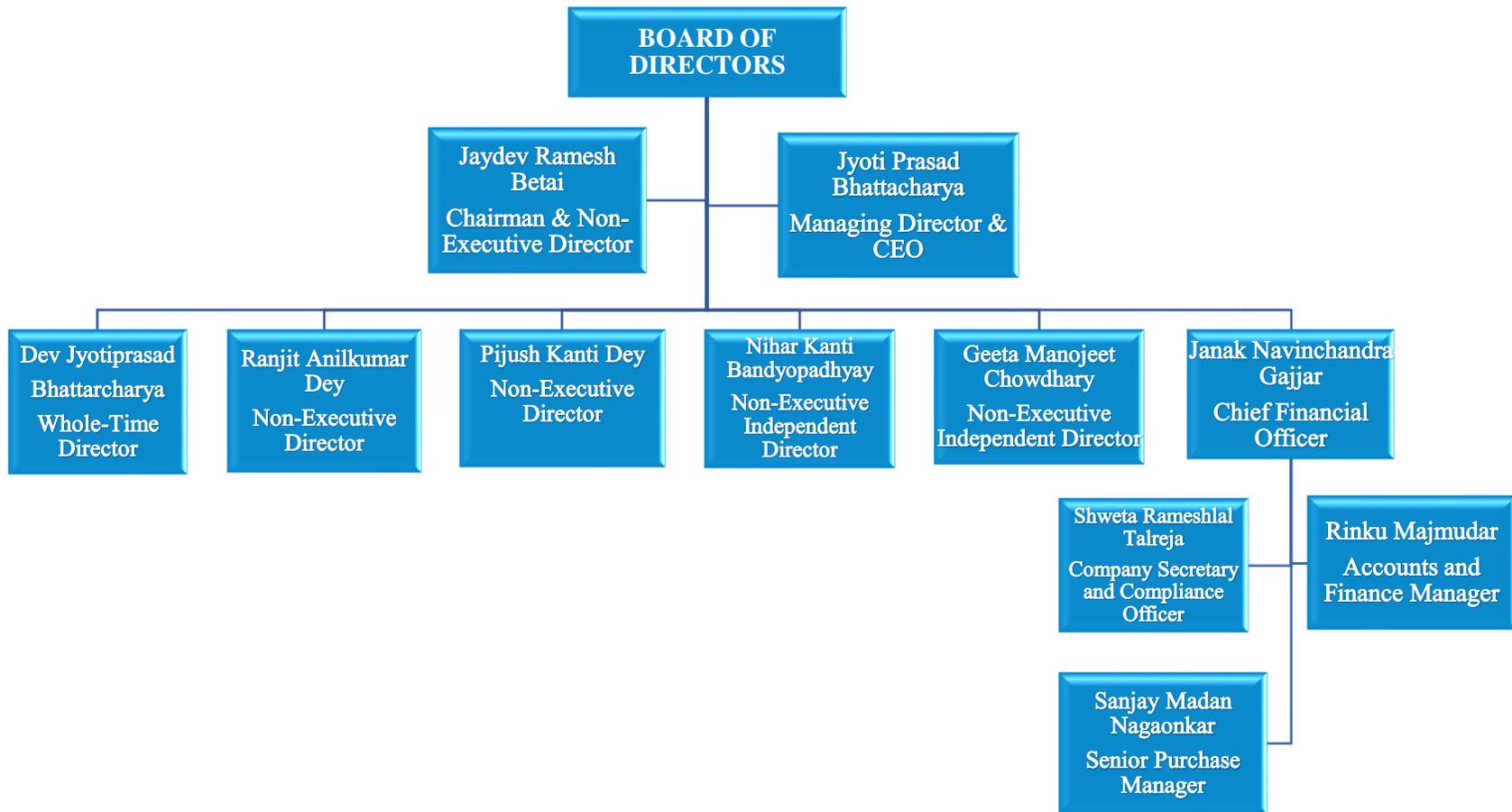
Changes in the board of directors in the last three (3) years immediately preceding the date of Draft Prospectus.

Except as disclosed below, there has been no change in the Board of Directors during the last three (3) years preceding the date of Draft Prospectus.

Name of Directors	Date	Reason
Dev Jyotiprasad Bhattacharya	April 25, 2023	Appointed as Additional Whole-time Director
	June 22, 2023	Change in Designation to Whole-time Director
Jyoti Prasad Bhattacharya	September 10, 2019	Re-appointed as Managing Director
Nihar Kanti Bandyopadhyay	September 4, 2023	Re-appointed as Non-Executive Independent Director
Geeta Manojjeet Chowdhury	September 4, 2023	Re-appointed as Non-Executive Independent Director

Management Organization Structure:

The following chart depicts our Management Organization Structure:



Corporate Governance

In terms of the Articles of Association, our Company is authorised to have Directors which shall not be less than 3 (three) and more than 15 (fifteen), provided that the Company may appoint more than 15 (fifteen) Directors after passing a special resolution, in accordance with the provisions of the Companies Act, 2013. As on the date of this Draft Prospectus, our Board comprises of 7 (seven) Directors, including 2(two) Executive Directors, 5 (five) Non-Executive Directors including 2 (two) Non-Executive Independent Director.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof

Constitutions of Committees

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI Listing Regulations: (i) Audit Committee, (ii) Nomination and Remuneration Committee and (iii) Stakeholders Relationship Committee and (iv) IPO Committee

I. Audit Committee

Our Company has constituted an Audit Committee as per Section 177 and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable Clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines vide resolution passed in the meeting of our Board dated July 14, 2023. The constitution of the Audit Committee is as follows:

Name of Directors	Position in the Committee	Designation
Nihar Kanti Bandyopadhyay	Chairman	Non-Executive Independent Director
Geeta Manojjeet Chowdhary	Member	Non-Executive Independent Director
Jaydev Ramesh Betai	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The scope and function of the Audit Committee is in accordance with section 177 of the Companies Act. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reason for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same must be communicated to the shareholders. The Chairman of the Audit committee must attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

Meetings of the Committee:

The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

Role and Powers

The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 as amended and Companies Act, 2013 shall be as under:

Role of Audit Committee

- 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;
- recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- b. changes, if any, in accounting policies and practices and reasons for the same;
- c. major accounting entries involving estimates based on the exercise of judgment by management;
- d. significant adjustments made in the financial statements arising out of audit findings;
- e. compliance with listing and other legal requirements relating to financial statements;
- f. disclosure of any related party transactions;
- g. modified opinion(s) in the draft audit report;
- v. reviewing, with the management, the half yearly financial statements before submission to the board for approval;
- vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / Draft Prospectus / 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;
- vii. review and monitoring the auditor's independence, performance and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of our Company with related parties;
 - ix. scrutiny of inter-corporate loans and investments;
 - x. valuation of undertakings or assets of our Company, wherever it is necessary;
 - xi. evaluation of internal financial controls and risk management systems;
 - xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - xiv. discussion with internal auditors of any significant findings and follow up there on;
 - xv. the Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
 - xvi. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - xvii. 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;
- xxviii. the Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177(4) of Companies Act 2013 or referred to it by the Board;
- xix. 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;
- xx. 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;
- xxi. to review the functioning of the whistle blower mechanism;
- xxii. Approval of appointment of CFO (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;
- xxiii. to oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases;
- xxiv. Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings;
- xxv. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- xxvi. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on

the listed entity and its shareholders;

- xxvii. To investigate any other matters referred to by the Board of Directors; and
- xxviii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or containing into SEBI Listing Regulations 2015.

Mandatory review by the Audit Committee

The Audit Committee will mandatorily review the following:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by the management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor;
6. statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
 - ii. annual statement of funds utilized for purposes other than those stated in the Issue document/ Prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

II. Nomination and Remuneration Committee

Our Company has constituted Nomination and Remuneration Committee in terms of Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, in the meeting of the Board of Directors held on July 14, 2023. The Nomination and Remuneration Committee presently consists of the following Directors of the Board

Name of Directors	Position in the Committee	Designation
Geeta Manojee Chowdhary	Chairman	Non-Executive Independent Director
Nihar Kanti Bandyopadhyay	Member	Non-Executive Independent Director
Jaydev Ramesh Betai	Member	Non-Executive Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

Tenure:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings:

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders queries; however, it shall be up to the chairperson to decide who shall answer the queries.

Role of Terms of Reference:

- i. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- ii. formulation of criteria to determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel and other employees;

- iii. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- iv. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- v. devising a policy on diversity of board of directors;
- vi. decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
- vii. Determine our Company's policy on specific remuneration package for the Managing Director /Executive Director including pension rights;
- viii. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;
- ix. 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;
- x. 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;
- xi. decide the amount of Commission payable to the Whole -Time Directors;
 - a. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc; and
 - b. to formulate and administer the Employee Stock Option Scheme; and recommend to the Board all remuneration, in whatever form, payable to senior management.
- xii. Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of the Company;
- xiii. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- xiv. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
- xv. Framing 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, the Company and its employees, as applicable; and
- xvi. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.
- xvii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - 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 consider the time commitments of the candidates.

III. Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee in terms of Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the

meeting of Board of Directors dated July 14, 2023. The Stakeholders Relationship Committee presently consists of the following Directors of the Board:

Name of Directors	Position in the Committee	Designation
Jaydev Ramesh Betai	Chairman	Non-Executive Director
Ranjit Anilkumar Dey	Member	Non-Executive Director
Dev Jyotiprasad Bhattarcharya	Member	Whole-time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

Tenure:

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

Meetings:

The Stakeholders Relationship Committee is required to meet at least once a year and report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

Terms of Reference:

Redressal of shareholders' and investors' complaints, including and in respect of:

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

- i. Redressal of shareholders' and investors' complaints, including and in respect of:
 - a. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
 - b. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - c. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- ii. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
- iii. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- iv. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
- v. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- vi. Allotment and listing of shares;
- vii. Review of measures taken for effective exercise of voting rights by shareholders.
- viii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- ix. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- x. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- xi. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- xii. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

IV. IPO Committee

Our Company has constituted the IPO Committee in the meeting of Board of Directors dated April 25, 2023. The IPO Committee presently consists of the following Directors of the Board:

Name of Directors	Position in the Committee	Designation
Jyoti Prasad Bhattacharya	Chairman	Managing Director
Jaydev Ramesh Betai	Member	Non-Executive Director
Dev Jyotiprasad Bhattacharya	Member	Whole-time Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the IPO Committee.

Tenure:

The Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the IPO Committee as approved by the Board.

Role of Terms of Reference:

- i. to decide on the actual size of the issue, including any reservations as may be permitted, timing, pricing and all the terms and conditions of the issue, including the price, and to accept any amendments, modifications, variations or alterations thereto;
- ii. to get connectivity with NSDL, CDSL and other Depositories in India for dematerialisation of equity shares of the company
- iii. to appoint and enter into arrangements with the lead manager, co-managers to the issue, underwriters to the issue, registrar & share transfer agent, market makers, syndicate members to the issue, advisors to the issue, stabilizing agent, brokers to the issue, escrow collection banker/s to the issue, legal advisors to the issue, advertising and/or promotion or public relations agencies and any other agencies or persons
- iv. to finalize and settle and to execute and deliver or arrange the delivery of the offering documents [the draft red herring prospectus, the Red Herring Prospectus, Final Prospectus for marketing of the Issue in jurisdictions outside India], syndicate agreement, underwriting agreement, escrow agreement, stabilization agreement and all other documents, deeds, agreements and instruments as may be required or desirable in connection with the Issue of shares or the Issue by the company
- v. to open one or more separate current account[s] in such name and style as may be decided, with a scheduled bank to receive applications along with application monies in respect of the Issue of the shares of the company
- vi. to open one or more bank account of the company such name and style as may be decided for the handling of refunds for the Issue
- vii. to make any applications to the Reserve Bank of India, Foreign Investment Promotion Board and such other authorities, as may be required, for the purpose of issue of the equity shares by the company to non-resident investors including but not limited to NRIs, FIIs, FVCI's and other non-residents
- viii. to make applications for listing of the equity shares of the company in one or more stock exchange[s] and to execute and to deliver or arrange the delivery of the listing agreement[s] or equivalent documentation to the concerned stock exchange[s] :
- ix. to settle all questions, difficulties or doubts that may arise in regard to the issue or allotment of shares as it may, in its absolute discretion deem fit and
- x. to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, or otherwise in relation to the Issue or any matter incidental or ancillary in relation to the Issue, including without limitation, allocation and allotment of the shares as permissible in law, issue of share certificates in accordance with the relevant rules.

V. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by our Board through its resolution dated November 13, 2019 and was last reconstituted pursuant to a resolution passed by our Board on June 01, 2020. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Nihar Kanti Bandyopadhyay	Chairman	Non-Executive Independent Director

Ranjit Anilkumar Dey	Member	Non-Executive Director
Jyoti Prasad Bhattacharya	Member	Managing Director

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013. Its terms of reference are as follows:

- i. To formulate and recommend to the Board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- ii. To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- iii. To recommend the amount of expenditure to be incurred for the corporate social responsibility activities, being at least two-percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its corporate social responsibility and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- iv. To formulate and recommend to the Board, an annual action plan in pursuance to the corporate social responsibility policy, which shall include the following, namely:
 - a) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
 - b) the manner of execution of such projects or programmes as specified in Rule 4(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d) monitoring and reporting mechanism for the implementation of the projects or programmes; and
 - e) details of need and impact assessment, if any, for the projects undertaken by the company. Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.
- v. Identifying and appointing the corporate social responsibility team of the Company and delegate responsibilities to such team and supervise proper execution of all delegated responsibilities;
- vi. To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- vii. To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
- viii. 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 or perform such responsibilities as may be required by the corporate social responsibility committee in terms of the provisions of Section 135 of the Companies Act; and
- ix. Such terms of reference as may be prescribed under Section 135 of the Companies Act.

Policy on disclosures and internal procedure for prevention of Insider Trading

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE platform of NSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Board of Directors at their meeting held on [have approved and adopted the policy for prevention of insider trading.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

Policy for determination of materiality & materiality of Related Party Transactions and on dealing with Related Party Transactions

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on the EMERGE platform of NSE. The Board of Directors at their meeting held on July 14, 2023 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

Our Key Managerial Personnel and Senior Management Personnel

Brief Profile of Key Managerial Personnel:

Shweta Rameshlal Talreja, Company Secretary & Compliance Officer

Shweta Rameshlal Talreja, aged 33 years is Company Secretary & Compliance Officer of our Company. She was appointed by our Board of Directors in their meeting held on July 04, 2023 wef from July 01, 2023. She is an Associate member of the Institute of Company Secretaries of India. She has more than a year of experience in field of secretarial, corporate and compliance affairs.

Janak Navinchandra Gajjar, Chief Financial Officer

Janak Navinchandra Gajjar, aged 58 years, is the Chief Financial Officer of our Company. He has been by appointed by the Board of Directors in their meeting held on May 23, 2023. He holds a bachelor's in commerce degree from Gujarat University. He is associated with the Company since 2007 and has more than 15 years of experience in field of accounts & finance affairs. Currently, he overseas financial affairs in the Company.

Jyoti Prasad Bhattacharya, Managing Director

For the complete profile of Mr. Jyoti Prasad Bhattacharya, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see chapter titled *“Our Management - Brief Biographies of our Directors”* on page 146 of this Draft Prospectus

Dev Jyotiprasad Bhattacharya, Whole-Time Director

For the complete profile of Dev Jyotiprasad Bhattacharya, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see chapter *“Our Management - Brief Biographies of our Directors”* on page 146 of this Draft Prospectus.

Brief Profile of Senior Management Personnel:

Rinku Bhupendrabhai Majmudar, aged 34 years, is the Accounts and Finance Manager of our Company. She holds a bachelor's in commerce degree from Gujarat University and has completed Integrated Professional Competence Examination certificate in the year 2010. She is associated with the Company since 2014 and has more than 7 years of experience in field of accounts and finance affairs of the Company.

Sanjay Madan Nagaonkar, aged 40 years, is the Senior Purchase Manager of our Company. He holds a bachelor's in science (degree from the Birla Institute of Technology and Science. He is associated with the Company since 2022 and has more than 10 years of experience in field of supply chain and strategic sourcing. Currently, he overseas purchase in the Company.

Nature of any family relation between any of the key managerial personnel or Senior Management Personnel

Except as mentioned below, as on the date of this Draft Prospectus, none of our KMPs or Senior Management Personnel are related to each other as per section 2(77) of the Companies Act, 2013.

KMP / Senior Management Personnel	Other KMP/ Senior Management Personnel	Relation
Jyoti Prasad Bhattacharya	Dev Jyotiprasad Bhattacharya	Father – Son

Arrangement or understanding with major shareholders, customers, suppliers or others

As on the date of this Draft Prospectus, our Company has no arrangement or understanding with any major shareholders, customers or suppliers or others, pursuant to which any of the Key Managerial Personnel or Senior Management Personnel were selected as a Key Managerial Personnel or Senior Management Personnel.

Compensation paid to Key Managerial Personnel and Senior Management Personnel during last financial year i.e., 2022-2023

For details with respect to the compensation paid to our Key Managerial Personnel and Senior Management Personnel during preceding Financial Year 2022-2023 refer *“Terms and conditions of employment of our Executive Directors”* of our Company on page 149 and *“Restated Financial Statements”* on page 168 of this Draft Prospectus.

Shweta Talreja has been appointed as Company Secretary and Compliance Officer w.e.f July 4, 2023. Hence, she has not received remuneration during preceding Financial Year 2022-2023.

Janak Navinchandra Gajjar has been appointed as Chief Financial Officer w.e.f May 23, 2023. Hence, he has not received remuneration during preceding Financial Year 2022-2023 in the capacity of Chief Financial Officer, however, he has received a salary of 6.05 lakhs as an employee of the Company.

Rinku Bhupendrabhai Majmudar has received remuneration of 4.83 lakhs during preceding Financial Year 2022-2023 in the capacity of Accounts and Finance Manager of the Company.

Sanjay Madan Nagaonkar has received remuneration of 7.15 lakhs during preceding Financial Year 2022-2023 in the capacity of Senior Purchase Manager of the Company.

Bonus or profit-sharing plan for Key Managerial Personnel or Senior Management Personnel

None of the Key Managerial Personnel or Senior Management Personnel is party to any bonus or profit-sharing plan of our Company.

Status of Permanent Employment of KMPs or Senior Management Personnel

All the Key Managerial Personnel and Senior Management Personnel mentioned above are permanent employees of our Company.

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Except as disclosed below, none of the Key Managerial Personnel or Senior Management Personnel holds Equity Shares of our Company as on the date of this Draft Prospectus.

Name of Directors	Number of Equity Shares	Percentage of the pre-Issue paid up share capital (%)
Jyoti Prasad Bhattacharya	53,16,102	91.07%
Dev Jyotiprasad Bhattacharya	69,630	1.19%
Total	53,85,732	92.26%

Changes in Key Managerial Personnel and Senior Management Personnel during the last three (3) years

There has been no change in Key Managerial Personnel and Senior Management Personnel during the last three (3) years

Sr. No.	Name of KMP/ Senior Management Personnel	Date of event	Reason
1.	Dev Jyotiprasad Bhattacharya	April 25, 2023	Appointed as Additional Whole-time Director
		June 22, 2023	Change in Designation to Whole-time Director
2.	Janak Navinchandra Gajjar	May 23, 2023	Appointed as Chief Financial Officer
3.	Shweta Rameshlal Talreja	July 4, 2023	Appointed as Company Secretary and Compliance Officer.
4.	Sanjay Madan Nagaonkar	July 26, 2022	Appointed as Senior Purchase Manager

Attrition of Key Managerial Personnel or Senior Management Personnel

The attrition of Key Managerial Personnel or Senior Management Personnel is not high in our company compared to the industry.

Employees’ Stock Option or or Employee Stock Purchase Scheme

As on date of this Draft Prospectus, our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Prospectus.

Service Contracts with KMPs or Senior Management Personnel.

Our Company does not have any service contract with the KMP or Senior Management Personnel pursuant to which they are entitled to any benefits upon termination of employment.

Payment of Benefits to of Our KMPs or Senior Management Personnel (non-salary related)

Except as disclosed in this Draft Prospectus other than any statutory payments made by our Company to its KMPs or Senior Management Personnel in last three (3) Preceding Financial Years, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer chapter titled ‘*Restated Financial Statements*’ beginning on page 168 of this Draft Prospectus.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTER

Jyoti Prasad Bhattacharya is the Promoter of our Company. As on the date of this Draft Prospectus, our Promoter holds in aggregate 53,16,102 Equity Shares of face value Rs. 10.00/- each, representing 91.07% of the issued, subscribed and paid-up Equity Share Capital of our Company. For details of the build-up of our Promoter' shareholding in our Company, please refer to the chapters titled "*Capital Structure – Shareholding of our Promoter*" beginning on page no. 58 of this Draft Prospectus.

BRIEF PROFILE OF OUR PROMOTER ARE AS FOLLOWS:

	<p>Jyoti Prasad Bhattacharya, aged 64 years. He is the Promoter of the Company.</p> <p>Date of Birth: October 11, 1959</p> <p>Address: P/4, Shyam Towers, Parthsarathi Avenue, Shyamal Crossroad, Ahmedabad-380015, Gujarat</p> <p>Permanent Account Number: ADPPB2016B</p> <p>For the complete profile of Jyoti Prasad Bhattacharya along with the details of his experience in the business, educational qualifications, positions / posts held in the past and other directorships, special achievements, business and other activities, please refer to the chapter title "<i>Our Management - Brief profile of our Directors</i>" beginning on page 146 of this Draft Prospectus.</p>
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Our Company confirms that the Permanent Account Number (PAN), Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number(s) of our Promoter shall be submitted to the Stock Exchange at the time of filing this Draft Prospectus.

CHANGE IN MANAGEMENT AND CONTROL OF OUR COMPANY

Our Promoter is the original promoter of the Company and there has not been any change in the management or control of our Company in the five years immediately preceding the date of this Draft Prospectus.

OTHER VENTURES OF OUR PROMOTER

Other than as disclosed in the chapter titled "*Our Promoter and Promoter Group*" beginning on page 163 of this Draft Prospectus, our Promoter is not involved in any other ventures.

CONFIRMATIONS

Our Promoter has confirmed that he has not been identified as wilful defaulter or fraudulent borrower by the RBI or any other governmental authority.

Our Promoter has not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.

No violations of securities law have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or is currently pending against him. Neither our Promoter nor members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies or the Companies with which our Promoter is or was associated as a Promoter, Director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

EXPERIENCE OF OUR PROMOTER IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoter in the business of our Company, please refer to the chapter titled "*Our Management – Brief Biographies of our Directors*" beginning on page 146 of this Draft Prospectus.

INTEREST OF PROMOTER

Interest in Promotion of our Company

Our Company is promoted by Jyoti Prasad Bhattacharya who holds 91.07% pre issue Equity Shares of our Company as of the date of this Draft Prospectus.

Our Promoter is interested in our Company to the extent (1) that he has promoted our Company; (2) of his respective shareholding, the shareholding of his relatives and entities in which the Promoter is interested and which hold Equity Shares in our Company and the dividend payable upon such shareholding, if any, and other distributions in respect of the Equity Shares held by him, his relatives or such entities, if any; (3) employment related benefits paid by our Company i.e. remuneration and reimbursement of expenses payable to him in such capacity of Director and Key Managerial Personnel of our Company; and (4) personal guarantees and mortgage given by Promoter and some of the member of promoter group. For further details, please refer to the heading “*Summary of Related Party Transactions*” in chapter titled “*Summary of Issue Document*”, “*Capital Structure*”, “*History and Certain Corporate Matters*” and “*Financial Indebtedness*” beginning on pages 16, 58, 142 and 216, respectively of this Draft Prospectus.

Interest in the properties of our Company

Except as mentioned in the chapters titled “*Business Overview*”, “*Our Management*” and “*Restated Financial Statement*” beginning on pages 112, 146 and 168 respectively of this Draft Prospectus, neither the Promoter nor any member of the Promoter group have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

Business Interest

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements 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 including the personal guarantee given by our Promoter other than in the normal course of business. For further details, please refer to heading “*Related Party Transactions*” in the chapter titled “*Restated Financial Statements*” beginning on page 168 of this Draft Prospectus.

Interest of Promoter in acquisition of land, construction of building and supply of machinery, etc

As on the date of filing of the Draft Prospectus, our Promoter is not interested in any transaction for acquisition of land, construction of buildings and supply of machinery.

COMMON PURSUITS OF OUR PROMOTER

Our Promoter is not involved with any ventures which are in the same line of activity or business as that of our Company.

PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTER OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the Chapter titled “*Restated Financial Statements*” and “*Our Management*” beginning on page 168 and 146 of this Draft Prospectus, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the date of this Draft Prospectus.

MATERIAL GUARANTEES

Our Promoter has not given any material guarantees to any third parties with respect to Equity Shares as on the date of this Draft Prospectus.

COMPANIES WITH WHICH OUR PROMOTER HAS DISASSOCIATED IN THE LAST THREE (3) YEARS

Our Promoter has not disassociated himself from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, are as under:

- a. *The natural persons who are part of the Promoter Group (due to their relationships with our Promoter), other than our Promoter, are as follows:*

Relationship with Promoter	Jyoti Prasad Bhattacharya
Brother	Bhaskar Bhattacharya
Sister	Bijoya Bhattacharya
Spouse	Madhuchhanda Bhattacharya
Son	Dev Bhattacharya
Daughter	Raima Bhattacharya

- b. *Our Promoter Group as defined under Regulation 2(1)(pp) of SEBI ICDR Regulations 2018 includes entities, companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:*
- i. Diacut Rolls Private Limited
 - ii. M/s Diacut Machining

OUR GROUP COMPANIES

As per SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered:

- i. the companies with which there were related party transactions during the period for which the Restated Financial Information has been disclosed in this Draft Prospectus; and
- ii. any other company as considered material by the Board.

With respect to point (ii) above, for the purpose of disclosure in this Draft Prospectus, the Board in its meeting held on July 14, 2023 has considered that a company (other than the companies covered under the schedule of related party transactions) shall be considered “material” and will be disclosed as a ‘Group Company’ in this Draft Red Herring Prospectus if it is a member of the Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and has entered into one or more related party transactions during the period for which the Restated Financial Information has been disclosed in the Draft Red Herring Prospectus, which individually or in the aggregate, exceed 5% of the revenue from operations of our Company as per the Restated Financial Statements for the Financial Year 2022-23.

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, our Company does not have any group company.

DIVIDEND POLICY

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 the Companies Act, 2013.

Our Company has not declared and/or paid any dividend on the Equity Shares since incorporation.

The declaration of dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, profit earned during the financial year, capital requirements, and surpluses, contractual restrictions, liquidity and applicable taxes including dividend distribution tax payable by our Company and any other factors considered by our Board of Directors. The Articles of Association also provides discretion to our Board of Directors to declare and pay interim dividends. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please refer chapter titled “*Financial Indebtedness*” beginning on Page 216 of this Draft Prospectus.

All dividend payments are to be made in cash to the Shareholders of our Company. Our Company has not adopted any Dividend Distribution Policy as on the date of this Draft Prospectus since the requirements under Regulation 43A of SEBI Listing Regulations are not applicable to the Company. However, depending upon the availability of distributable profits and fund flow, dividends maybe recommended by the Board of Directors and shall pay dividends in accordance with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association and other Applicable Laws.

SECTION VI: FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION

To,
**The Board of Directors,
Deem Roll-Tech Limited
C-3/301, Anushruti Apartment,
Opp. New York Tower,
S.G. Highway, Ahmedabad.**

Dear Sirs,

1. We have examined the attached Restated Financial Statements of Deem Roll-Tech Limited (hereinafter referred to as "the Company"), comprising, the Restated Statement of Assets and Liabilities as at March 31, 2023, 2022, and 2021, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the years ended at March 31, 2023, 2022, and 2021, the Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 28th August, 2023, for the purpose of inclusion in the Draft Prospectus/ Prospectus ("Draft Prospectus/Prospectus") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Ahmedabad in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.



Ahmedabad (HO)

Sapan House, C.G Road,
Opp.Municipal Market,
Navrangpura, Ahmedabad.
©9825048898, (O) 079-40098280.



Surat Branch

801, Center Point,
Ring Road,
Surat - 385002



Gandhidham Branch

204, Sunshine Arcade,
Gandhidham-Kutch - 370201

3. We, S. N. Shah & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and holds the peer review certificate dated 29.10.2021 valid till 31.10.2024.
4. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 3rd July, 2023 in connection with the proposed IPO of equity shares of Deem Roll-Tech Limited (the “Issuer Company”) on SME platform of National Stock Exchange of India Limited (“NSE EMERGE”);
 - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the year ended, March 31, 2023, 2022, and 2021, prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules as amended, and other accounting principles generally accepted in India, which has been approved by the Board of Directors.
6. We have Re-Audited for the financial year ended March 31, 2023 prepared in accordance with the Indian GAAP for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by ICDR Regulations in relation to the proposed IPO, Which have been approved by the Board of Directors. We have issued our report dated 28th August, 2023 on this special purpose financial information to the Board of Directors who have approved these in their meeting held on 28th August, 2023.
7. For the purpose of our examination, we have relied on:
 - a) Auditor’s report issued by Company’s previous auditors, Jaymal Thakore & Co., Chartered Accountants dated April 25th, 2023, September 2nd, 2022, September 1st, 2021 on the financial statements of company for F.Y. 2022-23, 2021-22 & 2020-21 respectively and accordingly reliance has been placed on financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them.
 - b) The Audit for the previous financial years were conducted by the Company’s previous auditors by M/s. Jaymal Thakore & Co., Chartered Accountants dated April 25th, 2023, September 2nd, 2022, September 1st, 2021 on the financial statements of company for F.Y. 2022-23, 2021-22 & 2020-21

respectively (“the Previous Auditor). The Previous Auditor is not in the position to examine the Restated statement of assets and liabilities and the Restated statements of profit and loss and Cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the Audited Financial Information). We have performed adequate procedures to restate the Financial Information for the said years. The Examination Report included for the said years is based solely on the report submitted by the Previous Auditor

8. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective year, we report that the Restated Financial Information have been made after incorporating:
 - a) Adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2023, 2022 and 2021 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the year ended March 31, 2023;
 - b) Adjustments for prior period and other material amounts in the respective financial years to which they relate.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments;
 - d) There are no audit qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended on ended March 31, 2023, 2022 and 2021 which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Restated Summary Statements as set out in Annexure IV to this report.
 - f) There are Revaluation reserves, which needed are disclosed separately in Note B of the Restated Financial Statements in the respective financial years.
 - g) From Financial Years 2020-21 to 2022-23, the period covered in the restatement, the Company has not declared and paid any dividend.
9. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors for the financial year ended on March 31, 2023, 2022 and 2021.

Annexure V - Notes to the Restated Financial Information:

- a) Restated Statement of Share Capital, as appearing in Note A to this report;
- b) Restated Statement of Reserves & Surplus, as appearing in Note B to this report;
- c) Restated Statement of Long Term Borrowings as appearing in Note C to this report;

- d) Restated Statement of Deferred Tax Liabilities as appearing in Note D to this report;
 - e) Restated Statement of Long Term Provision as appearing in Note E to this Report;
 - f) Restated Statement of Short term borrowings as appearing in Note F to this report;
 - g) Restated Statement of Trade Payables as appearing in Note G to this report;
 - h) Restated Statement of Other Current Liabilities as appearing in Note H to this report;
 - i) Restated Statement of Short Term Provisions as appearing in Note I to this report;
 - j) Restated Statement of Property, Plant & Equipment and Intangible Assets as appearing in Note J to this report;
 - k) Restated Statement of Inventories as appearing in Note K to this report;
 - l) Restated Statement of Trade Receivables as appearing in Note L to this report;
 - m) Restated Statement of Cash and Cash Equivalents as appearing in Note M to this report;
 - n) Restated Statement of Short term Loans and Advances as restated as appearing in Note N to this report;
 - o) Restated Statement of Other Current Assets as appearing in Note O to this report;
 - p) Restated Statement of Revenue from Operations as appearing in Note P to this report;
 - q) Restated Statement of Other Income as appearing in Note P to this report;
 - r) Restated Statement of Cost of Material Consumed as appearing in Note Q to this report;
 - s) Restated Statement of Change in Inventory in Note R to this report;
 - t) Restated Statement of Manufacturing Expense in Note S to this report;
 - u) Restated Statement of Employee Benefit Expenses as appearing in Note T to this report;
 - v) Restated Statement of Finance Cost as appearing in Note U to this report;
 - w) Restated Statement of Depreciation & Amortization as appearing in Note V to this report;
 - x) Restated Statement of Administrative, Selling & Other Expenses as appearing in Note W to this report;
 - y) Restated Statement of Tax Expenses as appearing in Note Y to this report ;
 - z) Restated Statement of Deferred Tax Expenses as appearing in Note Z to this report ;
 - aa) Restated Statement of Mandatory Accounting Ratios as appearing in Note AA to this report;
 - bb) Restated Statement of Tax Shelter as appearing in Note AB to this report ;
 - cc) Ratio Analysis as appearing in note AC to this report.
 - dd) Restated Statement of Related Party Transactions as appearing in Note AD to this report ;
 - ee) Capitalization Statement as appearing in Note AE to this report;
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. In our opinion, the above financial information contained in Annexure I to V of this report read with the respective Significant Accounting Policies and Notes to Restated Financial Statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, SEBI ICDR Regulations and Guidance Note.

13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

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CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

ANNEXURE – I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. In. Lacs)

Sr. No.	Particulars	Notes	As at March 31,		
			2023	2021	2021
	EQUITY AND LIABILITIES				
1)	<u>Shareholders' Funds</u>				
	a. Share Capital	A	138.32	138.32	138.32
	b. Reserves & Surplus	B	4,319.43	3,627.38	3,217.60
			4,457.76	3,765.70	3,355.92
2)	<u>Non-Current Liabilities</u>				
	a. Long Term Borrowings	C	198.63	328.16	393.20
	b. Deffered Tax Liabilities	D	714.75	706.90	663.93
	c. Long Term Provisions	E	53.01	45.49	41.99
			966.39	1,080.55	1,099.12
3)	<u>Current Liabilities</u>				
	a. Short Term Borrowings	F	1,882.24	1,308.49	1,409.05
	b. Trade Payables	G	-	-	-
	- MSME		478.58	293.48	280.96
	- Others		799.95	1,143.03	1,220.29
	c. Other Current Liabilities	H	379.95	491.99	456.54
	d. Short Term Provisions	I	250.56	179.78	77.05
			3,791.29	3,416.76	3,443.89
	T O T A L		9,215.44	8,263.02	7,898.94
	ASSETS				
1)	<u>Non-Current Assets</u>				
	a. Property, Plant & Equipment and Intangible Assets				
	i. Property, Plant and Equipment	J	5,291.14	5,144.53	5,082.91
	ii. Capital Work-in-progress		67.72	74.30	20.01
	Less: Accumulated Depreciation		1,983.17	1,829.70	1,657.38
	Net Block		3,375.69	3,389.14	3,445.53
2)	<u>Current Assets</u>				
	a. Current Investments		-	100.00	-
	b. Inventories	K	2,638.84	2,015.94	2,446.89
	c. Trade Receivables	L	1,926.50	1,575.23	1,264.65
	d. Cash and Cash Equivalents	M	362.69	382.57	261.80
	e. Short Term Loans & Advances	N	824.61	751.13	406.96
	f. Other Current Assets	O	87.10	49.00	73.10
			5,839.75	4,873.88	4,453.40
	T O T A L		9,215.44	8,263.02	7,898.93

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

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CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

-SD-

-SD-

Company Secretary

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

ANNEXURE – II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. In. Lacs)

Sr. No.	Particulars	NOTES	For the year ended March 31,		
			2023	2022	2021
A	INCOME				
	Revenue from Operations	P	10,337.13	9,170.45	6,379.49
	Other Income		111.44	41.66	82.48
	Total Income (A)		10,448.57	9,212.12	6,461.96
B	EXPENDITURE				
	Cost of Material Consumed	Q	6,285.34	4,949.15	3,519.19
	Change in Inventories	R	-313.35	375.31	-560.27
	Manufacturing Expenses	S	1,316.25	1,288.82	1,106.34
	Employee benefit expenses	T	1,022.35	874.72	712.05
	Finance costs	U	191.77	214.40	283.71
	Depreciation and amortisation expense	V	171.38	172.31	163.43
	Administrative, Selling & Other Expenses	W	812.99	736.89	566.61
	Total Expenses (B)		9,486.74	8,611.60	5,791.06
C	Profit before exceptional, extraordinary items and tax (A-B)		961.83	600.52	670.91
	Exceptional items		-	-	-
D	Profit before extraordinary items and tax		961.83	600.52	670.91
	Extraordinary Expenses		-	-	-
E	Profit before tax		961.83	600.52	670.91
	Tax expense :	X			
	(i) Current tax		160.55	100.24	111.99
	(ii) MAT Credit		101.37	47.53	-111.99
	(ii) Deferred tax	Y	7.85	42.97	372.67
F	Total Tax Expense		269.77	190.74	372.67
G	Profit after tax (E-F)		692.05	409.78	298.24
	Earning per equity share(face value of `10/- each): Basic and Diluted ()	Z	50.03	29.62	21.56
	Adjusted Earning per equity share(face value of `10/- each): Basic and Diluted ()		50.03	29.62	21.56

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

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CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

-SD-

-SD-

Company Secretary

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

ANNEXURE III
RESTATED STATEMENT OF CASH FLOWS

(Rs. In. Lacs)

Particulars	31 st March, 2023	31 st March, 2022	31 st March, 2021
Cash flow from operating activities:			
Net Profit before tax as per Profit And Loss A/c	961.83	600.52	670.91
Adjusted for:			
Addition			
Depreciation & Amortisation	171.38	172.31	163.43
Interest & Finance Cost	191.77	214.40	283.71
Loss on Sale of Assets	2.75	-	0.23
Less:-			
Interest Income	-11.69	-10.44	-13.22
Prior Period Expense	-	-	-34.05
Operating Profit Before Working Capital Changes	1,316.04	976.79	1,071.00
Adjusted for (Increase)/ Decrease:			
Long Term Provision	7.52	3.50	7.90
Short term Borrowings	573.76	-100.56	320.70
Short Term Provision	-89.82	2.49	15.87
Trade Receivables	-351.28	-310.58	-112.09
Trade Payables	-157.98	-64.74	-52.08
Other Current Liabilities	-112.04	35.45	-213.59
Inventories	-622.90	430.95	-525.71
Short term loan and Advances	-174.85	-391.71	-84.66
Other Non-Current Assets	-	-	195.82
Change in Other Current Assets	-38.10	24.10	-12.29
Cash Generated From Operations	350.36	605.68	610.87
Direct Tax Paid	-	-	-
Net Cash Flow from/(used in) Operating Activities: (A)	350.36	605.68	610.87
Cash Flow From Investing Activities:			
Purchase of Fixed Assets	-161.45	-115.92	-175.29
Sale of Fixed Assets	0.82	-	2.50
Interest Income	11.69	10.44	13.22
(Purchase)/Sale of Investments	100.00	-100.00	-
Net Cash Flow from/(used in) Investing Activities: (B)	-48.94	-205.48	-159.57
Cash Flow from Financing Activities:			
Proceeds / (Repayment) from Long Term Borrowing (Net)	-129.53	-65.04	-101.60
Interest & Finance Cost	-191.77	-214.40	-283.71
Net Cash Flow from/(used in) Financing Activities (C)	-321.30	-279.43	-385.30
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	-19.88	120.77	66.00
Cash & Cash Equivalents As At Beginning of the Year	382.57	261.80	195.80
Cash & Cash Equivalents As At End of the Year	362.69	382.57	261.80

- Statement of cash flow has been prepared under the indirect method as set out in AS-3 on statement of cash flows specified under Sec-133 of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.
- Reconciliation of Cash & Cash Equivalents as per the statement of cash flow.

(Rs. In. Lacs)

Particulars	31 st March, 2023	31 st March, 2022	31 st March, 2021
Balances with Banks			
- Current Account	213.00	154.25	14.71
- In Deposit Account	131.70	201.37	221.39
Cash on hand	18.00	26.95	25.70
Cheques, drafts on hand	-	-	-
Cash and Cash Equivalents at the End of the Period	362.69	382.57	261.80

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

-SD-

-SD-

-SD-

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

-SD-

Company Secretary

-SD-

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

ANNEXURE – IV

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO RESTATED FINANCIAL INFORMATION:

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Corporate information:

DEEM ROLL-TECH LIMITED was incorporated as a private limited under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated 01/05/2023 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Thereafter, the Company was converted from private limited to public limited vide fresh certificate of incorporation dated 04/03/2008 issued by the Registrar of Companies, Ahmedabad, Gujarat.

The company is in business of roll manufacturers. The company comprises three fully integrated factories with machine shops, foundries and heat treatment plants.

2. Basis of preparation of Financial Statements:

The restated Financial information of the Company comprises the Restated Statement of Assets and Liabilities as at March 31, 2023, 2022, and 2021 the Restated Statement of Profits and Loss and cash flows for the period ended on March 31, 2023, 2022, and 2021 and the statement of significantly accounting policies and explanatory notes (herein collectively referred to as ('Restated Financial Information').

These Restated Financial Information have been compiled by the management from the audited financial statements of the Company for the period ended on March 31, 2023, 2022, and 2021, approved by the Board of Directors of the Company. Restated Statements have been prepared to comply in all material respects with the provisions of Section 26 of Part I of Chapter III of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised) issued by ICAI. The Restated Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the relevant stock exchange in connection with its proposed Initial Public Offering of equity shares.

These Restated Financial Information are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act.

3. Accounting Conventions:

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

4. Use of estimates:

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates

5. Plant, Plant and Equipment's:

Tangible Assets are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property, Plant, and Equipment comprises of their purchase price, including freight, duties, taxes or levies and directly attributable cost of bringing the assets to their working conditions for their intended use. Subsequent expenditures on Fixed Assets have been capitalized only if such expenditures increase the future benefits from the existing assets beyond their previously assessed standard of performance.

There is No Intangible asset as defined under As 26 "Intangible Assets".

6. Depreciation:

Depreciation of Plant, Plant and Equipment's is provided on original cost of the asset on written down value method and in the manner prescribed in Schedule II of the Companies Act, 2013. Accordingly the unamortized carrying value is being depreciated over remaining useful life by Written down value method.

7. Inventories:

Raw materials, Stores & Spares, Loose Tools are valued at Cost or Net Realizable Value, whichever is lower.
 Finished goods are valued at Cost or Net Realizable Value, whichever is lower.
 Work-in-progress is valued at lower of estimated cost and Net Realizable Value.
 Cost is determined as per FIFO method of accounting.

8. Revenue Recognition:

All income and expenses are accounted on accrual basis. The revenue in respect of service contract is recognized based on order/contract with the parties.

9. Foreign Currency Transactions:

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions. The difference arising on the settlement/restatement of the foreign currency denominated Current Assets/Current Liabilities into Indian rupees has been recognized as expenses/income (net) of the year and carried to the statement of profit and loss.

10. Borrowing Costs:

Borrowing cost attributable to acquisition of qualifying assets for the period such asset is put to its commercial use, is capitalized as part of the cost of such assets. A qualifying asset is one that takes substantial period of time to get ready for intended use. All other borrowing costs are charged to profit and loss account.

11. Employee Benefits:**a) Short Term Employee Benefits**

Short-term employee benefits are recognized as expense in the Statement of Profit & Loss of the year in which the related service is rendered at the undiscounted amount as and when it accrues.

b) Defined Contribution Plan:

The company is covered under employee's provident fund and miscellaneous provision Act, 1952 which are defined contribution schemes, liability in respect thereof is determined on the basis of the basis of contribution required to be made under the statues/Rules. Company's contribution to provident fund is charged to Profit & loss Account.

c) Defined Benefit Plan:

DEEM ROLL-TECH LIMITED Provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the payment of gratuity Act, 1972 the gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's Salary and the tenure of employment. Liabilities with regard to the gratuity plan are determined by Management Certification as of the balance sheet date, Based upon which, the company contributes all the ascertained liabilities to fund. Trustees administer contributions made to the trust and contributions are invested in specific investment as permitted by Law.

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

(Rs. In Lakhs)

Particulars	2022-23	2021-22	2020-21
Provision for Gratuity (Current & Non-Current)	57.85	52.03	45.14

(Rs. In Lakhs)

Details of Gratuity Expenses	2022-23	2021-22	2020-21
Reconciliation of net defined benefit liability			
Net opening provision in books of accounts	52.03	45.14	36.47
Employee Benefit Expense	5.82	6.89	8.67
Contributions to plan assets	0.00	0.00	0.00
Closing net defined benefit liability(Current & Non-Current)	57.85	52.03	45.14
Principle actuarial assumptions			
Discount Rate	7.50%	7.23%	6.85%
Salary Escalation Rate	4.00%	4.00%	4.00%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2006-08 (Urban)

12. Taxes on Income:

Taxes on income comprises of current tax and deferred tax. Taxes on income have been determined based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income taxes are determined for future consequences attributable to timing differences between financial determination of income and income chargeable to tax as per the provisions of Income Tax Act, 1961. Deferred tax liability has been worked out using the tax rate and tax laws that were in force as on the date of balance sheet and has not been discounted to its present value after giving effects of carried forward balances of unabsorbed depreciation, unabsorbed business losses as per the Income Tax Act, 1961 and other timing differences as at the Balance Sheet date.

13. Impairment of Assets:

As at each balance sheet date, the carrying values of assets are reviewed for impairment if any indication of impairment exists.

14. Provisions, Contingent Liabilities and Contingent Assets:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognized.

15. Cash and Cash Equivalents-For the Purpose of Cash Flow Statements:

For the purpose of Cash Flow Statements, cash and cash equivalents include Cash on Hand and Balances with Banks in the Current Account as well as Fixed Deposits account.

16. Operating Cycle:

Based on the activities of the company and normal time between incurring of liabilities and their settlement in cash or cash equivalents and acquisition/right to assets and their realization in cash or cash equivalents, the company has considered its operating cycle as 12 months for the purpose of classification of its liabilities and assets as current and non-current.

17. Earnings Per Share:

The earnings per share as per AS-20 "Earning Per Share" has been computed on the basis of net profit after tax divided by the weighted average number of shares outstanding during the year.

B. NOTES TO ACCOUNTS ON RESTATED FINANCIAL STATEMENTS:**1. Reconciliation of Restated Profits:**

The summary of the material adjustments made to audited financial statements of the respective years and their impact on the restated statement of profit and loss have been given as under:

(Rs. In lakhs)			
Particulars	For the Year ended March, 31 2023	For the Year ended March, 31 2022	For the Year ended March, 31 2021
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	707.94	594.51	666.96
<u>Adjustments for:</u>			
Transferred from Reserves to P&L			
Tax Provision	0.28	(147.77)	-
Income tax Refund Income of Previous Year	(3.09)	3.09	(17.41)
Foreign Exchange related to previous years	-	-	0.09
Bad debt / discount w/off related previous year	0.20	11.51	4.53
Interest on Income Tax related to previous year	-	1.41	27.25
GST expense related to prior years	6.37	-	(0.09)
Deferred tax	(19.64)	(52.96)	(383.32)
Cost of materials related to prior years	-	-	0.24
Provision for Gratuity	-	-	-
III. Net Profit/ (Loss) After Tax as Restated	692.05	409.78	298.24

Notes:

1. The company had policy not to consider section 43B payments as per Income tax Act, 1961 as being not material for computing the deferred taxes. The deferred tax liabilities/(assets) were hitherto rounded to the nearest thousand rupees. The adjustments to the deferred tax liabilities/(assets) represent effect of change in the depreciation as per Restated Financial Statements, change in unabsorbed losses, consideration of section 43B payments for computing deferred tax and non-rounding of deferred tax liabilities/(assets) to the nearest thousand rupees.
2. **Provision for Taxation**-We have reworked Income Tax Liability for all the periods considering effects of the above restatements and the same has been provided in the Restated Financial Statements.(See Annexure – Statement of Tax Shelters for reference of Income Tax Liability)
3. **Adjustment for Deferred Tax**-We have reworked Income Tax Liability for all the periods considering effects of the prior period expenses and the same has been provided in the Restated Financial Statements.
4. Provision for Gratuity has been worked out for all the periods on the basis of Actuarial Certification and effects of the same has been provided in the Restated Financial Statements.

RECONCILIATION OF EQUITY AND RESERVES:**(Rs. In lakhs)**

Particulars	For the Year ended March, 31 2023	For the Year ended March, 31 2022	For the Year ended March, 31 2021
I. Reserve & Surplus as per audited Balance Sheet	4,783.79	4,214.88	3,620.37
II. Adjustments for:			
Opening adjustment as per restated reserves	-587.50	-402.77	-
Tax Provision	0.28	-147.77	-
Income tax Refund Income of Previous Year	-3.09	3.09	-17.41
Foreign Exchange related to previous years	-	-	0.09
Income Tax Related to earlier years	139.04	-	-17.61
Bad debt / discount w/off related previous year	0.20	11.51	-11.91
Interest on Income Tax related to previous year	-	1.41	27.25
GST expense related to prior years	6.37	-	-0.09
Deferred tax	-19.64	-52.96	-383.32
Cost of materials related to prior years	-	-	0.24
III. Reserve & Surplus as per Restated Balance Sheet	4,319.43	3,627.38	3,217.60

2. Material regroupings:

Appropriate adjustments have been made in the restated summary Statements of Assets and Liabilities, Profits and Losses and Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the regroupings as per the audited financials of the Company for the period ended 31 March 2023, prepared in accordance with Revised schedule III to the Companies Act, 2013, and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

3. Managerial Remuneration:**(Rs. In lakhs)**

Particulars	For the Year ended March, 31 2023	For the Year ended March, 31 2022	For the Year ended March, 31 2021
Remuneration	229.84	201.19	148.95
TOTAL	229.84	201.19	148.95

4. Auditors Remuneration as reported by the auditor include:**(Rs. In Lakhs)**

Particulars	For the Year ended March, 31 2023	For the Year ended March, 31 2022	For the Year ended March, 31 2021
Statutory Audit Fees	6.00	6.00	6.00
TOTAL	6.00	6.00	6.00

5. Contingent Liabilities and Commitments**(Rs. In Lakhs)**

Particulars	For the Year ended March, 31 2023	For the Year ended March, 31 2022	For the Year ended March, 31 2021
Guarantees issued by the company's bankers on behalf of the company.	320.84	447.27	319.26
Letter of Credit Facilities provided by the Bank.	262.22	281.28	294.56
ESIC Demanded for which suit is being filed.	3.88	3.88	3.88
Civil Cases litigation demand for raw material and others.	133.36	133.36	133.36
Central Excise Civil case demand for delay in payment of Excise Duty.	-	16.14	-

6. Research and Development Expenditure

a. Included in the statement of profit and loss:-

(Rs. In Lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March, 31 2021
Salary expense	73.61	62.49	53.35
Raw Material for Research & Development	482.87	418.08	380.23
Consumable Material for Research & Development	51.99	50.61	33.77
Printing & Stationery Expense	0.11	0.01	0.05
Job work Charges	3.61	5.09	4.80
Staff Welfare Expenses	0.17	0.16	0.11
Inspection & Testing Expense	0.49	0.12	0.00
Conveyance Expense	0.14	0.02	0.00
Freight Inward Expense	0.77	0.00	0.00
Repairs & Maintenance Exp.	0.20	0.00	0.00
TOTAL	613.96	536.58	472.31

b. Incurred for acquisition of capital assets included in the Property Plant & Equipment in Balance Sheet

(Rs. In Lakhs)

Particulars	Additions during the Financial Year 2022-23	Closing Balance as at March 31, 2023	Additions during the Financial Year 2021-22	Closing Balance as at March 31, 2022	Additions during the Financial Year 2020-2021	Closing Balance as at March 31, 2021
Computers	0.67	0.77	-	0.33	-	0.58
Crane	-	34.62	-	36.58	-	38.54
Electric Installation	-	0.45	-	0.45	-	0.45
Factory Equipment	-	0.74	-	1.18	-	1.62
Machinery	89.60	326.29	-	253.08	8.13	269.45
Office Equipment	-	0.04	-	0.10	-	0.27
TOTAL	90.27	362.92	-	291.72	8.13	310.91

7. Disclosure related to CSR expenditure on Corporate Social Responsibility Activities being company covered under section 135 of Companies Act, 2013

(Rs. In Lakhs)

Particulars	For the Year ended March, 31 2023		For the Year ended March, 31 2022		For the Year ended March, 31 2021	
	Paid	Not Paid	Paid	Not Paid	Paid	Not Paid
Construction/Acquisition of any asset	-	-	-	-	-	-
On other purposes	10.34	-	10.00	-	-	8.30*
TOTAL	10.34	-	10.00	-	-	8.30

* The Company has made provision of Rs. 8,30,000 for CSR related activities as per section 135 of Companies Act, 2013

8. On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

(Rs. In Lakhs)

Particulars	For the Year ended March, 31 2023	For the Year ended March, 31 2022	For the Year ended March, 31 2021
a) The principle amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting period	-	-	-
- Principle amount	478.58	293.48	280.96
- Interest due thereon			
b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to	-	-	-

the supplier beyond the appointed day during each accounting period;			
c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-
TOTAL	478.58	293.48	280.96

9. Additional Information pursuant to the sub clause (ii) of clause (40) of section 2 of the Companies Act,2013:

a. CIF value of imports (including Capitalized items):-

(Rs. In Lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March, 31 2021
Raw Materials	22.94	50.11	8.43
Capital Goods	0.00	41.10	27.62
Adv. Against Capital Goods	32.90	5.72	34.29

b. Expenditure and Earnings in Foreign Currency:-

(Rs. In Lakhs)

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022	For the Year ended March, 31 2021
<u>Expenditure in Foreign Currency</u>			
Payment of License fees & others	23.86	9.53	5.44
Purchase of Raw Materials	22.94	50.11	8.43
Purchase of Capital Goods		41.10	27.63
<u>Earnings in Foreign Currency</u>			
FOB value of exports	1733.15	1399.28	855.12

10. OTHERS

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note AE of the enclosed restated financial statements.

Figures have been rearranged and regrouped wherever practicable and considered necessary.

The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good.

Realizations - In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

Contractual liabilities - All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements

There have been no audit qualifications/observations in Statutory Auditor's Report for F.Y.2022-23, 2021-22 and 2020-2021 which requires adjustments in restated financial statements.

Amounts in the financial statements - Amounts in the financial statements are rounded off to nearest Indian Rupees in lakhs. Figures in brackets indicate negative values.

Segment reporting - The Company is engaged in one segment only i.e. business of roll manufacturers and hence there are no separate reportable segments.

Utilisation of Borrowed funds and share premium

- (a) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (i) 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
 - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Undisclosed income – The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the years 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), unless there is immunity for disclosure under any scheme.

Compliance with number of layers of companies - The Company does not have any subsidiaries therefore disclosure of compliance with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

Disclosure pertaining to ‘details of crypto currency or virtual currency - The Company has not traded or invested in Crypto currency or Virtual Currency during the reporting periods.

For S. N. Shah & Associates
Chartered Accountants
Firm Registration No.:109782W

For and on behalf of the Board
DEEM ROLL-TECH LIMITED

-SD-

-SD-

-SD-

CA Priyam Shah
Partner
Membership No. 144892
Place: Ahmedabad
Date: 28th August, 2023
UDIN: 23144892BGQNZY3134

(Din: 09842191)
Whole Time Director

(Din: 00340485)
Managing Director

-SD-

-SD-

Company Secretary

Chief Financial Officer

Date: 28th August, 2023
Place: Ahmedabad

ANNEXURE V - NOTES TO THE RESTATED FINANCIAL INFORMATION

NOTE A - DETAILS OF SHARE CAPITAL AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31,		
	2023	2022	2021
EQUITY SHARE CAPITAL :			
AUTHORISED:			
15,00,000 Equity Shares of Rs.10/- each	150.00	150.00	150.00
	150.00	150.00	150.00
ISSUED, SUBSCRIBED AND PAID UP			
1383240 Equity Shares of Rs. 10 each	138.32	138.32	138.32
1383240 Equity Shares of Rs. 10 each	138.32	138.32	138.32

Reconciliation of number of shares outstanding at the end of the year:

Particulars	As at March 31,		
	2023	2022	2021
Equity Shares at the beginning of the year	13,83,240	13,83,240	13,83,240
Add: New Shares Issued during the year	-	-	-
Add: Bonus Shares issued during the year	-	-	-
TOTAL	13,83,240	13,83,240	13,83,240

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Name of Shareholders	As at March 31,2023		As at March 31,2022		As at March 31,2021	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Jyoti Prasad Bhattacharya	12,59,740	91.07%	12,59,740	91.07%	12,59,740	91.07%

Details of Equity Shares hold by Promoters of the company:

Name of Shareholders	As at March 31,2023			As at March 31,2022			As at March 31,2021		
	No. of Shares Held	% of Holding	% Change during the year	No. of Shares Held	% of Holding	% Change during the year	No. of Shares Held	% of Holding	% Change during the year
Jyoti Prasad Bhattacharya	12,59,740	91.07%	-	12,59,740	91.07%	-	12,59,740	91.07%	-
Madhuchhanda Bhattacharya	16,500	1.19%	-	16,500	1.19%	-	16,500	1.19%	-

NOTE B - DETAILS OF RESERVES AND SURPLUS AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Securities Premium Reserve			
Opening Balance	926.84	926.84	926.84
Add: Proceed Received during the year	-	-	-
Less: Bonus Shares issued during the year	-	-	-
Closing Balance	926.84	926.84	926.84
Revaluation Reserve	1,049.57	1,049.57	1,049.57
Addition:- During the Year	-	-	-
Less:- Utilised to set off against Depreciation	-	-	-
Closing Balance	1,049.57	1,049.57	1,049.57
Profit & Loss a/c			
Opening Balance	1,650.97	1,241.19	977.00
Add: Profit for the year	692.05	409.78	298.24
(Less): Earlier Year Sundry Balances written off	-	-	-10.53
(Less): Expenses prior to FY 2020-21	-	-	-5.91
(Less): Earlier Year Income Tax Adjustment	-	-	-17.61
Closing Balance	2,343.02	1,650.97	1,241.19
Total	4,319.43	3,627.38	3,217.60

NOTE C - DETAILS OF LONG TERM BORROWINGS AS RESTATED
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Secured Loans			
-Term Loans			
-From Banks			
Secured Loans	131.23	258.24	313.36
Unsecured Loans	19.72	21.81	29.87
Unsecured Loans			
Secured Loans	2.68	3.12	4.97
Unsecured Loans	45.00	45.00	45.00
Total	198.63	328.16	393.20

SECURITIES

(i) The Company has evaluated breaches of terms and conditions of the loans to determine if such a breach would require classification of the loan under current liabilities, as it may be possible that the Company may not have the right to defer settlement. However, the Company has found that there are no such breaches of any terms and conditions.
(ii) Borrowings for which the Company has not provided any security but only guarantees or other personal securities (shares or other assets) by directors, promoters, other shareholders or others have been provided for the borrowings, are classified as unsecured.
(iii) Term loan from Axis Bank is secured by lease hold rights over Factory land & Building situated at plot no. 1006/1007, GIDC, Chhatral, Dist- Mehsana ; P-4,9th Floor, Block-Shyam, Parthsarathi Avenue, Near Chief Justice Bungalow, Ahmedabad; Fixed Deposits in the name of Directors & his relatives for Rs. 20 Lakhs; Fixed Assets of company not financed by the bank and 90% of shares of Deem Roll Tech Ltd. standing in the name of key promoter(Mr. Jyoti Prasad Bhattacharya)
(iv) Term loan from ICICI Bank is secured by lease hold rights over Factory land & Building situated at plot no. 1006/1007, GIDC, Chhatral, Dist- Mehsana ;Survey No.110/1, P-110/2, Ganeshpura, Ta. Kadi, and JL No. 66, Sanihati, PS Dadhpur, Hoogly (W.B.); P-4,9th Floor, Block-Shyam, Parthsarathi Avenue, Near Chief Justice Bungalow, Ahmedabad; Fixed Deposits of Rs. 20 Lakhs and 90% of shares of Deem Roll Tech Ltd. standing in the name of key promoter(Mr. Jyoti Prasad Bhattacharya)
(iv) Term loan from SBI Bank is secured by lease hold rights over Factory land & Building situated at plot no. 1006/1007, GIDC, Chhatral, Dist- Mehsana ;Survey No.110/1, P-110/2, Ganeshpura, Ta. Kadi, and JL No. 66, Sanihati, PS Dadhpur, Hoogly (W.B.); P-4,9th Floor, Block-Shyam, Parthsarathi Avenue, Near Chief Justice Bungalow, Ahmedabad; Fixed Deposits of Rs. 20 Lakhs and 90% of shares of Deem Roll Tech Ltd. standing in the name of key promoter(Mr. Jyoti Prasad Bhattacharya)
* Hypothecation against Vehicles

#TERMS OF REPAYMENT FOR LONG TERM BORROWINGS:

Name of Loans	Tenure of Repayment	Terms of Repayment
Axis Bank Term Loan	72 Month	7.74 Lacs (FY 2022-23)
ICICI Term Loan	72 Months	3.30 Lacs
SBI Bank	72 Month	8.24 Lacs
SBI FITL	72 Month	3.66 Lacs
All Vehicle Loans	60 Month	1.46 Lacs

NOTE D - DETAILS OF DEFERRED TAX ASSET/ (LIABILITY) AS RESTATED
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Deferred Tax (Liability)/Asset			
Opening Balance	706.90	663.93	291.27
Addition	7.85	42.97	372.67
Deferred Tax Asset/(Liability) (net) after adjustments	714.75	706.90	663.93

NOTE E- DETAILS OF LONG TERM PROVISIONS AS RESTATED
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Provision for Gratuity – Long Term	53.01	45.49	41.99
TOTAL	53.01	45.49	41.99

NOTE F - DETAILS OF SHORT TERM BORROWING AS RESTATED
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Secured			
Working Capital			
(a) From banks			
- Cash Credit Account**	1,742.57	1,162.28	865.31
Current Maturities of Long Term Debt			
(a) Term loans			
From banks			
- Secured	138.82	132.52	529.39
- Unsecured	-	11.26	11.93
(b) From other parties			
- Secured	0.85	2.43	2.43
TOTAL	1,882.24	1,308.49	1,409.05

**** Cash Credit from banks are repayable on demand.**
Terms of repayment as refer NOTE C.
NOTE G - DETAILS OF TRADE PAYABLES AS RESTATED
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Sundry Creditors for Goods (Unsecured, Considered as Good)	786.38	694.93	890.02
Sundry Creditors for Expenses	492.16	741.57	611.23
TOTAL	1,278.53	1,436.51	1,501.25

Trade Payable Ageing schedule
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Undisputed dues			
a) Micro, small and medium Enterprise			
Less than 6 Months	477.37	291.58	279.06
6 Months to 1 Year	1.00	1.35	1.58
1 To 2 Year	0.21	0.24	-
2 to 3 Year	-	-	-
More than 3 Year	-	0.31	0.32
Less than 6 Months	686.67	816.40	999.11
6 Months to 1 Year	25.57	221.07	99.67
1 to 2 year	4.72	15.81	41.95
2 to 3 year	1.49	12.17	4.08
More than 3 year	21.05	16.58	14.43
Disputed dues			
a) Micro, small and medium Enterprise			
b) Others			
Less than 6 Months	-	-	0.33
6 Months to 1 Year	-	-	0.22
1 To 2 Year	0.73	0.22	1.29
2 to 3 Year	0.42	2.02	4.18
More than 3 Year	59.30	58.76	55.03
TOTAL	1,278.53	1,436.51	1,501.25

NOTE H - DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED
(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Statutory remittances (Withholding Taxes, viz. VAT, CST, TDS, GST etc.)	37.13	48.53	10.21
Payables on purchase of fixed assets	11.66	16.45	18.65
Security Deposit against orders booked	279.24	381.89	340.12
Others (Unpaid Expenses)	51.92	45.12	87.57
TOTAL	379.95	491.99	456.54

NOTE I - DETAILS OF SHORT TERM PROVISIONS AS RESTATED**(Rs. in lakhs)**

Particulars	As at March 31,		
	2023	2022	2021
Employee Benefits Payable	86.65	73.54	62.75
Provision for Audit fees	6.75	6.00	6.00
Provision for Income Tax	157.16	100.24	-
Provision for CSR Payable	-	-	8.30
TOTAL	250.56	179.78	77.05

NOTE J - DETAILS OF PROPERTY, PLANT & EQUIPMENT AS RESTATED

(Rs. in lakhs)

FIXED ASSETS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As At 01.04.2020	Additions	Deductions	Other Adjustments	As At 31.03.2021	Upto 01.04.2020	For The Year	Deductions / Adjustments	Other Adjustment	Upto 31.03.2021	As At 31.03.2021	As At 31.03.2020
<u>Tangible Assets</u>												
Land	1,345.44	1.01	-	-	1,346.45	-	-	-	-	-	1,346.45	1,345.44
Boundry Wall	59.61	-	-	-	59.61	3.45	1.43	-	-	4.87	54.74	56.16
Bore well	3.01	-	-	-	3.01	2.86	-	-	-	2.86	0.15	0.15
RCC Road	1.03	-	-	-	1.03	0.02	0.20	-	-	0.22	0.81	1.01
Plant and Machineries	1,935.80	58.94	-	-8.07	1,986.67	821.44	91.55	-	-4.51	908.48	1,078.19	1,114.36
Factory Shed	685.07	42.63	-	-	727.69	179.92	21.68	-	-	201.60	526.09	505.15
Electric Installation	177.19	-	-	-	177.19	159.57	3.83	-	-	163.40	13.79	17.62
H T Furnace	200.28	-	-	-	200.28	77.71	9.85	-	-	87.56	112.72	122.57
Office Equipments	60.09	3.31	-	-	63.40	45.89	3.52	-	-	49.41	13.99	14.20
Computer & Software	-	15.37	-	-	15.37	-	3.08	-	-	3.08	12.29	-
Vehicles	111.26	45.73	-4.01	-	152.97	50.68	10.77	-1.28	-	60.17	92.80	60.58
E O T Crane	149.03	-	-	8.07	157.10	49.44	7.47	-	4.51	61.42	95.68	99.59
Structure for Plant Equip.Support	143.81	-	-	-	143.81	63.10	7.03	-	-	70.13	73.67	80.71
Furniture and Fixtures	48.02	0.30	-	-	48.32	41.15	3.02	-	-	44.17	4.15	6.87
Total	4,919.64	167.29	-4.01	-	5,082.91	1,495.23	163.43	-1.28	-	1,657.38	3,425.53	3,424.40
<u>Capital Work in Progress</u>												
Certifugal Casting MC WIP	-	20.01	-	-	20.01	-	-	-	-	-	20.01	-
Software	12.00	-	-	-12.00	-	-	-	-	-	-	-	12.00
Total	12.00	20.01		-12.00	20.01	-	-	-	-	-	20.01	12.00
Grand Total	4,931.64	187.29	-4.01	-12.00	5,102.92	1,495.23	163.43	-1.28	-	1,657.38	3,445.53	3,436.40
Previous Year Total	4,286.70	668.75	23.82	-	4,931.64	1,352.47	162.49	19.73	-	1,495.23	3,436.40	2,934.23

(Rs. in lakhs)

FIXED ASSETS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As At 01.04.202 1	Addition s	Deduc tions	Other Adjust ment	As At 31.03.202 2	Upto 01.04.2021	For The Year	Deductio ns / Adjustm ents	Other Adjust ment	Upto 31.03.202 2	As At 31.03.2022	As At 31.03.2021
<u>Tangible Assets</u>												
Land	1,346.45	-	-	-	1,346.45	-	-	-	-	-	1,346.45	1,346.45
Boundry Wall	59.61	-	-	-	59.61	4.87	1.43	-	-	6.30	53.31	54.74
Bore well	3.01	-	-	-	3.01	2.86	-	-	-	2.86	0.15	0.15
Building	0.00	4.56	-	-	4.56	-	0.05	-	-	0.05	4.51	-
RCC Road	1.03	-	-	-	1.03	0.22	0.20	-	-	0.41	0.62	0.81
Plant and Machineries	1,986.67	37.63	-	-	2,024.30	908.48	94.86	-	-	1,003.34	1,020.96	1,078.19
Factory Shed	727.69	-	-	-	727.69	201.60	22.81	-	-	224.40	503.29	526.09
Electric Installation	177.19	6.66	-	-	183.85	163.40	4.53	-	-	167.94	15.92	13.79
H T Furnace	200.28	7.24	-	-	207.52	87.56	9.94	-	-	97.50	110.02	112.72
Office Equipments	63.40	3.39	-	-2.10	64.69	49.41	3.86	-	-0.55	52.72	11.97	13.99
Computer & Software	15.37	0.41	-	2.10	17.88	3.08	5.54	-	0.55	9.17	8.70	12.29
Vehicles	152.97	0.79	-	-	153.77	60.17	13.63	-	-	73.80	79.97	92.80
E O T Crane	157.10	-	-	-	157.10	61.42	7.47	-	-	68.89	88.21	95.68
Structure for Plant Equip.Support	143.81	-	-	-	143.81	70.13	7.03	-	-	77.17	66.64	73.67
Furniture and Fixtures	48.32	0.95	-	-	49.27	44.17	0.98	-	-	45.14	4.12	4.15
Total	5,082.91	61.62	-	-	5,144.53	1,657.38	172.31	-	-	1,829.70	3,314.83	3,425.53
<u>Capital Work in Progress</u>												
Certifugal Casting MC WIP	20.01	54.30	-	-	74.30	-	-	-	-	-	74.30	20.01
Total	20.01	54.30	-	-	74.30	-	-	-	-	-	74.30	20.01
Grand Total	5,102.92	115.92	-	-	5,218.84	1,657.38	172.31	-	-	1,829.70	3,389.14	3,445.53
Previous Year Total	4,931.64	187.29	-4.01	-12.00	5,102.92	1,495.23	163.43	-1.28	-	1,657.38	3,445.53	3,436.40

(Rs. in lakhs)

FIXED ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As At 01.04.2022	Additions	Deductions	Other Adjustments	As At 31.03.2023	Upto 01.04.2022	For The Year	Deductions / Adjustments	Other Adjustment	Upto 31.03.2023	As At 31.03.2023	As At 31.03.2022
<u>Tangible Assets</u>												
Land	1,346.45	-	-	-	1,346.45	-	-	-	-	-	1,346.45	1,346.45
Boundry Wall	59.61	-	-	-	59.61	6.30	1.43	-	-	7.73	51.88	53.31
Bore well	3.01	-	-	-	3.01	2.86	-	-	-	2.86	0.15	0.15
Building	4.56	0.16	-	-	4.72	0.05	0.15	-	-	0.20	4.52	4.51
RCC Road	1.03	-	-	-	1.03	0.41	0.20	-	-	0.61	0.42	0.62
Plant and Machinerics	2,024.30	128.52	-9.87	-	2,142.95	1,003.34	96.07	-7.55	-	1,091.86	1,051.10	1,020.96
Factory Shed	727.69	10.91	-	-	738.60	224.40	23.15	-	-	247.55	491.05	503.29
Electric Installation	183.85	2.25	-	-	186.10	167.94	1.13	-	-	169.06	17.04	15.92
H T Furnace	207.52	2.54	-0.52	-	209.53	97.50	10.26	-0.25	-	107.50	102.03	110.02
Office Equipments	64.69	3.27	-9.38	-	58.57	52.72	3.53	-9.02	-	47.23	11.35	11.97
Computer & Software	17.88	3.24	-	-	21.12	9.17	5.79	-	-	14.96	6.16	8.70
Vehicles	153.77	13.91	-1.65	-	166.03	73.80	14.85	-1.09	-	87.57	78.46	79.97
E O T Crane	157.10	1.60	-	-	158.70	68.89	7.48	-	-	76.37	82.33	88.21
Structure for Plant Equip.Support	143.81	-	-	-	143.81	77.17	7.03	-	-	84.20	59.61	66.64
Furniture and Fixtures	49.27	1.63	-	-	50.90	45.14	0.33	-	-	45.47	5.42	4.12
Total	5,144.53	168.03	-21.42	-	5,291.14	1,829.70	171.38	-17.91	-	1,983.17	3,307.97	3,314.83
<u>Capital Work in Progress</u>												
Certifugal Casting MC WIP	74.30	2.31	-	-76.61	-	-	-	-	-	-	-	74.30
Chimney	-	8.49	-	-	8.49	-	-	-	-	-	8.49	-
D G Set	-	13.00	-	-	13.00	-	-	-	-	-	13.00	-
Factory Shed MC Shop	-	46.23	-	-	46.23	-	-	-	-	-	46.23	-
Total	74.30	70.03	-	-76.61	67.72	-	-	-	-	-	67.72	74.30
Grand Total	5,218.84	238.06	-21.42	-76.61	5,358.86	1,829.70	171.38	-17.91	-	1,983.17	3,375.69	3,389.14
Previous Year Total	5,102.92	115.92	-	-	5,218.84	1,657.38	172.31	-	-	1,829.70	3,389.14	3,445.53

NOTE K- DETAILS OF INVENTORIES AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Raw Material	847.15	614.83	670.47
Work in Progress	1,486.37	1,224.45	1,451.15
Finished Goods	228.08	176.66	325.27
Store & Spare	77.24	-	-
TOTAL	2,638.84	2,015.94	2,446.89

NOTE L - DETAILS OF TRADE RECEIVABLES AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
<u>Unsecured, Considered Good, unless otherwise stated</u>			
- Over Six Months	479.55	729.33	525.51
- Others	1,446.95	845.90	739.13
From Directors/ Promoter/ Promoter Group/ Relatives of Directors and Group Companies	-	-	-
Others	-	-	-
TOTAL	1,926.50	1,575.23	1,264.65

Trade Receivable Ageing Schedule

Particulars	As at March 31,		
	2023	2022	2021
<u>Unsecured, Considered Good</u>			
< 6 month	1,446.98	845.90	739.14
6-12 Month	66.36	466.42	88.79
1-2 year	164.14	53.27	209.89
2-3 Year	53.46	123.79	186.08
> 3 year	195.56	85.85	40.75
<u>Unsecured, Considered Doubtful</u>			
< 6 month	-	-	-
6-12 Month	-	-	-
1-2 year	-	-	-
2-3 Year	-	-	-
> 3 year	-	-	-
TOTAL	1,926.50	1,575.23	1,264.65

NOTE M - DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Balance with Banks	213.00	154.25	14.71
Fixed Deposits with Banks	131.70	201.37	221.39
Cash on Hand	18.00	26.95	25.70
TOTAL	362.69	382.57	261.80

NOTE N - DETAILS OF SHORT TERM LOANS AND ADVANCES AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Loans and Advances to Employees	18.63	19.85	22.13
GST Receivable	-	-	65.78
TCS Receivable	9.37	9.72	6.28
TDS Receivable	10.62	9.21	3.12
MAT credit entitlement	158.64	260.02	252.29
Income Tax Paid	100.00	6.10	6.10
<u>Other Loans and Advances</u>			
Prepaid Insurance Premium	37.84	29.54	32.65
Unsecured, Considered Good	489.50	416.70	18.61
TOTAL	824.61	751.13	406.96

NOTE O - DETAILS OF OTHER CURRENT ASSETS AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Security Deposit			
Interest Accrual on Deposit	3.34	2.53	3.12
Others	83.76	46.47	69.99
TOTAL	87.10	49.00	73.10

NOTE P - DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Sales of Products	10,337.13	9,170.45	6,379.49
Total	10,337.13	9,170.45	6,379.49
Interest From Deposits	11.69	10.14	13.22
Interest on Income Tax Refund	-	0.30	-
Net gain on foreign currency transactions and translation (other than considered as finance cost)	45.38	11.58	1.24
Insurance Claim Received.	-	-	3.46
Export Incentive Received	54.14	16.79	44.96
Income Tax Refund	-	-	-
Balance Written off	0.16	2.79	-
Discount Received	0.01	0.07	-
Other non-operating income (net of expenses directly attributable to such income)	-	-	19.59
Profit on Sale of Assets	0.05	-	-
TOTAL	111.44	41.66	82.48

NOTE Q - DETAILS OF COST OF MATERIAL CONSUMED AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Opening Stock	614.83	670.47	705.04
Add: Purchases	6,594.90	4,893.51	3,484.62
Less: Closing Stock	924.39	614.83	670.47
TOTAL	6,285.34	4,949.15	3,519.19
Details of Raw Material Consumed			
Imported	22.94	50.11	8.43
Indigenous	6,262.40	4,899.04	3,510.76
TOTAL	6,285.34	4,949.15	3,519.19

NOTE R - DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2022	2021
Closing Stock			
Finished goods	228.08	176.66	325.27
WIP	1,486.37	1,224.45	1,451.15
	1,714.46	1,401.11	1,776.42
Opening Stock			
Finished goods	176.66	325.27	385.26
WIP	1,224.45	1,451.15	830.89
	1,401.11	1,776.42	1,216.15
Change in Inventory of Finished Goods and Work in Progress	-313.35	375.31	-560.27

NOTE S - DETAILS OF MANUFACTURING EXPENSES AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2023	2023
Gas Consumption	135.98	88.38	37.39
Electricity Expense	884.11	874.24	734.74
Subcontracting / Job work charges	270.97	307.42	327.09
Water Charges	0.77	0.81	0.33

Inspection and Testing Charges	0.76	0.57	0.21
Repairs and maintenance			
- Buildings	3.44	1.01	2.61
- Machinery	20.23	16.39	3.98
TOTAL	1,316.25	1,288.82	1,106.34

NOTE T - DETAILS OF EMPLOYEE BENEFIT EXPENSES AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31,		
	2023	2023	2023
Salary & Wages	946.25	808.23	649.26
Contribution to Provident & Pension/Other Funds	25.71	23.55	22.57
Provision for Gratuity Expense	10.63	8.18	11.42
Staff Welfare Expense	39.77	34.76	28.80
Total	1,022.35	874.72	712.05

NOTE U - DETAILS OF FINANCE COST AS RESTATED

(Rs. in lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Interest Expense on			
- Borrowings	96.97	80.82	83.32
- Trade Payable	30.44	61.34	94.13
- Others	14.59	20.81	61.46
Other Borrowing Cost	49.76	51.43	44.79
Total	191.77	214.40	283.71

NOTE V - DETAILS OF DEPRECIATION & AMORTIZATION EXPENSE AS RESTATED

(Rs. in lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Depreciation	171.38	172.31	163.43
Total	171.38	172.31	163.43

NOTE W - DETAILS OF OTHER EXPENSES AS RESTATED (Rs. in lakhs)

(Rs. in lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Rent including lease rentals	15.27	11.65	12.30
Repairs and maintenance - Others	4.06	5.52	7.53
Insurance	9.74	7.01	12.73
Rates and taxes	3.45	5.19	2.10
Communication	7.02	6.50	5.22
Travelling and conveyance	100.42	73.86	43.98
Printing and stationery	2.69	2.37	1.97
Freight and forwarding	380.97	371.82	236.55
Security Charges	26.28	26.30	25.66
Export Expenses	11.69	24.69	19.24
Sales commission	71.44	35.30	40.84
Business promotion	23.39	18.69	3.11
Penalty	0.18	0.02	0.08
Interest on TDS	0.11	0.01	0.18
Interest on Income Tax	0	6.37	7.77
Interest on GST	0.04	0.42	0.03
Donations and contributions	2.14	0.72	0.25
CSR Expenditure	10.34	10.00	15.40
Legal and professional fees	81.62	39.69	56.85
Payments to auditors	6.00	6.00	6.00
Bad trade and other receivables, loans and advances written off.	-	-0.26	0.02
Bad Debts During the year	-	-	2.57
LD charges & rate differences	30.04	60.88	47.94
Loss on sold of MEIS Licence/fixed assets sold / scrapped / written off	2.75	-	1.42
Miscellaneous expenses	23.36	24.15	16.88
TOTAL	812.99	736.89	566.61

NOTE X - DETAILS OF EARNING PER SHARE (E.P.S.) UNDER ACCOUNTING STANDARD 20 AS RESTATED
(Rs. in lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Profit/ (Loss) after Tax as per accounts	692.05	409.78	298.24
No. of Shares Issued	13.83	13.83	13.83
Weighted Average No. of Equity Shares	13.83	13.83	13.83
Nominal Value of Share	10.00	10.00	10.00
Basic and Diluted E.P.S.	51.18	42.98	48.22

NOTE Y - DETAILS OF TAX EXPENSE AS RESTATED
(Rs. in lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Current tax			
- Current tax expenses	160.55	100.24	111.99
- (MAT Credit)/ MAT Credit Utilized	101.37	47.53	-111.99
Deferred tax			
- Deferred tax (income)/Expenses	7.85	42.97	372.67
Total	269.77	190.74	372.67

NOTE Z - STATEMENT OF DEFERRED TAX EXPENSES AS RESTATED
(Rs. in lakhs)

Particulars	2022-22	2021-21	2019-20
WDV as per book	3,375.69	3,389.14	3,445.53
WDV as per IT	-812.32	-855.05	-920.41
Non-Depreciable Assets	-	-	-
B/f Losses	-	-	-
Temporary Timing Difference	-	-	-150.01
Gratuity	5.83	6.89	11.42
Time Difference	2,569.20	2,540.98	2,386.53
Disallowance u/s 43B	-	-	-
Total	2,569.20	2,540.98	2,386.53
As per B/s (DTA)/DTL	714.75	706.90	663.93
Opening Balance	706.90	663.93	291.27
Transfer to P & L A/c	-7.85	-42.97	-372.67
Transfer to P & L A/c Rounded	-7.85	-42.97	-372.67

NOTE AA - MANDATORY ACCOUNTING RATIOS AS RESTATED
(Rs. in lakhs)

Ratios	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Restated PAT as per P& L Account	692.05	409.78	298.24
Weighted Average Number of Equity Shares at the end of the Year	13.83	13.83	13.83
No. of Shares outstanding at the year end	13.83	13.83	13.83
No. of shares outstanding after Bonus Issue of Shares	58.37	58.37	58.37
Weighted Average Number of Equity Shares after Bonus Issue at the end of the Year	58.37	58.37	58.37
Net Worth	3,408.18	2,716.13	2,306.35
Earnings Per Share (Basic & Diluted)	50.03	29.62	21.56
Earnings Per Share (Basic & Diluted) After Bonus Issue	11.86	7.02	5.11
EBITDA	1,324.98	987.23	1,118.05
Return on Net Worth (%)	20.31%	15.09%	12.93%
Net Asset Value Per Share (Rs)	246.39	196.36	166.74
Net Asset Value Per Share (Rs)- After Bonus Issue	58.39	46.53	39.51
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

NOTE AB - STATEMENT OF TAX SHELTER AS RESTATED

(Rs. in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2021
Restated Profit before tax as per books (A)	961.83	600.52	670.91
Tax Rates	-	-	-
Income Tax Rate (%)	27.82%	27.82%	27.82%
Minimum Alternate Tax Rate (%)	16.69%	16.69%	16.69%
Adjustments :			
Exempt Income (Income Tax Refund)			
Income considered separately (B)			
Interest on bank deposits	-11.32	-10.14	-13.22
Total Income considered separately (B)	(11.32)	(10.14)	(13.22)
Timing Differences (C)			
Permanent Timing Difference			
Effects of Other Allowance/Disallowance	16.08	7.78	35.32
Deduction - Donation	2.14	0.72	0.25
Temporary Timing Differences			
Book Depreciation	171.38	172.31	163.43
Expense under section 35(2AB)	-90.27	-	-8.13
Unpaid Gratuity	10.63	8.18	11.42
Income Tax Depreciation Allowance	-119.68	-126.98	-131.04
Actual Gratuity paid during the year	-4.79	-1.29	-
43B related to previous year			
Total Timing Differences (C)	-14.52	60.72	71.25
Net Adjustments D = (B+C)	-25.83	50.59	58.03
Tax expense / (saving) thereon	-7.19	14.07	16.14
Income from Capital Gains			
Sale of securities Short Term	-	-	0.10
Total Income from Short Term Capital Gain (E)	-	-	0.10
Income from Other Sources			
Interest Income	-	10.14	13.22
Total Income from Other Sources (F)	-	10.14	13.22
Taxable Income/(Loss) (A+D+E+F)	935.99	661.25	742.26
Loss of Earlier's Year Set off		-129.72	-742.26
Deduction - Donation	-5.83	-0.36	-
Income Tax on above	260.39	147.77	0.00
Restated Profit Before Tax As Per Books	961.83	600.52	670.91
Less: Unabsorbed Book Loss			
Restated Book Profit As Per Section 115JB			
MAT on Book Profit	160.55	100.24	111.99
Tax paid as per normal or MAT	Normal	Normal	Normal
Tax Expense			
a. Current Tax Rounded	160.55	100.24	111.99
b.MAT Credit	101.37	47.53	-111.99
c. Deferred Tax	-	-	-
TOTAL	261.92	147.77	-

Note AC - RATIO ANALYSIS AS RESTATED

(Rs. in lakhs)

Sr No.	Ratios	Numerator	Denominator	As At 31st March 2023	As At 31st March 2022	As At 31st March 2021	Variance	Variance	Explanation for any change in ratio by more than 25% as compared to preceeding year	Explanation for any change in ratio by more than 25% as compared to preceeding year
				A	B	C	A-B	B-C	A-B	B-C
1	Current Ratio	Current Assets	Current Liabilities	1.54	1.43	1.29	8%	10%	Not applicable	Not applicable
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.47	0.43	0.54	7%	-19%	Not applicable	Not applicable
3	Debt Service Coverage Ratio	Earnings available for Debt Service	Debt Service	4.76	3.04	8.03	57%	-62%	Cash Accruals of the company has increased which has led to increase in DSCR.	Cash Accruals of the company has decreased which has led to decrease in DSCR. DSCR is above the benchmark.
4	Return on Equity Ratio	NPAT less Pref Dividend	Avg Shareholder's Equity	16.83%	11.51%	14.20%	46%	-19%	With increase in turnover and overall operating profit ROE has increased.	Not Applicable
5	Inventory Turnover Ratio	COGS	Avg Inventory	8.17	7.70	5.12	6%	51%	Not applicable	Higher Inventory turnover indicated faster movement of goods.
6	Trade Receivables turnover ratio	Net Credit Sales	Avg Trade Receivables	5.90	6.46	2.09	-9%	208%	Not applicable	Higher Trade Receivables turnover ratio indicated quick recovery of dues from debtors.
7	Trade Payables turnover ratio	Net Credit Purchases	Avg Trade Payables	4.86	3.33	1.15	46%	191%	Higher Trade Payables turnover ratio indicated quick payment of dues to creditors and better management of working capital	Higher Trade Payables turnover ratio indicated quick payment of dues to creditors and better management of working capital

8	Net Capital turnover ratio	Net Sales	Avg Working Capital	5.90	7.44	6.75	-21%	10%	Not applicable	Not applicable
9	Net Profit Ratio	NPAT	Net Sales	6.69%	4.47%	4.67%	50%	-4%	With increase in turnover and overall operating profit Net profit of the company has increased.	Not applicable
10	Return on Capital Employed	EBIT	Capital Employed	20.26%	18.27%	21.68%	11%	-16%	Not applicable	Not applicable
11	Gross Profit Ratio	Gross Profit	Sales	17.95%	16.47%	22.55%	9%	-27%	Not applicable	Due to increase in Prices of Raw material the operating profit is reduced.

- (a) Current Ratio = Current Assets / Current Liabilities.
(b) Debt- equity ratio = Total debt / Shareholders' equity.
(c) Debt service coverage ratio = EBITDA/ (Principal + Interest).
(d) Return on equity ratio= Net profit after taxes / Avg. Shareholder's Equity.
(e) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
(f) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
(g) Trade payables turnover ratio=Direct Expenses/Average trade payables.
(h) Net Capital turnover ratio=Net sales/Average working capital.
(i) Net profit ratio=Net profit after taxes/Total Revenue.
(j) Return on capital employed=Earnings before interest and taxes/Capital employed.
(k) Gross Profit Ratio= Gross Profit / Net Sales.

NOTE AD: RELATED PARTY TRANSACTIONS

A) List of related parties with whom transactions have taken place and relationships:-

Key Management Personnel

- i) Jyoti Prasad Bhattacharya (Managing Director & CEO & Promoter)
- ii) Ranajit Dey (Director)
- iii) Pijush Kanti Dey (Director)
- iv) Madhuchhanda Bhattacharya (Promoter)
- v) Jigar Gajjar

Relative of Key Management Personnel

- i) Shila Dey
- ii) Soma Dey
- iii) Dev Bhattacharya
- iv) Diacut Machining

B) Transactions With Related Party

Nature of Trasaction	Related Parties	Relation	2022-23	2021-22	2020-21
Remuneration (including bonus)	Jyoti Prasad Bhattacharya	Key Managerial Personal	196.00	168.00	120.00
	Ranajit Dey	Key Managerial Personal	21.84	21.19	18.25
	Pijush Kanti Dey	Key Managerial Personal	6.60	6.60	5.48
	Janak Gajjar	Key Managerial Personal	-	-	0.82
	Shila Dey	Relative of KMP	5.40	5.40	4.41
Interest on Unsecured Loan	Jyoti Prasad Bhattacharya	Key Managerial Personal	4.55	4.56	4.22
Purchase and Job work	Dev Bhattacharya (Diacut Machining)	Key Managerial Personal	285.57	305.56	337.18
Loan Repayment	Jyoti Prasad Bhattacharya	Key Managerial Personal	38.00	38.00	38.00
Repayment of Staff Loan	Janak Navinchandra Gajjar	Key Managerial Personal	-	-	0.36
Rent Expense	Soma Dey	Relative of Key Management Personnel	3.00	2.22	1.98
Closing Balance	Payable for Director Remuneration				
	Jyoti Prasad Bhattacharya	Key Managerial Personal	12.87	9.10	6.21
	Ranajit Dey	Key Managerial Personal	1.41	1.69	1.16
	Pijush Kanti Dey	Key Managerial Personal	0.53	0.53	0.53
	Shila Dey	Relative of KMP	0.43	0.43	0.45
	Rent Outstanding				
	Soma Dey	Relative of KMP	0.36	0.20	0.17
	Purchase and Job work Outstanding				
	Dev Bhattacharya (Diacut Machining)	Key Managerial Personal	154.06	307.31	225.68
	Unsecured Loan				
	Jyoti Prasad Bhattacharya	Key Managerial Personal	38.00	38.00	38.00
	Madhuchhanda Bhattacharya	Relative of Key Management Personnel	7.00	7.00	7.00
	Janak Navinchandra Gajjar	Key Managerial Personal	-	-	3.03

CAPITALISATION STATEMENT

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NOTE AE: CAPITALISATION STATEMENT AS AT 31ST March, 2023

(Rs. in lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	1,882.24	1,882.24
Long Term Debt (B)	198.63	198.63
Total debts (C)	2,080.88	2,080.88
Shareholders' funds		
Equity share capital	138.32	*
Reserve and surplus - as restated	4,319.43	*
Less: Revaluation Reserve	1,049.57	
Total shareholders' funds	3,408.18	*
Long term debt / shareholders' funds	0.06	*
Total debt / shareholders' funds	0.61	*

(*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with the Restated Financial Statements as of and for the Fiscals 2023, 2022 and 2021 including the notes and significant accounting principles thereto and the report thereon, which appear beginning on page 168 of this Draft Prospectus. Our Restated Financial Statements differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated 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 GAAP. These regulations may also vary with ICDS, which may be material to an investor's assessment of our results of operations and financial condition. Our fiscal year ends on March 31 of each year, so all references to a particular Fiscal or fiscal year are to the twelve-month period ended March 31 of that year.

The following discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the chapter titled "Risk Factors" and "Forward Looking statements" on page 22 and 13, respectively of this Draft Prospectus and elsewhere in this Draft Prospectus.

Some of the information contained in this section, including information with respect to our strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled "Forward-Looking Statements" beginning on page 13 of this Draft Prospectus for a discussion of the risks and uncertainties related to those statements and also the chapter titled "Risk Factors" and "Our Business" beginning on pages 22 and 112, respectively, of this Draft Prospectus for a discussion of certain factors that may affect our business, results of operations and financial condition. The actual results of the Company may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, references to "the Company", "our Company", "we", "us", and "our" are to Deem Roll-Tech Limited.

Overview

Our Company manufactures its products from alloy steel, cast irons and tungsten carbides conforming to international standards. As on the date of this Draft Prospectus, our Company has a technically competent manufacturing units located at Plot No. 1006/1007, Chhatral GIDC, Chhatral, Tal. Kalol, Gandhinagar, Gujarat ("Manufacturing Unit 1"), at Plot No. 110/1,110/2, New Survey No. 202, Village Ganeshpura, Mehsana, Gujarat, India ("Manufacturing Unit 2") and at Chinsurah Dhaniyakali Road, Betamore, PS Dadpur, Hoogly, West Bengal ("Manufacturing Unit 3") with an aggregate installed capacity of 8500 MTPA. Our corporate office is located at C-3/301, Anushruti Apartment, Opp New York Tower, S.G. Highway Ahmedabad Gujarat 380054. Our Company has been in the business of manufacturing of Rolls for over two decades, which we sell to (a) manufacturers of iron and steel rolling machines ("OEM's"); and (b) aftermarket sales as a consumable product by the iron and steel rolling mills.

For Fiscal 2023, Fiscal 2022 and Fiscal 2021, our total revenue was ₹ 10,448.57 lakhs, ₹ 9212.12 lakhs and ₹ 6461.96 lakhs, respectively, and our profit after tax for the year was ₹ 692.05 lakhs, ₹ 409.78 lakhs and ₹ 298.24 lakhs, respectively. Our EBITDA in Fiscal 2023, Fiscal 2022 and Fiscal 2021 was ₹ 1213.54 lakhs, ₹ 945.57 lakhs and ₹ 1035.57 lakhs, respectively.

Principal Factors Affecting our Results of Operations:

We have applied the following accounting policies in preparing our financial statements for Fiscal 2023:

i. Significant Accounting Policies

The Restated Financial Statements comprise of the Restated Statement of Assets and Liabilities as at March 31, 2023, the related 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 Financial Years ended March 31, 2023 and the Significant Accounting Policies and Restated Other Financial Information.

These Restated Financial Statements have been prepared as required under the SEBI ICDR Regulations for the purpose of inclusion in this Draft Red Herring Prospectus, prepared in terms of the requirements of: (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act"); (b) relevant provisions of the SEBI ICDR Regulations; and (c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

ii. Accounting Conventions:

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

iii. Classification of Assets and Liabilities as Current or Non – Current:

All assets and liabilities are classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

iv. Use of estimates:

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates.

v. Plant, Plant and Equipment's:

Property, plant and equipment are measured at historical cost or its deemed cost less accumulated depreciation and impairment losses, if any. Historical Cost includes expenditures directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure 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. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and adjusted prospectively, if appropriate.

Subsequent expenditure on additions and betterment of operational properties are capitalized, only if, it is probable that the future economic benefits associated with the expenditure will flow to the Company and expenditures for maintenance and repairs are charged to statement of Profit & Loss as incurred.

vi. Depreciation:

Depreciable amount for assets is the cost of asset less its estimated residual value. Depreciation has been provided on assets on the straight line method, as per the useful life prescribed in Schedule II of the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The Company assesses at each Balance Sheet date whether there is objective evidence that a asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

vii. Inventories:

- d. Raw materials, Stores & Spares, Loose Tools are valued at Cost or Net Realizable Value, whichever is lower.
- e. Finished goods are valued at Cost or Net Realizable Value, whichever is lower.
- f. Work-in-progress is valued at lower of estimated cost and Net Realizable Value.
- g. Cost is determined as per FIFO method of accounting.

viii. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from sale of goods is recognized when significant risk and rewards in respect of ownership of product is transferred to the customer, which is generally on dispatch of goods.

Other income is recognized on accrual basis except when there are significant uncertainties.

ix. Leases:

Leases are classified as Finance or Operating leases depending upon the term of lease Agreement. Assets held under the Finance Lease are recognized as assets of the company on the date of Acquisition and depreciated over the estimated useful life. Initial direct

cost under the finance lease is included as a part of the amount recognized as assets under the Finance Lease.

Rentals payable under an Operating Lease are treated as expense as and when they are incurred.

x. Foreign Currency Transactions:

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions. The difference arising on the settlement/restatement of the foreign currency denominated Current Assets/Current Liabilities into Indian rupees has been recognized as expenses/income (net) of the year and carried to the statement of profit and loss.

xi. Borrowing Costs:

Borrowing costs include interest and amortization of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Borrowing costs that are attributable to the acquisition and construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying Asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

xii. Employee Benefits:

1. Short Term Employee Benefits

Short-term employee benefits are recognized as expense in the Statement of Profit & Loss of the year in which the related service is rendered at the undiscounted amount as and when it accrues.

2. Defined Contribution Plan:

The company is covered under employee's provident fund and miscellaneous provision Act, 1952 which are defined contribution schemes, liability in respect thereof is determined on the basis of the basis of contribution required to be made under the statutes/Rules. Company's contribution to provident fund is charged to Profit & loss Account.

3. Defined Benefit Plan:

Deem Roll-Tech Limited provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the payment of gratuity Act, 1972 the gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's Salary and the tenure of employment. Liabilities with regard to the gratuity plan are determined by Management Certification as of the balance sheet date, Based upon which, the company contributes all the ascertained liabilities to fund. Trustees administer contributions made to the trust and contributions are invested in specific investment as permitted by Law.

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

(Rs. In Lakhs)

Particulars	2022-23	2021-22	2020-21
Provision for Gratuity (Current & Non-Current)	57.85	52.03	45.14

(Rs. In Lakhs)

Details of Gratuity Expenses	2022-23	2021-22	2020-21
Reconciliation of net defined benefit liability			
Net opening provision in books of accounts	52.03	45.14	36.47
Employee Benefit Expense	5.82	6.89	8.67
Contributions to plan assets	0.00	0.00	0.00

Closing net defined benefit liability (Current & Non-Current)	57.85	52.03	45.14
Principle actuarial assumptions			
Discount Rate	7.50%	7.23%	6.85%
Salary Escalation Rate	4.00%	4.00%	4.00%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2006-08 (Urban)

xiii. Taxes on Income:

Taxes on income comprises of current tax and deferred tax. Taxes on income have been determined based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income taxes are determined for future consequences attributable to timing differences between financial determination of income and income chargeable to tax as per the provisions of Income Tax Act, 1961. Deferred tax liability has been worked out using the tax rate and tax laws that were in force as on the date of balance sheet and has not been discounted to its present value after giving effects of carried forward balances of unabsorbed depreciation, unabsorbed business losses as per the Income Tax Act, 1961 and other timing differences as at the Balance Sheet date.

xiv. Impairment of Assets:

As at each balance sheet date, the carrying values of assets are reviewed for impairment if any indication of impairment exists.

xv. Provisions, Contingent Liabilities and Contingent Assets:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognized.

xvi. Cash and Cash Equivalents-For the Purpose of Cash Flow Statements:

For the purpose of Cash Flow Statements, cash and cash equivalents include Cash on Hand and Balances with Banks in the Current Account as well as Fixed Deposits account

xvii. Operating Cycle:

Based on the activities of the company and normal time between incurring of liabilities and their settlement in cash or cash equivalents and acquisition/right to assets and their realization in cash or cash equivalents, the company has considered its operating cycle as 12 months for the purpose of classification of its liabilities and assets as current and non-current.

xviii. Events after the reporting period:

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorisation for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

Earnings Per Share:

The earnings per share as per AS-20 "Earning Per Share" has been computed on the basis of net profit after tax divided by the weighted average number of shares outstanding during the year.

KEY PERFORMANCE INDICATORS OF OUR COMPANY

(₹ in lakhs, except for ratios and percentages)

Particulars	As at, or for the fiscal year ended, March 31,		
	2023	2022	2021
EBITDA ⁽¹⁾	1324.98	987.23	1118.05

EBITDA Margin ⁽²⁾	12.82%	10.77%	17.53%
PAT Margin ⁽³⁾	6.69	4.47	4.67
*ROE ⁽⁴⁾	16.83%	11.51%	14.20%
Capital Employed ⁽⁵⁾	6,538.63	5,402.35	5,158.17
*ROCE ⁽⁶⁾	20.26%	18.27%	21.68%
Debt ⁽⁷⁾	2080.87	1636.65	1802.25
Net Debt ⁽⁸⁾	4394.99	4114.74	4281.21
Debt-Equity Ratio ⁽⁹⁾	0.47	0.43	0.54
*Net Debt-EBITDA Ratio ⁽¹⁰⁾	3.62	4.35	4.13
Net Tangible Assets ⁽¹¹⁾	4457.76	3765.70	3355.92
Monetary Assets ⁽¹²⁾	362.69	382.57	261.80
% of Monetary Assets to Net Tangible Assets ⁽¹³⁾	8.14	10.16	7.80
Net Worth ⁽¹⁴⁾	4,457.76	3,765.70	3,355.92
*Return on Net Worth ⁽¹⁵⁾	20.31	15.09	12.93
Pre-Tax Operating Profit ⁽¹⁶⁾	1042.16	773.25	872.13
Net Asset Value per Equity Share ⁽¹⁷⁾	58.39	46.53	39.51
Sales in MT	5989.60	5626.91	4480.13
Sales to MT ⁽¹⁸⁾	1.73	1.63	1.42
No. of customers	129	123	116
Sales to customers ⁽¹⁹⁾	80.13	74.56	55.00
Gross Profit ⁽²⁰⁾	4,365.13	3,845.99	3,420.57
Gross Profit Margin in % ⁽²¹⁾	42.23	41.94	53.62

Notes:

1. EBITDA is calculated as the sum of (i) profit before tax and prior period items for the period/year, (ii) depreciation and amortization expenses, and (iii) finance costs.
2. EBITDA Margin is calculated as EBITDA divided by Revenue from Operations .
3. PAT Margin is calculated as profit for the period/year divided by Revenue from Operations .
4. ROE is calculated as profit for the period/year divided by total equity.
5. Capital Employed is calculated as total equity, plus non-current borrowings, plus current borrowings, less current investments, less cash & cash equivalents, less bank balances other than cash & cash equivalents.
6. ROCE is calculated as earnings before interest and taxes divided by Capital Employed.
7. Debt is calculated as the sum of current borrowings and non-current borrowings.
8. Net Debt is calculated as total liabilities less cash & cash equivalents and bank balances.
9. Debt-Equity Ratio is calculated as Debt divided by total equity.
10. Net Debt-EBITDA Ratio is calculated as Net Debt divided by EBITDA.
11. Net Tangible Assets is calculated as the sum of all the assets of our Company excluding, right of use assets and other intangible assets as reduced by total liabilities of our Company.
12. Monetary Assets is calculated as cash and cash equivalents and bank balances and excluding bank deposits with remaining maturity of more than twelve months and fixed deposits held as margin money.
13. % of Monetary Assets to Net Tangible Assets is calculated as Monetary Assets divided by Net Tangible Assets, expressed as a percentage.
14. Net Worth is calculated as 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, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

15. *Return on Net Worth is calculated as profit for the period/year divided by Net Worth.*
16. *Pre-Tax Operating Profit is calculated as profit before tax and prior period items for the period/year, excluding other income, finance costs .*
17. *Net Asset Value per Equity Share is calculated as Net Worth divided by the weighted average number of equity shares for the period/year as adjusted for bonus issue. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year/period adjusted by the number of equity shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year/period.*
18. *Sales to MT is calculated as Revenue from Operations divided by MT.*
19. *Sales to Customers is calculated as Revenue from Operations divided by number of customers.*
20. *Gross Profit is calculated as the difference between Revenue from Operations and the cost of finished goods produced(i.e. sum of: (i) cost of materials consumed; (ii) purchase of stock-in-trade; and (iii) changes in inventories of finished goods, semi finished goods and stock-in-trade).*
21. *Calculated as Gross Profit divided by Revenue from Operations.*

Overview of Revenue and Expenditure

The following descriptions set forth information with respect to key components of our income statement.

Revenue

Revenue from operations

Revenue from operations comprises income from:

- a. Sale of manufacturing products such as Spheroidal Graphite Iron Rolls, Adamite Rolls and others.

Other income

Other income primarily comprises interest income, export incentives received, foreign currency gain, amongst others.

Expenditure

Our expenditure comprises the following:

1. **Cost of materials consumed:** Cost of materials consumed comprises (i) the cost of raw materials used in the manufacture of our products; and (ii) the cost of other materials. Our raw materials include steel scrap, roll scrap, pig iron, nickel, ferro molybdenum, other ferro alloys, resin coated sand, amongst others.
2. **Changes in inventories of finished goods:** Expenses accounted for pursuant to an (increase)/decrease in inventories of finished goods.
3. **Manufacturing Expenses:** Manufacturing Expenses comprises of gas consumption, repairs and maintenance, electricity expenses, amongst others.
4. **Employee benefit expenses:** Employee benefit expenses comprises of salaries, wages, contribution to provident and other funds, gratuity and staff welfare expenses
5. **Finance costs:** Finance costs comprises interest expenses on borrowings, trade payable and other borrowing cost.
6. **Depreciation and amortization expenses:** Depreciation and amortization expenses comprises depreciation of tangible assets including our plant and machinery, building, factory equipment, computer equipment, office and other equipment, furniture and fixture, amongst others; and amortization of intangible assets including computer software and others.
7. **Other expenses:** Other expenses comprise primarily of rents, repairs and maintenance expenses, legal and professional charges, freight outwards, travelling and conveyance, advertisement & business promotion expenses, amongst others.

Geographic information

The following table sets forth a breakdown of our revenue from operations by geography for the periods indicated:

(₹ in lakhs)

Sales Value	For Fiscal 2023	For Fiscal 2022	For Fiscal 2021
Domestic	8,269.44	7,619.95	5,323.22
Exports	2,067.69	1,550.50	1,056.27
Total	10,337.13	9,170.45	6,379.49

Results of Operations

The following table sets forth our income statement data, the components of which are expressed as a percentage of total income for the periods indicated, for our operations for Fiscal 2023, Fiscal 2022 and Fiscal 2021.

Particulars	For the year ended March 31,					
	2023		2022		2021	
	(₹ in lakhs)	% of Total Income	(₹ in lakhs)	% of Total Income	(₹ in lakhs)	% of Total Income
Income						
Revenue from operations	10337.13	98.93	9,170.45	99.55	6,379.49	98.72
Other income	111.44	1.07	41.66	0.45	82.48	1.28
Total income	10448.56	100.00	9,212.12	100.00	6,461.96	100.00
Expenses:						
Cost of materials consumed	6285.34	60.16	4949.15	53.72	3519.19	54.46
Changes in inventories of finished goods and work-in-progress	(313.35)	(3.00)	375.31	4.07	(560.27)	(8.67)
Manufacturing Expenses	1316.25	12.60	1288.82	13.99	1106.34	17.12
Employee benefits expense	1022.35	9.78	874.72	9.50	712.05	11.02
Finance costs	191.77	1.84	214.40	2.33	283.71	4.39
Depreciation and amortization expenses	171.38	1.64	172.31	1.87	163.43	2.53
Other expenses	812.99	7.78	736.89	8.00	566.61	8.77
Total expenses	9486.74	90.79	8611.60	93.48	5791.06	89.62
Profit before tax	961.83	9.21	4949.15	53.72	3519.19	54.46
Tax expenses:						
Current tax	160.55	1.54	100.24	1.09	111.99	1.73
Deferred tax	7.85	0.97	42.97	0.47	372.67	5.77
MAT credit	101.37	6.62	47.53	0.52	(111.99)	(1.73)
Total tax expenses	269.77	2.58	190.74	2.07	372.67	5.77
Profit for the year	692.05	6.62	409.78	4.45	298.24	4.62

Financial Year 2023 compared to Financial Year 2022

(₹ in lakhs)

Particulars	For the year ended March 31,		Change (%)
	2023	2022	
Income			
Revenue from operations	10337.13	9,170.45	12.72
Other income	111.44	41.66	167.47
Total revenue	10448.56	9,212.12	13.42
Expenses			

Cost of materials consumed	6285.34	4949.15	27.00
Changes in inventories of finished goods and work-in-progress	(313.35)	375.31	(183.49)
Manufacturing Expenses	1316.25	1288.82	2.13
Employee benefits expenses	1022.35	874.72	16.88
Finance costs	191.77	214.40	(10.55)
Depreciation and amortization expenses	171.38	172.31	(0.54)
Other expenses	812.99	736.89	10.33
Total expenses	9486.74	8611.60	5791.06
Profit before tax	961.83	600.52	670.91
Tax expenses:			
Current tax	160.55	100.24	60.16
Deferred tax	7.85	42.97	125.30
MAT credit	101.37	47.53	593.86
Total tax expenses	269.77	190.74	41.43
Profit for the year	692.05	409.78	68.88

Total income

Total income increased by 13.42 % to ₹ 10448.56 lakhs for the Financial Year 2023 from ₹ 9212.12 lakhs for the Financial Year 2022 primarily due to increase in revenue from operations.

Revenue from operations

Revenue from operations increased by 12.72 % to ₹ 10337.13 lakhs for the Financial Year 2023 from ₹ 9170.45 lakhs for the Financial Year 2022 primarily due to an increase in revenue from sale of products, which was mainly attributable to the overall demand in the market and increase in production. Our domestic sales increased to ₹ 8269.44 lakhs for the Financial Year 2023 from ₹ 7619.95 lakhs for the Financial Year 2022, which was primarily driven by (i) increase in sales volumes; (ii) increase in others.

Other Income

Our other income increased by 167.47 % from ₹ 41.66 lakhs in Fiscal 2022 to ₹ 111.44 lakhs in Fiscal 2023. Such increase in other income was primarily due to export incentives rise from ₹ 16.79 lakhs in Fiscal 2022 to ₹ 54.14 lakhs in Fiscal 2023 and higher income from foreign exchange gains from ₹ 11.58 lakhs in Fiscal 2022 to ₹ 45.38 lakhs in Fiscal 2023

Total expenses.

Total expenses increased by 10.16 % to ₹ 9486.74 lakhs for the Financial Year 2023 from ₹ 8611.60 lakhs for the Financial Year 2022 primarily due to increases in costs of materials consumed, employee benefits expense, other expenses, partially offset by changes in inventories of finished goods and work-in-progress.

Cost of Materials Consumed

Our cost of materials consumed increased by 27 % from ₹ 4949.15 lakhs in Fiscal 2022 to ₹ 6285.34 lakhs in Fiscal 2023, primarily due to an increase in consumption of raw materials with increase in production of products by 770.06 MT as compared to Fiscal 2023.

Change in inventories of finished goods

Changes in inventories of finished goods and work-in-progress decreased to ₹ 313.35 lakhs for the Financial Year 2023 as compared to from ₹ 375.31 lakhs for the Financial Year 2022. In relation to inventories of finished goods and work in progress, we had an opening stock of ₹ 1401.11 lakhs and a closing stock of ₹ 1714.46 lakhs for the Financial Year 2023, and an opening stock of ₹ 1776.42 lakhs and a closing stock of ₹ 1401.11 lakhs for the Financial Year 2022.

Employee Benefits Expense

Our employee benefits expense increased by 16.88 % from ₹ 874.72 lakhs in Fiscal 2022 to ₹ 1022.35 lakhs in Fiscal 2023 due to an increase in (i) salaries and wages to ₹ 946.25 lakhs for the Financial Year 2023 from ₹ 808.23 lakhs for the Financial Year 2022 and (ii) provision for gratuity expense to ₹ 10.63 lakhs for the Financial Year 2023 from ₹ 8.18 lakhs for the Financial Year 2022.

Finance Costs

Our finance costs decreased by 10.55 % from ₹ 214.40 lakhs in Fiscal 2022 to ₹ 191.77 lakhs in Fiscal 2023, primarily due to decrease in interest expenses on borrowings, trade payables and other borrowing costs.

Depreciation and Amortization Expenses

Our depreciation and amortization expense decreased marginally by 0.54 % from ₹ 172.31 lakhs in Fiscal 2022 to ₹ 171.38 lakhs in Fiscal 2023, primarily due to an decrease in depreciation of plant and machinery and vehicles by 5.71% from ₹ 108.49 Lakhs in Fiscal 2022 to ₹ 102.29 lakhs in Fiscal 2023 which was mainly attributable to sale of vehicles and portion of plant & machinery as well as reduce in remaining life of plant & machinery.

Other expenses

Our other expenses increased by 10.33 % from ₹ 736.89 lakhs in Fiscal 2022 to ₹ 812.99 lakhs in Fiscal 2023, generally in line with the increase in our production volume. Specifically, the increase was driven by (i) sales commission to ₹ 71.44 lakhs for the Fiscal 2023 from ₹ 35.30 lakhs for the Fiscal 2022; and (ii) donation and contribution to ₹ 2.14 lakhs for the Financial Year 2023 from ₹ 0.72 lakhs for the Financial Year 2022; (iii) legal and professional fees to ₹ 81.62 lakhs for the Financial Year 2023 from ₹ 39.69 lakhs for the Financial Year 2022.

Profit before tax

As a result of the foregoing, we recorded an increase of 60.16 % in our profit before tax, which amounted to ₹ 961.83 lakhs in Fiscal 2023, as compared to ₹ 600.52 lakhs in Fiscal 2022.

Tax expenses

Our tax expenses (current, deferred and MAT Credit) increased by 41.43 % from ₹ 190.74 lakhs in Fiscal 2022 to ₹ 269.77 lakhs in Fiscal 2023. This was primarily due to a increase in MAT credit by 593.86 % from 47.53 lakhs in Fiscal 2022 to 101.37 lakhs in Fiscal 2023.

Restated Profit for the period

As a result of the foregoing, we recorded an increase of 68.88 % in our profit for the year from ₹ 409.78 lakhs in Fiscal 2022 to ₹ 692.05 lakhs in Fiscal 2023.

Financial Year 2022 compared to Financial Year 2021

(₹ in lakhs)

Particulars	For the year ended March 31,		Change (%)
	2022	2021	
Income			
Revenue from operations	9,170.45	6,379.49	43.75
Other income	41.66	82.48	(49.48)
Total revenue	9,212.12	6,461.96	42.56
Expenses			
Cost of materials consumed	4949.15	3519.19	40.63
Changes in inventories of finished goods and work-in-progress	375.31	(560.27)	(166.99)
Manufacturing Expenses	1288.82	1106.34	16.49
Employee benefits expenses	874.72	712.05	22.85
Finance costs	214.40	283.71	(24.43)
Depreciation and amortization expenses	172.31	163.43	5.43

Other expenses	736.89	566.61	30.05
Total expenses	8611.60	5791.06	48.71
Profit before tax	600.52	670.91	(10.49)
Tax expenses:			
Current tax	100.24	111.99	(10.49)
Deferred tax	42.97	372.67	(87.25)
MAT credit	47.53	(111.99)	(465.92)
Total tax expenses	190.74	372.67	48.82
Profit for the year	409.78	298.24	37.40

Total income

Total income increased by 42.56 % to ₹ 9212.12 lakhs for the Financial Year 2022 from ₹ 6461.96 lakhs for the Financial Year 2021 due to increase in revenue from operations.

Revenue from operations

Revenue from operations increased by 43.75 % to ₹ 9170.45 lakhs for the Financial Year 2022 from 6379.49 lakhs for the Financial Year 2021 primarily due to an increase in revenue from sale of products, which was mainly attributable to the overall demand in the market and increase in production. Our domestic sales increased to ₹ 7619.95 lakhs for the Financial Year 2022 from ₹ 5323.22 lakhs for the Financial Year 2021, which was primarily driven by (i) increase in sales volumes; (ii) increase in others.

Our export sales increased to ₹ 1550.50 lakhs for the Financial Year 2022 from ₹ 1056.27 lakhs for the Financial Year 2022, which was primarily driven by (i) increase in sales volumes, (ii) increase in others; and (ii) increase in selling price of rolls, resulting in high realization per tons of sale

Other Income

Our other income decreased by 49.48 % from ₹ 82.48 lakhs in Fiscal 2021 to ₹ 41.66 lakhs in Fiscal 2022. Such decrease in other income was primarily due to decrease in export incentive from ₹ 44.96 lakhs in Fiscal 2021 to ₹ 16.79 lakhs in Fiscal 2022 and other non-operating income from ₹ 19.59 lakhs in Fiscal 2021 to Nil in Fiscal 2022.

Total expenses.

Total expenses increased by 48.71 % to ₹ 8611.60 lakhs for the Financial Year 2022 from ₹ 5791.06 lakhs for the Financial Year 2021 primarily due to increases in costs of materials consumed, employee benefits expense, depreciation and amortization expenses, other expenses, partially offset by changes in inventories of finished goods and work-in-progress.

Cost of Materials Consumed

Our cost of materials consumed increased by 40.63 % from ₹ 3519.19 lakhs in Fiscal 2021 to ₹ 4949.15 lakhs in Fiscal 2022, primarily due to an consumption of raw materials with increase in production and sales.

Change in inventories of finished goods

Changes in inventories of finished goods and work-in-progress decreased by ₹ 375.31 lakhs for the Financial Year 2022 as compared to decrease by ₹ 560.27 lakhs for the Financial Year 2021. In relation to inventories of finished goods and work in progress, we had an opening stock of ₹ 1776.42 lakhs and a closing stock of ₹ 1401.11 lakhs for the Financial Year 2022, and an opening stock of ₹ 1216.15 lakhs and a closing stock of ₹ 1776.42 lakhs for the Financial Year 2021.

Employee Benefits Expense

Our employee benefits expense increased by 22.85 % from ₹ 712.05 lakhs in Fiscal 2021 to ₹ 874.72 lakhs in Fiscal 2022 due to an increase in (i) salaries and wages to ₹ 808.23 lakhs for the Financial Year 2022 from ₹ 649.26 lakhs for the Financial Year 2021 and (ii) staff welfare expenses to ₹ 34.76 lakhs for the Financial Year 2022 from ₹ 28.80 lakhs for the Financial Year 2021.

Finance Costs

Our finance costs decreased by 24.43 % from ₹ 283.71 lakhs in Fiscal 2021 to ₹ 214.40 lakhs in Fiscal 2022, primarily due to decrease in interest expense by 3.01% from ₹ 83.32 lakhs in Fiscal 2021 to ₹ 80.82 lakhs in Fiscal 2022 and trade payable by 34.84 % from ₹ 94.13 lakhs in Fiscal 2021 to ₹ 61.34 lakhs in Fiscal 2022.

Depreciation and Amortization Expense

Our depreciation and amortization expense increased by 5.43 % from ₹ 163.43 lakhs in Fiscal 2021 to ₹ 172.31 lakhs in Fiscal 2022, primarily due to full year depreciation claimed in fiscal 2022 of fixed assets costing Rs. 167.28 lacs purchased in the Fiscal 2021.

Other expenses

Our other expenses increased by 30.05 % from ₹ 566.61 lakhs in Fiscal 2021 to ₹ 736.89 lakhs in Fiscal 2022, generally in line with the increase in our production volume. Specifically, the increase was driven by (i) interest on GST by 1151.76 % to 0.42 lakhs for the Financial Year 2022 from ₹ 0.03 lakhs for the Financial Year 2021, (ii) rates and taxes to 5.19 lakhs for the Financial Year 2022 from ₹ 2.10 lakhs for the Financial Year 2021; (iii) business promotion to ₹ 18.69 lakhs for the Financial Year 2022 from ₹ 3.11 lakhs for the Financial Year 2021.

Profit before tax

As a result of the foregoing, we recorded a decrease of 10.49 % in our profit before tax, which amounted to ₹ 600.52 lakhs in Fiscal 2022, as compared to ₹ 670.91 lakhs in Fiscal 2021.

Tax expenses

Our tax expenses (current, deferred and MAT Credit) decreased by 48.82 % from ₹ 372.67 lakhs in Fiscal 2021 to ₹ 190.74 lakhs in Fiscal 2023. This was primarily due to change in MAT credit by 465.92 % from 111.99 lakhs in Fiscal 2021 to 47.53 lakhs in Fiscal 2022.

Restated Profit for the period

As a result of the foregoing, we recorded a increase by 37.40 % in our profit for the year from ₹ 409.78 lakhs in Fiscal 2022 to ₹ 298.24 lakhs in Fiscal 2021.

CASH FLOWS

The following table summarizes our cash flows for the Fiscal 2023, Fiscal 2022 and Fiscal 2021:

(₹ in lakhs)

Particulars	For the year ended March 31,		
	2023	2022	2021
Net Cash generated from Operating Activities	350.36	605.68	610.87
Net Cash (Used in) Investing Activities	(48.94)	(205.48)	(159.57)
Net Cash from/(Used in) Financing Activities	(321.30)	(279.43)	(385.30)
Net Increase / (Decrease) in Cash and Cash Equivalents	(19.88)	120.77	66.00
Cash and Cash Equivalents at the beginning of the year	382.57	261.80	195.80
Cash and Cash Equivalents at the end of the year	362.69	382.57	261.80

Cash flows generated from operating activities

Net cash outflow from operating activities in for the period March 31, 2023 was Rs. 350.36 lakhs. Our operating profit before working capital changes was Rs 1316.04 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

Net cash outflow from operating activities in for the period March 31, 2022 was Rs. 605.68 lakhs. Our operating profit before working capital changes was Rs. 976.79 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

Net cash outflow from operating activities in for the period March 31, 2021 was Rs 610.87 lakhs. Our operating profit before working capital changes was Rs. 1071.00 lakhs, which was primarily adjusted by increase in inventories, trade receivables, short term loans and advances, other current assets, trade payables and other current liabilities.

Cash flows used in investing activities

Net cash used in investing activities was ₹ (48.94) lakhs in Fiscal 2023, primarily on account of purchase and sale of fixed assets, interest income and sale of Investments.

Net cash used in investing activities was ₹ (205.48) lakhs in Fiscal 2022, primarily on account of purchase of fixed assets, interest income and purchase of Investments.

Net cash used in investing activities was ₹ (159.57) lakhs in Fiscal 2021, primarily on account of purchase and sale of fixed assets and interest income.

Cash flows generated from / (used in) financing activities

Net cash generated from financing activities in Fiscal 2023 amounted to ₹ (321.30) lakhs, which primarily consists of repayment of borrowing and interest and finance cost.

Net cash generated from financing activities in Fiscal 2022 amounted to ₹ (279.43) lakhs, which primarily consisted of repayment of borrowing and interest and finance cost..

Net cash used in financing activities in Fiscal 2021 amounted to ₹ (385.30) lakhs, which primarily consisted of repayment of borrowing and interest and finance cost.

Capital Expenditure

Capital expenditures consist primarily of plant & machinery, factory shed, and vehicles. In the Fiscal 2023, Fiscal 2022 and Fiscal 2021, we incurred capital expenditure of ₹ 161.45 lakhs, ₹ 115.92 lakhs and ₹ 171.28 lakhs, respectively.

Contingent Liabilities

Contingent liabilities, to the extent not provided for, as of March 31, 2023, 2022 and 2021 are described below.

Contingent Liabilities and Commitments	(₹ in lakhs)		
	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Guarantees issued by the company's bankers on behalf of the company	320.84	447.27	319.26
Letter of Credit Facilities provided by the Bank	262.22	281.28	294.56
ESIC Demanded for which suit is being filed	3.88	3.88	3.88
Civil Cases litigation demand for raw material and others	133.36	133.36	133.36
Central Excise Civil case demand for delay in payment of Excise Duty	-	16.14	-

Details of material developments after the date of last balance sheet i.e., March 31, 2023.

After the date of last Balance sheet i.e., March 31, 2023, the following material events have occurred:

- 1.The Authorised share capital of the company was increased from ₹ 150.00 Lakhs to ₹900.00 Lakhs vide Extraordinary General Meeting dated May 09, 2023.
- 2.Our Company has allotted 44,54,032 Equity Shares pursuant to bonus issue in the ratio of 322:100 on July 4, 2023.
- 3.Our Company has approved the audited financial statements for the financial year ending March 31, 2023 in the Board meeting dated April 25, 2023.
- 4.Our Company has approved the Restated Financial Statements for the financial year ending March 31, 2023, March 31, 2022 and March 31, 2021 in the Board meeting dated August 28, 2023.
- 5.Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated September 11, 2023.

AUDITOR OBSERVATIONS

There are no qualifications, reservations and adverse remarks by our Statutory Auditors in our Restated Financial Information

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given here under:

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in “Factors Affecting our Results of Operations” and the uncertainties described in the chapter entitled “**Risk Factors**” beginning on page 22 of this Draft Prospectus. To our knowledge, except as we have described in this Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

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.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in “**Management’s Discussion and Analysis of Financial Position and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition**” and the uncertainties described in the chapter titled “**Risk Factors**” beginning on page 203 and 22 respectively of this Draft Prospectus. To our knowledge, except as discussed in this Draft Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the chapter titled “**Risk Factors**”, “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 22, 112 and 203 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Status of any publicly announced New Products or Business Segment

Except as set out in this Draft Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

6. Seasonality of business

Our Company’s business is not seasonal in nature or cyclicity. For more details please refer to chapter titled “**Industry Overview**” and “**Business Overview**” beginning on pages 105 and 118 respectively of this Draft Prospectus.

7. Competitive conditions

Competitive conditions are as described under the chapters titled “**Industry Overview**” and “**Business Overview**” beginning on pages 100 and 112 respectively of this Draft Prospectus.

8. Any significant dependence on a single or few customers.

The proportion of our revenues have historically been derived from the number of customers. The % contribution of our Company customer vis a vis the revenue from operations and direct expenses purchased for the financial year ended March 31, 2023, for the financial year ended March 31, 2022 and for the financial year ended March 31, 2021 are tabulated as follows:

Particulars	As at					
	March 31, 2023		March 31, 2022		March 31, 2021	
	(in Lakhs)	%	(in Lakhs)	%	(in Lakhs)	%
Top 10 customers	5129.05	49.62	4,686.55	51.10	3,440.25	53.93
Top 10 suppliers	4038.97	61.54	3,096.97	104.58	2,398.88	68.84

FINANCIAL INDEBTEDNESS

Sr. No.	Name of Bank	Facility Type	Facility Key Terms			Outstanding as on August 19, 2023
			Loan Amount	Rate of Interest	Tenure/ Repayment Terms	
A.	FUND BASED LIMITS					
1.	State Bank of India	C.C.	2000.00	9.15% + EBLR	On Demand	1654.17
2.	State Bank of India	Term Loan	457.00	9.15% + EBLR	69 Installments	0.00
3.	State Bank of India	GECL	37.00	9.25%	36 Installments	0.00
4.	State Bank of India	GECL 1.0	76.00	9.25%	36 Installments	66.94
5.	State Bank of India	GECL 30%	120.00	9.25%	36 Installments	119.78
6.	State Bank of India	SME Car Loan	5.00	9.15% + EBLR	60 Installments	5.00
7.	HDFC Bank	Car Loan	32.67	7.65%	60 Installments	15.46
8.	HDFC Bank	Car Loan	11.64	7.35%	48 Installments	8.59
B.	NON-FUND BASED LIMITS					
9.	State Bank of India	Letter of Credit	315.00			
10.	State Bank of India	Bank Guarantee	400.00			

PRINCIPAL TERMS OF THE SECURED BORROWING FROM SBI BANK

Primary Security:

Facility	Details of Security
C.C.	Hypothecation over the entire current assets of the company.
All Term Loans form SBI Bank	Hypothecation on entire fixed assets of the company financed by the Bank.
	Equitable Mortgage over the factory land and building situated at Survey No. 110/1 & 110/2, Village - Ganeshpura, Taluka - Kadi, District- Mehsana.
	Equitable Mortgage over the factory land and building situated at District Hooghly, P.S. Dadpur, Mouje: Talchinan Sanihati, West Bengal.
	Equitable Mortgage over the factory land and building situated at – <ol style="list-style-type: none"> 1. (Factory Land & Buildings bearing Survey Number : 5566, 5567, 5568, situated at Mauza Talchinan Sanihati, J L No. 66, RS 108, Goswami Malipara Gram Panchayet, PS Dadpur, District Hooghly, West Bengal, PS Dadpur, 712305, (Rural), 2. Factory Land & Buildings bearing Survey Number: 6002, situated at Mauza Talchi- nan Sanihati, J L No. 66, RS 108, Goswami Malipara Gram Panchayet, PS Dadpur, Dis- trict Hooghly, West Bengal, PS Dadpur, 712305, (Rural), 3. Factory Land & Buildings bearing Survey Number: 5565, situated at Mauza Talchi- nan Sanihati, J L No. 66, RS 108, Goswami Malipara Gram Panchayet, PS Dadpur, Dis- trict Hooghly, West Bengal, PS Dadpur, 712305, (Rural),

	4. Factory Land & Buildings bearing Survey Number: 5606, situated at Mauza Talchi- nan Sanihati, J L No. 66, RS 108, Goswami Malipara Gram Panchayet, PS Dadpur, Dis- trict Hooghly, West Bengal, PS Dadpur, 712305, (Rural)
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Collateral Security:

Facility	Details of Security
W.C	Hypothecation on entire fixed assets of the company.

Collateral Security Common for all facilities:

All Facility	Details of Security
1.	Equitable Mortgage over leasehold Factory Land and Building at Plot No. 1006 & 1007, Chhatral GIDC Estate, Phase-II, Opp. Varun Radiators, Nr. Khodiyar Hotel, Kaloi- Mehsana Highway, Chhatral, Gandhinagar in the name of company.
2.	Equitable Mortgage over residential flat at Flat No. P-4, 9th Floor, Block-Shyam, Parth- sarthi Avenue, Near Chief Justice Bungalow, Ahmedabad in the name of Jyoti Prasad Bhattacharya.
3.	Lien over Fixed Deposit of Rs. 20.00 lacs in the name of Jyoti Prasad Bhattacharya.
4.	Equitable Mortgage over Factory Land and Building situated at Plot No. 201, Old Survey No. 110/1 of 2-Area-4647 Sq. mt Plot No. 204 old Survey No. 109-Area-4682 Sq Mtr Near Navjivan Hotel, Nr. Rameshwar Mill, Palanpur Road Mehsana owned by Deem Roll Tech Ltd.
5.	Equitable Mortgage on entire fixed assets of the company not financed by Banks with the company.

Personal Guarantee:

1. Shri Jyoti Prasad Bhattacharya
2. Smt Madhuchanda Bhattacharya
3. Shri Dev Bhattacharya

NEGATIVE COVENANTS

The Borrower(s) shall give 60 day's prior notice to the Bank for undertaking any of the following activities to enable the Bank to take a view. If, in the opinion of the Bank, the move contemplated by the borrower is not in the interest of the Bank, the Bank will have the right of veto for the activity. Should the borrower still go ahead, despite the veto, the Bank shall have the right to call up the facilities sanctioned.

1. Formulation of any scheme of amalgamation or reconstruction or merger or de- merger.
2. Any New project or Scheme of expansion or Acquisition of fixed assets if such investment results in breach of financial covenant(s) or diversion of working capital funds for financing longterm assets.
3. Investment by way of share capital or Loan or Advance funds to or Place deposits with any other concern (including group companies). Further, such investment should not result in breach of financial covenants relating to TOL/Adj. TNW and Current Ratio agreed upon at the time of sanction.
4. Entering into borrowing arrangement either secured or unsecured with any other bank, financial institution, company or otherwise or accept deposits which increases indebtedness beyond permitted limits, stipulated if any at the time of sanction. (This covenant will not be applicable for NBFCs).
5. Issuing any guarantee or Letter of Comfort in the nature of guarantee on behalf of any other company (including group companies) .

6. Declare dividends for any year except out of profits relating to that year after making all due and necessary provisions and provided further that no default is subsisting in any repayment obligations to the Bank.
7. Create any charge, lien or encumbrance over its undertaking or any part thereof in favour of any financial institution, bank, company, firm or persons.
Exemption: This covenant is not applicable for NBFCs. MNS. Sell, assign, mortgage or otherwise dispose of any of the fixed assets charged to the Bank. However, fixed assets to the extent of 5% of Gross Block may be sold in any financial year provided such sale does not dilute FACR below minimum stipulated level. (Not applicable for unsecured loans).
8. Entering into any contractual obligation of a long term nature (i.e. 2 years or more) or which, in the reasonable assessment of the Bank, is an unrelated activity and is detrimental to lender's interest.
9. Change the practice with regard to remuneration of directors by means of ordinary remuneration or commission, scale of sitting fees etc. except where mandated by any. legal or regulatory provisions. Exemption: This Covenant is not applicable to the corporates with ECR of "AA" (includes+ and -) and better rated and PSUs classified as Maharatna / Navaratna.
10. Any trading activity other than the sale of products arising out of its own manufacturing operations. (Not applicable in case finance is for trading activity only). Exemption: This covenant is not applicable for NBFCs.
11. Transfer of controlling interest or making any drastic change in the management set-up including resignation of promoter directors (includes key managerial personnel).
Exemption: This Covenant is not applicable to PSUs classified as Maharatna / Navaratna.
12. Repay monies brought in by the Promoter/directors/principal shareholders and their friends and relatives by way of deposits/loans /advances. Further, the rate of interest, if any, payable on such deposits/loans/advances should be lower than the rate of interest charged by the Bank on its term loan and payment of such interest will be subject to regular repayment of installments to term loans granted/deferred payment guarantees executed by the Bank or other repayment obligations, if any, due from the borrower to the Bank. Exemption: This Covenant is not applicable to PSUs classified as Maharatna / Navaratna.
13. Opening of Current Account with another bank or a bank which is not a member of the consortium/ MBA. For credit facility (ies) under sole banking arrangement, borrower shall confine entire business with financing bank. Further, in respect of credit facilities under consortium/MBA, the borrower agrees to offer to the Bank (on a right of first refusal basis) at least pro rata business relating to remittances, non-fund based transactions including LCs/BGs, bills/cheque purchase, Forex transactions and any interest rate or currency hedging business, Merchant Banking, IPO/FPO, Capital market transactions, Cash Management Product, Vehicle Loan etc. Exemption: This Covenant is not applicable to PSUs classified as Maharatna / Navaratna.
14. Payment of commission to the guarantor(s) for guaranteeing the credit facilities sanctioned by the Bank. In case of default to Bank or restructuring of loan, all "Mandatory Negative" covenants will become "Mandatory" covenants.
15. (a) Change in Machinery/ manufacturer/ cost of machinery (b) Modification in repayment period of term loans whose weighted average maturity is not extended. (c) Disbursement of term loan by way of reimbursement of expenditure incurred within one year of date of sanction
16. Issuance of BGs with auto renewal clause. (Except in favour of Govt Departments for business purposes)

PRINCIPAL TERMS OF THE SECURED BORROWING FROM HDFC BANK

HDFC Bank Car Loan 1	This asset is not held in the name of company.
HDFC Bank Car Loan 2	Hypothecation over the vehicle for which it was sanctioned.

SECTION VII – LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; (d) disciplinary actions including penalties imposed by SEBI or stock exchange against the Company, the Directors and the Promoter, in the last five Fiscals, including outstanding action; or (e) Material Litigation (as defined below); involving our Company, its Directors and the Promoter ("**Relevant Parties**").*

*Our Board, in its meeting held on July 14, 2023, determined that outstanding legal proceedings involving the Relevant Parties will be considered as material litigation ("**Material Litigation**") (i) if the aggregate amount involved exceeds 5% of the absolute value of profit or loss after tax of the Company as per the Restated Financial Statements; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold. Accordingly, any civil litigations involving the Relevant Parties, in which the aggregate amount involved does not exceed 5% of the absolute value of profit or loss after tax of the Company as per the Restated Financial Statements have not been disclosed in this Draft Prospectus.*

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated July 14, 2023. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 3% of trade payables as per the Restated Financial Statements of our Company disclosed in this Draft Prospectus, would be considered as material creditors. The trade payables of our Company as on March 31, 2023, were ₹1,278.53 lakhs. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

All terms defined in a particular litigation disclosure pertains to that litigation only.

I. Litigation involving our Company

A. Litigation filed against our Company

1. Criminal proceedings

Nil.

2. Outstanding actions by regulatory and statutory authorities

Nil.

3. Material civil proceedings

i. Devendra Patel Chandrika Patel vs. Deem Roll-Tech Limited - Reference No. (L.C.K.) No. 35/2015

Devendra Patel Chandrika Patel ("**Complainant**") filed a complaint dated January 13, 2015 ("**Complaint**") against Deem Roll-Tech Limited ("**DRTL**") before the Labour Commissioner, Mahesana ("**Commissioner**"). The complaint is with relation to the retrenchment of the complainant from the services of DRTL. Following the retrenchment, the complainant has demanded reinstatement with due salary for the days gone by, through this complaint. Vide Order dated February 26, 2015, this case has been referred to the Labour Court, Kalol. The matter is currently pending.

ii. Deepak Steels vs. Deem Roll – Tech Limited and Jyoti Bhattacharya – Summary Suit Application No. 11/2016

Deepak Steels Limited ("**Deepak Steels**") filed a summary suit bearing no. 11/2016 ("**Suit**") against Deem Roll-Tech Limited ("**DRTL**") and Jyoti Bhattacharya before the Court of Hon'ble Senior Civil Judge, Kalol ("**The Court**"). DRTL purchased material from Deepak Steels on February 18, 2016, and July 2, 2016, and were given a cheque drawn on HDFC Bank. However, Deepak Steels claim that despite repeated demands for the original amount, which is Rs. 51,53,529, DRTL has failed to pay the due amount to Deepak Steels. Moreover, Deepak Steels also claim that they are entitled to the amount of interest at 24% yearly on Rs. 51,53,529 and the expenses of the notice amounting to Rs. 3,000, aggregating to Rs. 53,83,566.

DRTL, vide its reply dated February 15, 2019, allege that the claim of Deepak Steels is false, illegal and being lodged with the bad intention of harassing. The matter is presently pending.

iii. Inspector Minimum Wages Act and the Contract Labour (R& A) Act, 1970 vs. M/s Deem Roll Tech Limited. - C. R. 260/12

Inspector Minimum Wages Act and the Contract Labour (R& A) Act, 1970 (“Inspector”) filed a complaint bearing No. 260/12 before the Chief Judicial Magistrate, Chinsurah, Hooghly against Deem Roll-Tech Limited (“DRTL”). Our Company was visited by the Inspector of Minimum Wages Act & Contract Labour Act on January 11, 2012 under section 28 of the Contract Labour Act, 1970 and issued upon the Company an inspection note directing submission of the records within the meaning of the section 175 & 176 of the Indian Penal Code as a public servant when the contraventions were detected and in view of the contraventions and /or irregularities a show cause notice on January 31, 2012 was served to our Company as to why legal proceeding should not be initiated against the Company on violation of section 7(1), 29(2), Rule 74, Rule 21, Rule 82(2) of Contract Labour (R&A) Act 1970 and the West Bengal Contract Labour Rules, 1972. However, it is yet to be disposed off.

B. Litigation filed by our Company

1. Criminal proceedings

Nil.

2. Material civil proceedings

i. Deem Roll Tech Limited versus The Regional Director ESI Corporation - APPLN- ESI/14/2017

Deem Roll Tech Limited has appealed against the speaking order dated March 16, 2016 u/s 45(A) of the ESI Act, 1948 amounting to Rs. 4,08,799 (Rupees Four Lakh Eight Thousand Seven hundred and Ninety-Nine) (i.e. Contribution of Rs. 3,60,360 along with interest Rs. 48,439) (“Order”) passed by of the competent authority of ESI Corporation (“ESI”), determining the assessed amount of ESI contribution of Rs. 3, 60,360 (Rupees Three Lakhs Sixty Thousand and Three Sixty), further the Competent authority has issued a recovery certificate (C-19) dated May, 18 2016 under section 45B of ESI Act for Rs. 3,80,975 (Rupees Three Lakh Eighty Thousand Nine hundred and Seventy-Five) (i.e. with additional interest). Thereafter, a demand notice dated May 26, 2016 was issued to our Company for an amount of Rs. 3,81,025 (Rupees Three Lakh Eighty-One Thousand and Twenty-Five). The matter is still pending and the next date of hearing is October 12, 2023.

3. Tax proceedings

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (Rs. in lakhs)
Direct Tax	13	18.92
Indirect Tax	1	0.19
Total	14	19.11

II. Litigation involving our Directors (other than Promoter)

A. Litigation filed against our Directors (other than Promoter)

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. Litigation filed by our Directors (other than Promoter)

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. Tax proceedings

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	4	48.20
Indirect Tax	Nil	Nil
Total	4	48.20

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

i. *Deepak Steels vs. Deem Roll – Tech Limited and Jyoti Bhattacharya – Summary Suit Application No. 11/2016*

For details, see “*Outstanding Litigation and Material Developments - Litigation involving our Company – Material civil proceedings - Deepak Steels vs. Deem Roll – Tech Limited and Jyoti Bhattacharya – Summary Suit Application No. 11/2016*” on page 219 of this Draft Prospectus.

B. Litigation filed by our Promoter

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. Tax proceedings

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

Outstanding dues to creditors

As per the Restated Financial Statements, 3% of our trade payables as at March 31, 2023, was ₹1,278.53 lakhs and accordingly, creditors to whom outstanding dues exceed ₹38.36 lakhs have been considered as material creditors for the purposes of disclosure in this Draft Prospectus.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at March

31, 2023, by our Company, are set out below and the disclosure of the same is available on the website of our Company at www.deemrolls.com

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Material and other creditors		
Material creditors	3	177.83
Other creditors	208	622.12
Micro, Small and Medium Enterprises		
Material MSME creditors	3	398.56
Other MSME creditors	47	80.02
Total	261	1,278.53

Material Developments

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after March 31, 2023*" on beginning on page 203 of this Draft Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have set out below an indicative list of approvals obtained by our Company and our Subsidiary which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the chapter titled “**Risk Factors**” beginning on page 22 of this Draft Prospectus, these material approvals are valid as of the date of this Draft Prospectus. For details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” on page 134 of this Draft Prospectus.

I. Material approvals obtained in relation to the Issue

- a. The Board of Directors has, pursuant to a resolution passed at its meeting held on March 21, 2023 read with August 28, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on April 17, 2023, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c. The Company has obtained the in-principle listing approval from the Emerge platform of NSE, dated [●].

II. Material approvals obtained in relation to our business and operations

Our Company has obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

iii. Incorporation details of our Company

Our Company was originally formed as a private limited company in the name of “*Deem Roll-Tech Private Limited*” vide a Certificate of Incorporation dated May 1, 2003, issued by the RoC.

- a. Fresh Certificate of Incorporation dated March 4, 2008, issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from “*Deem Roll-Tech Private Limited*” to “*Deem Roll-Tech Limited*”.

iv. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account Number	AABCD9176A	Income Tax Department	May 1, 2003	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	AHMD03315E*	Income Tax Department	September 21, 2005	Valid till cancelled
3.	GST Registration Certificate – Gujarat	24AABCD9176A1ZX	Goods and Services Tax Department	September 19, 2017	Valid till cancelled
4.	GST Registration Certificate – West Bengal	19AABCD9176A1ZO	Goods and Services Tax Department	September 20, 2017	Valid till cancelled
5.	Professional Tax – Certificate of Registration – Gujarat	PRO50100093	Profession Tax Office	December 1, 2003	Valid till cancelled
6.	Professional Tax – Certificate of Enrolment – Gujarat	PEO601001551#	Profession Tax Office	January 10, 2006	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
7.	Professional Tax – Certificate of Registration – West Bengal	191009976941	WB South Unit-II, Srirampur	August 29, 2023 (effective from June 1, 2022)	Valid till cancelled
8.	Professional Tax – Certificate of Enrolment – West Bengal	192022456248	WB South Unit-II, Srirampur	July 24, 2015	Valid till cancelled

*Company is unable to trace a copy of the original certificate

#Our Company is in the process of submitting necessary application(s) to the regulatory authorities for change of its name in the registrations from “Deem Roll-Tech Private Limited” to “Deem Roll-Tech Limited”.

v. **Regulatory approvals of our Company**

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue/Effect	Date of Expiry
1.	Provident Fund Code Number - Gujarat	GJAHD0053071000	Employees’ Provident Fund Organisation	May 7, 2007	Valid till cancelled
2.	Provident Fund Code Number – West Bengal	WB/56697	Employees’ Provident Fund Organisation	April 1, 2012	Valid till cancelled
3.	ESIC – Registration Code – Gujarat	37000251730000699	Regional Office, Employees’ State Insurance Corporation	July 22, 2015	Valid till cancelled
4.	ESIC – Registration Code – West Bengal	41000673970000503	Regional Office, Employees’ State Insurance Corporation	July 18, 2017	Valid till cancelled
5.	Factory License - Manufacturing Unit - 1	Registration no.: 2872/28230/2022 License no.: 47369	Joint Director, Industrial Safety and Health, Ahmedabad Region	February 1, 2022	December 31, 2026
6.	Consolidated Consent and Authorization – Manufacturing Unit – 1	AWH-100394*	Gujarat Pollution Control Board	March 29, 2019	February 27, 2024
7.	Factory License - Manufacturing Unit - 2	Registration no.: 261/29130/2009 License no.: 7405	Deputy Director, Industrial Safety and Health, Mehsana	April 3, 2009	December 31, 2024
8.	Consolidated Consent and	AWH-51712*	Gujarat	January 28,	March 31,

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue/Effect	Date of Expiry
	Authorization – Manufacturing Unit – 2		Pollution Control Board	2022	2027
9.	Factory License - Manufacturing Unit - 3	Registration no.: 0052-HG/X/2012 License no.: 020962	Chief Inspector of Factories, West Bengal	April 2, 2012	December 31, 2026
10.	Consent to Operate – Manufacturing Unit – 3	CO124912*	West Bengal Pollution Control Board	February 25, 2020	December 31, 2024
11.	Fire License – Manufacturing Unit – 3	82775	Collector, Fire License	October 18, 2017	Valid till cancelled
12.	License for storing Petroleum and Petroleum Derivatives, Gas Cylinder (Oxygen/Acetylene/Hydrogen) and Gas Cylinder (LPG) - Manufacturing Unit – 3	IND/WB/FSL/20192020/178101	Collector, Fire License Section	August 16, 2023	August 15, 2025
13.	Certificate of Importer – Exporter Code	0806010932	Ministry of Commerce and Industry Directorate General of Foreign Trade	November 6, 2006	Valid till cancelled
14.	Certificate of Registration – ISO 9001:2015	7799-Q15-001	Technical Director, Alcumus, Isqobar	August 6, 2009	August 6, 2024
15.	UDYAM Registration Certificate	UDYAM-GJ-14-0003145	Ministry of Micro, Small and Medium Enterprises, Government of India	February 11, 2021	Valid till cancelled
16.	Certificate of Recognition – according recognition to the in house R&D units of our Company – Manufacturing - Unit – 2	F. No. TU/IV-RD/4618/2022	Department of Scientific & Industrial Research	May 23, 2022	March 31, 2025
17.	Letter of Undertaking	ARNAA190418020184C	Office of Assistant Commissioner of Central Goods and Service Tax.	May 3, 2018	Valid till cancelled

*Company is unable to trace copies of Consent of Establish for its Manufacturing Unit 1, Manufacturing Unit 2 and Manufacturing Unit 3

Note: Our Company has not obtained certain licenses/approvals based on the legal opinion of applicability of the same.

III. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

IV. Material approvals expired and renewal yet to be applied for

Nil

V. Material approvals required but not obtained or applied for

Nil

VI. Intellectual Property

As on the of this Draft Prospectus, our Company has registered a trademark under one class with the Registrar of Trademarks under the Trademarks Act. These include:

Date of Issue	Trademark Holder	Trademark No.	Class of Registration	Trademark
August 9, 2018	Deem Roll-Tech Limited	3912505	6	

For risk associated with our intellectual property please see, “*Risk Factors*” on page 22 of this Draft Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on March 21, 2023 read with August 28, 2023 subject to the approval of shareholders of our Company through a special resolution to be passed, pursuant to Section 62(1)(c) of the Companies Act, 2013.

The members of our Company have approved this Issue by a special resolution passed pursuant to Section 23 read with 62(1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting of our Company held on April 17, 2023.

Our Board has approved this Draft Prospectus through its resolution dated September 11, 2023.

We have received In-Principle Approval from National Stock Exchange of India Limited vide their letter dated [●] to use the name of National Stock Exchange of India Limited in this Draft Prospectus for listing of our Equity Shares on EMERGE Platform of National Stock Exchange of India Limited.

PROHIBITION BY THE SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Promoter, Promoter Group, Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

Further, none of our Promoter or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

ASSOCIATION WITH SECURITIES MARKET

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Directors.

PROHIBITION BY RBI

Neither our Company, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter titled "*Outstanding Litigations and Material Development*" beginning on page 219 of this Draft Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoter and members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 as amended ("**SBO Rules**"), to the extent applicable to each of them as on the date of this Draft Prospectus.

ELIGIBILITY FOR THE ISSUE

Our company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations, 2018.

Our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue face value capital is less than or equal to ten crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange"), in this case being the Emerge Platform of NSE India. Our Company also complies with eligibility conditions laid by Emerge Platform of NSE India for listing of Equity Shares.

We confirm that:

- i. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we have not filed any Draft Issue Document with SEBI nor has SEBI issued any observations on our Issue Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus/ Prospectus with Stock Exchange and the Registrar of Companies.
- ii. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue has been one hundred (100) percent underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to the Chapter "*General Information*" beginning on page 50 of this Draft Prospectus.
- iii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI (ICDR) Regulations, 2018 and other applicable laws.

- iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, we here by confirm that we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of (3) three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see chapter titled “**General Information**” beginning on page 50 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on EMERGE Platform of NSE Limited which states as follows:

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under

1. The issuer should be a Company incorporated Under Companies Act, 1956/2013.

Our Company is incorporated under the Companies Act, 1956

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.

The post issue paid up capital of the Company shall not be more than ₹ 25 crores.

3. Track Record

a. Our Company have a (combined) track record of at least 3 years.

Our Company was incorporated on May 01, 2003 has a track record of at least 3 years as on the date of filing Draft Prospectus.

(₹ in lakhs)

Particulars	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Net Profit as per Restated Financial Statement	692.05	409.78	298.24

b. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive.

(₹ in lakhs)

Particulars	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Cash Accruals as per Restated Financial Statements	1213.54	945.57	1035.57
Net Worth as per Restated Financial Statements	3,408.19	2,716.16	2,306.35

c. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company’s shares bear an ISIN: INE586O01011

d. Company shall mandatorily have a website.

Our Company has a live and operational website www.deemrolls.com

e. Other Listing Condition:

- i. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- ii. There is no winding up petition against the company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- iii. There has been no change in the Promoter of the Company in preceding one year from the date of filing application to NSE Limited for listing on EMERGE segment
- iv. There is no material regulatory or disciplinary action taken by any stock exchange or regulatory authority in the past one year in respect of Promoter of our Company.

- v. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, Promoter, companies promoted by the Promoter during the past three years.
- vi. There are no criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For further details please refer the chapter titled “*Legal and Other Information*” on page 219 of this Draft Prospectus.
- vii. The applicant, Promoter, companies promoted by the Promoter litigation record, the nature of litigation, and status of litigation. For further details please refer the chapter titled “*Legal and Other Information*” on page 219 of this Draft Prospectus.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the EMERGE Platform of the NSE India.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS, 2018

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, 2018, with respect to the Issue.

SEBI DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT PROSPECTUS. THE LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FEDEX SECURITIES PRIVATE LIMITED HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 11, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOUSER REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO, TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS.

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26 OF THE COMPANIES ACT, 2013.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE LEAD MANAGER

Our Company, our Directors and the LM accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our Company’s website www.deemrolls.com would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement entered into between the Underwriters and our Company. All information shall be made available by our Company and the LM to the investors and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.

CAUTION

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable

laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs. 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an issue or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Mumbai, India only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with NSE India for its observations and NSE India will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE INDIA

As required, a copy of this Draft Prospectus has been submitted to Emerge Platform of NSE India. The Disclaimer Clause as intimated by the NSE India to us, post scrutiny of this Draft Prospectus will be produced by our Company in the Prospectus.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

Our company has obtained In-Principle approval from NSE India vide letter dated [●] to use name of NSE India in this Issue document for listing of equity shares on Emerge Platform of NSE India, with which Basis of Allotment will be finalized.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-Principle approval from EMERGE Platform of NSE India. Application will be made to the EMERGE Platform of NSE India for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE India is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permission to deal in and for an official quotation of the Equity Shares on the EMERGE Platform of NSE India is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within such time prescribed by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE India mentioned above are taken within 6 Working Days of the Issue Closing Date.

CONSENTS

The written consents of our Promoter, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Reviewed Auditor, Chartered Engineer, Legal Advisor to the Issue, Bankers to our Company, Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Banker to Issue and Sponsor Bank to act in their respective capacities have been obtained and will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, S N Shah & Associates., Statutory Auditor and Peer Review Auditors, of the Company have agreed to provide their written consent to the inclusion of their report, Restated Financial Statements and statement of Tax Benefits dated August 28, 2023, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: "Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Fedex Securities Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, please refer Annexure "A" and the website of Lead Manager at www.fedsec.in

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED

TABLE 1

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing
i.	Wherrelz IT Solutions Limited	2.01	171	December 29, 2021	173.05	19.88% (-0.92%)	18.13% (-0.37%)	16.96% (-8.11%)
ii.	Sunrise Efficient Marketing Limited	16.69	121	April 12, 2022	121.25	0.41% (-7.66%)	-20.00% (-7.14%)	-9.92% (-1.00%)
iii.	Le Merite Exports Limited	48.00	75	May 09, 2022	75	-5.13% (0.70%)	-16.00% (7.50%)	-15.27% (273.89%)
iv.	Kesar India Limited	15.82	170	July 12, 2022	172.50	47.35% (9.15%)	31.76% (7.62%)	1.18% (12.73%)
v.	Virtuoso Optoelectronics Limited	30.24	56	September 15, 2022	117.00	183.75% (-3.36%)	145.54% (4.34%)	185.80% (-2.83%)
vi.	Tapi Fruit Processing Limited	5.21	48	September 22, 2022	52.10	4.38% (-0.30%)	41.67% (4.29%)	201.04% (-3.64%)
vii.	Moxsh Overseas Educon Limited	10.42	153	December 30, 2022	131.00	-29.74% (-3.22%)	-50.26% (-6.10%)	(20.69%) (3.44%)
viii.	Lead Reclaim and Rubber Products Limited	4.88	25	February 21, 2023	27.50	27.80% (-3.79%)	131.20% 2.74%	95.00% (8.79%)
ix.	Pattech Fitwell Tube Components Limited	12	50	April 21, 2023	55.00	52.00% 3.29%	27.90% (12.53%)	Not Applicable

x.	Yasons Chemex Care Limited	20.57	40	August 3, 2023	32.00	(8.00%) (0.76%)	Not Applicable	Not Applicable
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Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:

- Opening price information as disclosed on the website of the Designated Stock Exchange.
- Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
- For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
- This disclosure is restricted to last 10 issues handled by the Lead Manager.

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds Raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30 th Calendar Day from listing date			Nos of IPOs trading at discount on 180 th Calendar Day from listing date			Nos of IPOs trading at premium on 180 th Calendar Day from listing date		
			Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%
2020-21	*2	49.64	-	-	1	-	-	1	-	-	1	1	-	-
2021-22	**5	153.99	1	-	2	1	-	1	1	1	-	-	1	2
2022-23	***7	131.26	-	1	1	1	2	2	-	-	2	2	-	1
2023.-24	****2	32.57	-	-	1	1	-	-	-	-	-	-	-	-

*The script of Atam Valves Limited and Rangoli Tradecomm Limited were listed on October 06, 2020 and March 22, 2021 respectively.

** The script of Rajeshwari Cans Limited, Kuberan Global Edu Solutions Limited, Aashka Hospitals Limited Euro Panel Products Limited and Wherrelz IT Solutions Limited were listed on April 15, 2021, May 05, 2021, September 01, 2021, December 24, 2021 and December 29, 2021 respectively.

*** The scripts of Sunrise Efficient Marketing Limited, Le Merite Exports Limited, Kesar India Limited, Virtuoso Optoelectronics Limited and Tapi Fruit Processing Limited were listed on April 12, 2022, May 09, 2022, July 12, 2022, September 15, 2022 and September 22, 2022 respectively. The scripts of Moxsh Overseas Educon Limited and Lead Reclaim and Rubber Products Limited were listed on December 30, 2022 and February 21, 2023, respectively and have not completed 180 calendar days.

**** The scripts of Pattech Fitwell Tube Components Limited was listed April 21, 2023 and have not completed 90 calendar days. The scrip of Yasons Chemex Care Limited was listed August 03, 2023 and have not completed 180 calendar days

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Lead Manager are provided.

TRACK RECORD OF PAST ISSUES HANDLED BY FEDEX SECURITIES PRIVATE LIMITED

For details regarding track record of the Lead Manager to the Issues specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: www.fedsec.in.

EXPERT OPINION

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

- (a) Peer Review Auditors' reports dated August 28, 2023, on the Restated Financial Statements by S N Shah & Associates, Chartered Accountants.
- (b) Statement of Tax Benefits dated August 28, 2023 by S N Shah & Associates, Chartered Accountants.
- (c) Detailed Project Report dated August 16, 2023 and Capacity Utilisation certificate dated July 1, 2023 by S.K. Patel, Chartered Engineer.

PREVIOUS PUBLIC OR RIGHTS ISSUE

Except as stated in the chapter titled "*Capital Structure*" beginning on page 58 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last Five (5) years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

COMMISSION OR BROKERAGE

Since this is an Initial Public Issue of the 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 the Equity Shares since inception of the Company.

CAPITAL ISSUE DURING THE PREVIOUS THREE (3) YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY

Except as disclosed in Chapter titled "*Capital Structure*" on page 58 of this Draft Prospectus our Company has not made any capital issue during the previous three (3) years.

Further, Our Company do not have any listed group Companies/ Subsidiaries / Associates.

PERFORMANCE VIS-À-VIS objects;

Except as stated in the chapter titled "*Capital Structure*" beginning on page 58 of this Draft Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an "Unlisted Issuer" in terms of SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

None of our Group Companies have their equity shares listed on any stock exchange.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS GRANTED BY SEBI

Our Company has not undertaken any exemption with related to provision of securities law granted by SEBI.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The agreement between the Registrar to the Issue and our Company provides for the retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

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

All grievances relating to the ASBA process and UPI may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA

Applicants, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities) or Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Applicants.

Further, none of our Group Companies are listed on any stock exchange, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

SEBI, by way of its circular dated March 16, 2021 as amended by its circulars dated June 2, 2021 and April 20, 2022, has identified the need to put in place measures, in order to streamline the processing of ASBA applications through the UPI Mechanism and redressal of investor grievances 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. Pursuant to the circular dated March 16, 2021, 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 Bank containing statistical details of mandate blocks / unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid / Batch; and (v) mandating SCSBs to ensure that the unblock process for non-allotted / partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid / Issue Closing Date, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, 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 / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Lead Managers shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

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/2021/2480/1/M dated March 16, 2021 read with 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.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

The Company shall obtain authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on July 14, 2023. For further details, please refer the chapter titled "*Our Management*" beginning on page 146 of this Draft Prospectus.

Our Company has also appointed Shweta Rameshlal Talreja as the Company Secretary and Compliance Officer of our company, for this Issue he may be contacted in case of any pre-issue or post-issue related problems at the following address:

DEEM ROLL-TECH LIMITED

Survey No.110/1, P-1,110/2

Ganeshpura, Ta: Kadi Mahesana

Gujarat – 382 729, India

Tel No: +91 9925196196

Email: accounts@deemrolls.com

Website: www.deemrolls.com

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

SECTION VIII – ISSUE INFORMATION

TERMS OF ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, our Memorandum and Articles of Association, SEBI Listing Regulation, the terms of this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of upto [●] Equity Shares aggregating to 3000.00 lakhs which have been authorised by a resolution of the Board of Directors of our Company at their meeting held on March 21, 2023 read with August 28, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on April 17, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued and transferred in the issue shall be subject to the provisions of the Companies Act 2013 and our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled “**Main Provisions of the Articles of Association**” beginning on page 273 of this Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company.

We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to chapter titled “**Dividend Policy**” and “**Main Provisions of Articles of Association**” beginning on pages 167 and 273 respectively of this Draft Prospectus.

The face value of the Equity Shares is ₹ 10.00/- each and the Issue Price is ₹ [●] /- per Equity Share (including premium of ₹ [●] /- per Equity Share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “**Basis for Issue Price**” beginning on page 90 of this Draft Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- 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 in accordance with the provisions of the Companies Act, 2013;
- Right to receive offer/ issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “*Main Provisions of Articles of Association*” beginning on page 273 of this Draft Prospectus.

Minimum Application Value; Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by Emerge Platform of NSE India from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267(2) of the SEBI (ICDR) Regulations 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be fifty (50) shareholders failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad, Gujarat, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of Joint Applicants, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- i. to register himself or herself as the holder of the Equity Shares; or
- ii. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Issue programme

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]
FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	[●]
INITIATION OF REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	[●]
CREDIT OF EQUITY SHARES IN DEMAT ACCOUNTS OF ALLOTTEES	[●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	[●]

UPI mandate end time and date shall be at 5.00 pm on Issue/Offer Closing Date

In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances or for reason considered necessary by our Company, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE EMERGE taken within six (6) Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from EmergePlatform of NSE India. The Commencement of trading of the Equity Shares will be entirely at the discretion of NSE India and in accordance with the applicable laws.

Submission of Application Forms:

Issue period (except the Issue Closing Date)	
Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
Issue Closing Date	
Submission and Revision of Application Form*	Only between 10.00 a.m. to 3.00 p.m. IST

**UPI mandate end time and date shall be at 5.00 pm on Issue/Offer Closing Date*

On the Issue Closing Date, the Applications shall be uploaded until:

- i. Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and
- ii. Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchange.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the Bidder. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022

Due to limitation of time available for uploading the application forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in the Prospectus are Indian Standard Time (IST). Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue.

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

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received NSE EMERGE may be taken as the final data for the purpose of Allotment.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Issued under the Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen percent per annum (15% p.a)

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Arrangements for Disposal of Odd Lots

The trading of the equity shares will happen in the minimum contract size of [●] Equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE Limited.

Withdrawal of the Issue

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Draft Prospectus.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the Pre-Issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the chapter titled "**Capital Structure**" beginning on page 58 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled "**Main Provisions of Articles of Association**" beginning on page 273 of this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

New Financial Instruments

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares Only in Dematerialized Form

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form.

As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Prospectus:

Tripartite agreement dated December 4, 2018 among CDSL, our Company and the Registrar to the Issue; and

Tripartite agreement dated December 8, 2018 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

MARKET MAKING

The shares offered through this issue is proposed to be listed on the EMERGE Platform of NSE India, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the Emerge Platform of NSE India for a minimum period of three (3) years from the date of listing of shares issued through this Prospectus. For further details of the market making arrangement please refer the chapter titled "**General Information**" beginning on page 2 of this Draft Prospectus.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue Face value capital is less than or equal to Rs. 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such an issue please refer to the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 237 and 245 respectively of this Draft Prospectus.

Fresh issue of up to [●] Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●]/- per Equity Share including a securities premium of Rs. [●]/- per Equity Share (the “issue price”) aggregating to maximum Rs. 3000.00 Lakhs. (“*the Issue*”) by our company.

Our Company, in consultation with the Lead Manager, may consider a Pre-IPO Placement at its discretion, prior to filing of the Prospectus with the RoC. If the Pre-IPO Placement is completed, it will be at a price to be decided by our Company in consultation with the Lead Manager and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Issue complying with Rule 19(2)(b) of the SCRR.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares	[●]	[●]
Percentage of Issue Size available for allocation	[●]*	[●]
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of [●] Equity Shares and Further allotment in multiples of [●] Equity Shares each.	Firm Allotment
Mode of Application	Retail Individual Investor may apply through UPI Payment Mechanism. All other applicants and Retail Individual Investors (whose bank do not provide UPI ID) shall apply through ASBA process only.	Through ASBA mode Only.
Minimum Application Size	<p>For QIB and NII:</p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds Rs. 2 lakhs</p> <p>For Retail Individuals:</p> <p>Such number of equity shares where application size is of at least [●] Equity Shares.</p>	[●] Equity Shares
Maximum Bid	<p>For QIB and NII:</p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed the Net Issue.</p> <p>For Retail Individuals:</p> <p>Such number of equity Shares so that the Application Value does not exceed Rs. 2 lakhs.</p>	[●] Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	

Particulars	Net Issue to Public	Market Maker Reservation Portion
Trading Lot	[●] Equity Shares	[●] Equity Shares
Terms of payment	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

* 50 % of the shares issued in the Net Issue to Public portion are reserved for applications whose value is below Rs. 2 lakhs and the balance 50 % of the shares are available for applications whose value is above Rs. 2 lakhs.

Note:

- i. *In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. The signature of only such First Applicant would be Required in the Application Form and such First Applicant would be deemed to have signed on behalf of joint holders.*
- ii. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
- iii. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details please refer chapter titled “Issue Procedure” beginning on page 245 of this Draft Prospectus.

ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL2/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "General Information Document"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the LM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs ("UPI Phase II"), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, 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 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs. 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

The revisions of the circular dated June 02, 2021 are elaborated as under: -

- i. SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
- ii. The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.

- iii. In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- iv. The Stock Exchanges and Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- v. The Registrar to the Issue shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
- vi. The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 5:00 PM on BOA+1.
- vii. Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their application are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form. Further, the Company and the LM are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Issue.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I:

This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six working days.

Phase II:

This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

Phase III:

The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three working days.

All SCSBs issuing facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement of or SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion issued to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment.

ELECTRONIC REGISTRATION OF APPLICATIONS

- i. The Designated Intermediary may register the Application using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Fixed Process on a regular basis before the closure of the Issuer.
- ii. On the Application/Issuer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchange and as disclosed in the Prospectus.

Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 p.m. IST on the next Working Day following the Application/Issuer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Application/Issuer Period after which the Stock Exchange send the information to the Registrar to the Issue for further processing.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

Copies of the Application Form and the Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor using UPI Payment Mechanism) shall mandatorily participate in the Issue only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

**Excluding electronic Application Form.*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic Bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For UPI Investors, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Application Forms will also be available on the website of the NSE (<https://www.nse.com>). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

SUBMISSION AND ACCEPTANCE OF APPLICATION FORM

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called "Designated Intermediaries").

Sr No.	Designated Intermediaries
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i.	An SCSB, with whom the bank account to be blocked, is maintained
ii.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
iii.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
iv.	Registrar to an issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account

Stock exchange(s) shall validate the electronic bid details with depository’s records for DP ID/ClientID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorized our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

1. Indian nationals’ resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those

from individuals;

3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRI)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall

be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retails Individual Applicants

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2 lakhs. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed Rs. 2 lakhs.

For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2 lakhs and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant and Non-Institutional Investor cannot withdraw its Application after the Issue Closing Date and is required to pay 100% Bid Amount upon submission of Bid.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2 lakhs for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by associates/affiliates of Lead Manager

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

Option to Subscribe to the Issue

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

Application By HUF

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu

Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one (1) scheme of the mutual fund will not be treated as multiple Applications, provided, that the Applications clearly indicate the scheme concerned for which the Application has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their application in whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

Application by Indian Public including eligible NRIs applying on non-Repatriation

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors (other than minor having valid depository accounts as per demographic details provided by the depository), Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares issued to the public.

Application by Eligible NRIs/FII’s on Repatriation Basis

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme (“PIS”) is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

Application by FPIs

In terms of the FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by our Board followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' nor. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated Depository Participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

Application by SEBI registered VCFs, AIFs and FVCIs

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Application by provident funds/ pension funds

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject their application, without assigning any reason thereof.

Application by limited liability partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Application by Banking Companies

In case of Application made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company, without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Application by Insurance Companies

In case of Application made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject their application without assigning any reason thereof.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations").

1. Equity shares of a company: the lower of 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;
2. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000 million or more but less than Rs. 2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations").

Application by SCSBs

SCSBs participating in the Issue are required to comply with the terms of SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application by Systemically Important Non-Banking Financial Companies

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Application under Power of Attorney

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of Rs. 2,500 Lakhs and pension funds with a minimum corpus of Rs. 2,500 Lakhs (in each case, subject to applicable law and in accordance with their

respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject their application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

1. With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
2. With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.
3. With respect to Applications made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.
4. With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
5. Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories

Application by OCBs

In accordance with RBI regulations, OCBs cannot participate in this Issue.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

ASBA Process and Electronic Registration of Application

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

APPLICATION FORM SHALL BEAR THE STAMP OF THE SCSBS/ REGISTRAR AND SHARE TRANSFER AGENTS/ DEPOSITORY PARTICIPANTS/ STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.

Who can apply?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Terms of payment

The entire Issue price of Rs. [●]/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs. The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment Mechanism

The Applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the bid Amount (issue price) in the bank account specified in the Application Form. The SCSB shall keep the bid Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the bid Amount. However, Non-Retail Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Bid

Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bid by the ASBA Bidder, as the case may be.

PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Who can apply through UPI Mode?

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

Process

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: www.sebi.gov.in.

Blocking of Funds:

1. Investors shall create UPI ID
2. Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
3. Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
4. Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
5. Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
6. Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

Unblocking of funds:

1. After the issue close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
2. Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
3. Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the issue period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

LIST OF BANKS PROVIDING UPI FACILITY

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
2. The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
3. In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.
4. The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Issue Closing Date.
5. The Stock Exchanges will issue an electronic facility for registering Applications for the Issue. This facility will be available with the Designated Intermediary and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Designated Intermediary can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities on a regular basis. On the Issue Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:
 7. Name of the Applicant;
 8. IPO Name;
 9. Application Form number;
 10. Investor Category;
 11. PAN (of First Applicant, if more than one Applicant);
 12. DP ID of the demat account of the Applicant;
 13. Client Identification Number of the demat account of the Applicant;
 14. UPI ID (RIIs applying through UPI Mechanism)
 15. Numbers of Equity Shares Applied for;

16. Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
17. Bank account number
18. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
19. The Designated intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
20. Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
21. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
22. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
23. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such Applications are liable to be rejected.

WITHDRAWAL OF APPLICATIONS

RIIs can withdraw their applications until Issue Closing Date. In case a RII wishes to withdraw the applications during the Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. For further details please refer to the Chapter titled "**General Information**" on page 2 of this Draft Prospectus.

FILING OF THE DRAFT PROSPECTUS

For filing details, please refer to the Chapter titled "**General Information**" beginning on page 2 of this Draft Prospectus.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

ISSUANCE OF ALLOTMENT ADVICE

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants

are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.

1. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
2. Issuer will ensure that: (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.
3. The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

ISSUANCE OF CONFIRMATION ALLOCATION NOTE ("CAN")

1. A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.
2. In the event that the Issue Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Investors.
3. In the event the Issue Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

GENERAL INSTRUCTIONS

Applicants are requested to note the additional instructions provided below.

Do's:

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
2. Read all the instructions carefully and complete the Application Form;
3. Ensure that the details about the PAN, UPI ID (if applicable), DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
4. Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic for Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
5. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
6. If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
7. All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.
8. With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the

ASBA Account with respect to your application;

9. Ensure that you request for and receive a stamped acknowledgement of your application;
10. Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
11. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner.
12. Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
13. Except for Applications (i) on behalf of the central or state governments and the officials appointed by the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected.
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that thumb impressions and signatures other than in the languages specified in the eighth schedule to the Constitution of India are attested by a magistrate or a notary public or a special executive magistrate under official seal;
16. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
17. Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
18. Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
20. Since the allotment will be in dematerialised form only, Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
21. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
22. Ensure that you have correctly signed the authorization /undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
23. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than Retail Individual Investors Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
24. Retail Individual Investors Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
25. Retail Individual Investors Bidding using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name

of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

26. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
27. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
28. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
29. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
30. Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
31. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
32. Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
33. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
34. Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
35. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
36. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
37. Retail Individual Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date.
38. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;

4. Do not apply by another Application Form after submission of Application to the Designated Intermediary.
5. Do not submit the Application Forms with the Banker(s) to the Issue (assuming that such bank is not a SCSB), our Company, the LM or the Registrar to the Issue (assuming that the Registrar to the Issue is not one of the RTAs) or any non-SCSB bank;
6. Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
7. Do not submit the Application Forms to any non-SCSB bank or our Company;
8. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
10. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
11. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
12. If you are a Retail Individual Applicant, do not apply for an exceeding Rs. 200,000;
13. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
14. Do not submit the General Index Register number instead of the PAN;
15. As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the bids are available.
16. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
17. If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
18. Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
19. If you are a QIB, do not submit your application after 3.00 pm on the Issue Closing Date for QIBs;
20. If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your application after 3.00 pm on the Issue Closing Date;
21. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
22. Do not submit an application if you are not competent to contract under the Indian Contract Act, 1872, (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
23. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
24. Do not apply for shares more than specified by respective Stock Exchange for each category;
25. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Individual Investor using the UPI mechanism;
26. If you are a QIB or a Non-Institutional Applicant, do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
27. Do not apply if you are an OCB.
28. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;

29. Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
30. Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
31. Do not submit a Bid cum Application Form with third party UPI ID or using a third-party bank account (in case of Bids submitted by Retail Individual Investors using the UPI Mechanism)

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Instructions for completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of Stock Exchange.

Applicant’s Depository Account and Bank Details

Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant’s bank account details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

OTHER INSTRUCTIONS

JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

1. All applications are electronically strung on first name, address (1st line) and applicant 's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband 's name to determine if they are multiple applications.
2. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
3. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER (“PAN”)

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

GROUND FOR TECHNICAL REJECTIONS

Applicants are requested to note that Application may be rejected on the following additional technical grounds.

1. Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
2. In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;

3. Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Application Form;
5. GIR number furnished instead of PAN;
6. Applications for lower number of Equity Shares than specified for that category of investors;
7. Applications at a price other than the Fixed Price of the Issue;
8. Applications for number of Equity Shares which are not in multiples as stated in the chapter titled “Issue Structure”;
9. Category not ticked;
10. Multiple Applications as defined in the Prospectus;
11. In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
12. Applications accompanied by Stock invest/ money order/ postal order/ cash;
13. Signature of the First Applicant or sole Applicant is missing;
14. Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
15. In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
16. Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
17. Applications by OCBs;
18. Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
19. Applications not duly signed;
20. Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
21. Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
22. Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
23. Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
24. Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2 lakhs received after 3.00 pm on the Issue Closing Date;
25. Applications not containing the details of Bank Account and/or Depositories Account.
26. Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
27. Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;
28. Applications submitted on a plain paper.
29. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL AND CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

1. A tripartite agreement dated December 8, 2018 with NSDL, our Company and Registrar to the Issue;
2. A tripartite agreement dated December 4, 2018 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN No: INE586O01011

- i. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- ii. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- iii. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- iv. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- v. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- vi. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- vii. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- viii. The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Company Secretary and Compliance Officer (Shweta Rameshlal Talreja) or the Registrar to the Issue in case of any Pre-Issue or Post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

<p>DEEM ROLL-TECH LIMITED</p> <p>Survey No.110/1, P1,110/2, Ganeshpura, Ta: Kadi Mahesana Gujarat 382729 India</p> <p>Tel No: +91 9925196196</p> <p>Email: accounts@deemrolls.com</p> <p>Website: www.deemrolls.com</p>	<p>BIGSHARE SERVICES PRIVATE LIMITED</p> <p>Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai -400093</p> <p>Tel No: 022-6263 8200</p> <p>Fax No: 022-6263 8299</p> <p>E-mail Id: ipo@bigshareonline.com</p> <p>Website: www.bigshareonline.com</p> <p>Investor Grievance Id:</p> <p>investor@bigshareonline.com</p> <p>Contact Person: Mr. Babu Rapheal C.</p> <p>SEBI Registration No: INR000001385</p>
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Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Bidding Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 6 Working Days from the Bid/Issue Closing Date.

IMPERSONATION

Attention of the Applicant is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- i. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or shall be liable for action under Section 447”.

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- i. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
- ii. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).
- iii. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
- iv. Each successful applicant shall be allotted [●] equity shares; and
- v. The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- vi. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- vii. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Draft Prospectus.
- viii. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
- ix. A minimum of 50% of the net Issue of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

- x. The balance net Issue of shares to the public shall be made available for allotment to a) individual applicants other than retail individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
- xi. The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled "***Basis of Allotment***" of this Draft Prospectus.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Stock Exchange.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

AT PAR FACILITY

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that "at par" facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

GROUND FOR REFUND

Non-Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in this Draft Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank / Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within Four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in this Draft Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this Issue document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of

the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

Minimum Number of Allottees

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than fifty (50), failing which the entire application monies may be refunded forthwith.

MODE OF REFUNDS

- i. **In case of ASBA Bids:** Within Four (4) Working Days of the Bid / Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid, for any excess amount blocked on Application, for any ASBA Bids withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Issue.
- ii. In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.
- iii. **In case of Investors:** Within Four (4) Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Issue may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS

The payment of refund, if any, may be done through various modes as mentioned below:

- i. **NECS** - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder as obtained from the Depository;
- ii. **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- iii. **Direct Credit** - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- iv. **RTGS** - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and beneficiary account number provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicant's account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and
- v. Please note that refunds, on account of our Company not receiving the minimum subscription of 100% of the Issue, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to this Draft Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The issuer shall allot securities issued to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum (15% p.a.) if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 4 Working Days of the Issue Closing Date.

UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

- i. That the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
- ii. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
- iii. That funds required for making refunds / unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- iv. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- v. That no further issue of Equity Shares shall be made till the Equity Shares issued through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
- vi. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of Allotment; and
- vii. That if our Company does not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- viii. That if our Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh Draft Prospectus with Stock Exchange/ RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

Utilization of Issue Proceeds

Our Board certifies that:

- A. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act; 2013
- B. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- C. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 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 responsibility of granting approval for foreign investment under the Consolidated FDI Policy and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India (“**DPIIT**”) issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investor”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being issued and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

The 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.

The above information is given for the benefit of the Applicants. Our Company, and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

For further details, see “*Issue Procedure*” beginning on page 245 of this Draft Prospectus.

SECTION IX: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION
ARTICLES OF ASSOCIATION
OF
Deem Roll-Tech Limited

The following regulations comprised in these Articles of Association were adopted pursuant to the special resolution passed by members at the extra-ordinary general meeting held on 30th July, 2018 in substitution for and to the entire exclusion of, the earlier regulations comprised in the Articles of Association of the Company.

Table F not to apply but Company to be governed by these Articles

1. No regulations contained in Table F in the Schedule I to the Companies Act, 2013 or in the Schedule to any previous Companies Act, shall apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal of, alteration of, or addition to, its regulations by resolution, as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

Interpretation

2. In the interpretation of these Articles, unless repugnant to the subject or context:

(a) The Act or the said Act

“The Act “or “the said Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) The Articles or These Articles

“The Articles” or “These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time.

(c) Alter or Alteration

“Alter” or “Alteration” includes the making of additions, omissions and substitutions.

(d) Associate Company

“Associate Company” in relation to another Company means a Company in which that other Company has a significant influence, but which is not a subsidiary company of the Company having such influence and includes a joint venture company.

Explanation: For the purpose of this clause, “significant influence” means control of at least twenty percent of total share capital, or of business decisions under the agreement.

(e) Beneficial Owner

“Beneficial Owner” means beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(f) The Board or the Board of Directors

“The Board” or “the Board of Directors” means the Collective body of the Board of Directors of the Company.

(g) Body Corporate

Body Corporate includes a company incorporated outside India, but does not include [a] a co-operative society registered under any law relating to co-operative societies and [b] any other body corporate [not being a company as defined in the Act] which the Central Government may, by notification , specify in this behalf.

(h) The Company or this Company

“The Company” or “this Company” means Deem Roll-Tech Limited

(i) The Chairman

“The Chairman” means the Chairman of the Board of Directors for the time being of the Company.

(j) Capital

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

(k) Charge

“Charge” means an interest or lien created on the properties or assets of the Company or any of its undertaking or both as security and includes a mortgage.

(l) Chief Executive Officer

“Chief Executive Officer” means an officer of the Company, who has been designated as such by the Company.

(m) Chief Financial Officer

“Chief Financial Officer” means an officer of the Company, who has been designated as such by the Company.

(n) Company Secretary

“Company Secretary” or “Secretary” means a Company Secretary as defined in clause (c) of sub-clause (1) of Section 2 of Company Secretaries Act, 1980 who is appointed by the Company to perform the functions of Company Secretary under this Act

(o) Depository

“Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(p) Depositories Act 1996

“Depositories Act 1996” includes any statutory modification or re-enactment thereof.

(q) Debenture

“Debenture” means debenture stock, bonds or any other instrument of the Company evidencing a debt, whether constituting a charge on the assets of the Company or not.

(r) Document

“Document” means a document as defined in Section 2 (36) of the Act.

(s) Dividend

“Dividend” includes any interim dividend.

(t) Directors

“Directors” or “The Directors” means the Directors for the time being of the Company or the Directors assembled at a Board.

(u) Key Managerial Personnel

“Key Managerial Personnel” means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.

(v) Listing Agreement

“Listing Agreement” means an agreement entered with Stock Exchanges where the Company is listed.

(w) The Managing Director

“The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(x) Memorandum

“Memorandum” means the Memorandum of Association of the Company as originally framed or as altered from time to time in pursuance of this Act or any previous Company Law.

(y) Month

“Month” means the calendar month.

(z) The Office

“The Office” means the Registered Office for the time being of the Company.

(aa) Postal Ballot

“Postal Ballot” means voting by post or through any electronic mode.

(ab) Proxy

“Proxy” includes attorney duly constituted under the power of attorney to vote for a member at a general meeting of the Company on polls.

(ac) The Registrar

“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

(ad) The Rules

“The Rules” means the applicable rules for the time being in force as prescribed under the relevant sections of the Act.

(ae) The Seal

“Seal” means the Common Seal for the time being of the Company.

(af) Securities & Exchange Board of India

“Securities & Exchange Board of India” or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.

(ag) Securities

“Securities” means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulations) Act, 1956.

(ah) Share

“Share” means a share in the share capital of the Company and includes stocks

(ai) Whole-time Director

“Whole-time Director” includes a Director in the whole-time employment of the Company.

(aj) National Holiday

“National Holiday” means and includes a day declared as National Holiday by the Central Government.

(ak) Year and Financial Year

“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

(al) In Writing and Written

“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.

(am) Plural Number

Words importing the singular number also include the plural number and vice versa.

(an) Persons

“Persons” include corporations and firms as well as individuals.

(ao) Gender

Words importing the masculine gender also include the feminine gender.

Expression in the Act to bear same meaning in the Articles

Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

Marginal Notes

The marginal notes hereto shall not affect the construction of these Articles.

Copies of Memorandum and Articles to be furnished by the company

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (Seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:

(a) The Memorandum and

(b) The Articles, if any;

(c) Every other agreement and every resolution referred to in Section 117(1) of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

Capital and Shares

4. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.

5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

6. The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

Shares at the disposal of Directors

7. Subject to the provisions of Section 62 of the Act and these Articles, the shares capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up share and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in general meeting.

Further Issue of Shares

8. (1) where at any time the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be issued –

(a) to persons who at the date of the issue are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:

(i) the issue shall be made by notice specifying the number of shares issued and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the Issue within which the issue, if not accepted, shall be deemed to have been declined;

(ii) unless the articles of the Company otherwise provide, the issue aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares issued to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares issued, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company;

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by Company and subject to such conditions as may be determined by central government; or

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.

(2) The letter of offer referred to in sub-clause (i) of Clause (1) (a) above shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(3) Nothing in this Clause shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company.

(4) The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

Power to offer shares/options to acquire shares

9. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, issue existing or further shares (consequent to increase of share capital) of the Company, or options to acquire such shares (consequent to increase of share capital) of the Company, or options to acquire such shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether Whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per Section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.

(ii) In addition to the powers of the Board under Clause (i), the Board may also allot the shares referred to in Clause (i) to any trust, whose principal objects would inter alia include further transferring such shares to the Company's employees including by way of options, as referred to in Clause (i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose.

(iii) The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

(iv) The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Clause (i) and Clause (ii).

Redeemable Preference Shares

10. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

Provisions applicable in case of Redeemable Preference Shares

11. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect;

(a) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;

(b) No such shares shall be redeemed unless they are fully paid;

(c) where such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

New capital same as original capital

12. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

Restrictions on purchase by the Company or giving of loans by it for purchase of its shares

13. (1) The Company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Act or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

(2) The Company shall not give, whether directly or indirectly and whether by means of a loan 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 or in its holding company.

(3) Nothing in sub-clause (2) shall apply to –

(a) the Company in accordance with any scheme approved by the Company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up shares in the Company or its holding company, if the purchase of, or the subscription or, the shares held by trustees for the benefit of the employees or such shares held by the employee of the Company;

(b) the giving of loans by the Company to persons in the employment of the Company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the Company or its holding company to be held by them by way of beneficial ownership;

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by the central government.

Reduction of Capital

14. The Company may, subject to the provisions of the Act or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

Consolidation and Division of Capital

15. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:

(a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

(b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) Cancel shares which at the date of the 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. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

Sales of Fractional Shares

16. If and whenever as a result of issue of new shares or any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in general meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

Modification of Rights

17. Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Act, be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at-least three-fourths in nominal value of the issued shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of shares of the class.

Issue of future shares on pari passu basis

18. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

No issue with disproportionate rights

19. The Company shall not issue any shares (not being preference shares) which carry voting right 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 of company to dematerialize and rematerialize

20. (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or issue its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any.

Dematerialization of securities

(b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

Intimation to Depository

(c) Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities.

Option for Investors

(d) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

The company to recognise under Depositories Act, interest in the securities other than that of registered holder

(e) The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.

Securities in Depositories and Beneficial Owners

(f) All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners

(g) (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 purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

Depository to furnish information

(h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

Shares and Certificates

Registers and Index of Members

21 (a) The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

(b) The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country as per the provisions of the Act.

Share to be numbered progressively

22. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

Directors may allot shares fully paid up

23. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and

any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

Application of premium received on shares

24. (1) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the Company.

(2) Notwithstanding anything contained in Clause (1), the securities premium account may be applied by the Company:

(a) towards the issue of unissued shares of the Company to the members of the Company as fully paid bonus shares;

(b) in writing off the preliminary expenses of the company;

(c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company;

(d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company; or

(e) for the purchase of its own shares or other securities under Section 68 of the Act.

Acceptance of shares

25. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

Liability of Members

26. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company’s regulations require or fix for the payment thereof.

Limitation of time for issue of certificate

27.(a) The Company shall, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.

(b) Every members shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to all such holder.

Issue of new certificate in place of defaced, lost destroyed

28. (1) If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the

party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

(2) The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

Right to obtain copies of and inspect the Trust Deed

29. (i) A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.

(ii) The Trust Deed referred to in (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

Joint allottees or holders

30. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

Company not bound to recognise any interest in share other than that of registered holder

31.(i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.

(ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

Who may hold shares

32. The shares may be registered in the name of an incorporated company or other body corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership.

33. The Directors shall have the power to issue, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without equity warrants to such of the officers, employees, workers of the Company or of its subsidiary and / or associate companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.

Sweat Equity

34. Subject to the provisions of Section 54 of the Act read with the Companies (Share Capital and Debentures) Rules,2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

Declaration in respect of beneficial interest in any shares

35. (1) In pursuance of Section 89 of the Act, where the name of a person is entered in the register of members of the Company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person

shall make a declaration (within such time and in such form as may be determined by the Central Government) to the Company specifying the name and other particulars of the person who holds the beneficial interest in such shares.

(2) Every person who holds or acquires a beneficial interest in share of the Company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by the Central Government)

(3) Where any change occurs in the beneficial interest in such shares, the person referred to in Clause (1) and the beneficial owner specified in Clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by the Central Government)

(4) The Company shall be bound to follow the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.

(5) Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by the Central Government, within the time specified under Section 403 of the Act.

(6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.

(7) Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

Funds of the company not to be applied in purchase of shares of the company

36. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Act as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, 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 share in the Company in its holding company.

Issue of shares without voting rights

37. In the event if it is permitted by the Act to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by the Act.

Section 45 of the Act not to apply

38. Notwithstanding anything to the contrary contained in the Articles, Section 45 of the Act shall not apply to the Shares held with a Depository.

Trust recognized

39. (1) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

(2) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

Registration of charges

40. (a) The provisions of the Act relating to registration of charges shall be complied with.

(b) In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

(c) Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

(d) Where any charge on any property of the Company required to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

(e) Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

Underwriting and brokerage commission may be paid

41. The Company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely:

(a) The payment of such commission shall be authorized in the Articles of Association;

(b) The commission may be paid out of proceeds of the issue or the profit of the Company or both;

(c) The rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the Articles of Association, whichever is less;

(d) The Draft Prospectus of the company shall disclose:

(i) The name of the underwriters;

(ii) The rate and amount of the commission payable to the underwriter; and

(iii) The number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally.

(e) There shall not be paid commission to any underwriter on securities which are not issued to the public for subscription;

(f) A copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Draft Prospectus for registration.

Brokerage may be paid

42. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

Calls on Shares

Directors may make calls

43. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by instalments.

Calls on shares of the same class to be made on uniform basis

44. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

Notice of calls

45. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

Calls to date from resolution

46. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

Directors may extend time

47. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board may deem fairly entitled to such extension save as a matter of grace and favour.

Calls to carry interest after due date

48. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board, but nothing in this Article shall render it compulsory upon the Board to demand or recover any interest from any such member.

Proof on trial in suit for money due on shares

49. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Payment in anticipation of call may carry interest

50. (1) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

(2) The provisions of this Article shall mutatis mutandis apply to the calls on debenture of the Company.

Forfeiture, Surrender and Lien

If call or instalment not paid notice may be given

51. If any member fails to pay any call or instalment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or instalment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Form of Notice

52. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or instalment and such interest and expenses as aforesaid

is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or instalment was payable, will be liable to be forfeited.

In default to payment shares to be forfeited

53. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before all the calls or instalments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

Notice of forfeiture

54. 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, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

Forfeited shares to become property of the Company

55. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

Power to annul forfeiture

56. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.

Arrears to be paid notwithstanding forfeiture

57. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

Effect of forfeiture

58. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

Precedes how to be applied

59. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

Declaration of forfeiture

60. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director, the Manager or the Secretary of the Company and that share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.

(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share.

(d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, instalments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express

agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.

(e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the shares.

Declaration to be conclusive evidence

61. The declaration as mentioned in Article 60 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

Title of purchaser and allottee of forfeited shares

62. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, instalments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any; nor shall his title to the share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, sale, re-allotment or disposal of the share.

Partial payment no to preclude forfeiture

63. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof 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 shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

The provisions of these articles as to forfeiture to apply in case of non-payment of any sum

64. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Board may accept surrender shares

65. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

Company's lien on shares/debentures

66. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

Enforcing lien by sale

67. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfilment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

Application of proceeds of sale

68. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

Validity of sale in exercise of lien and after forfeiture

69. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members 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.

Board may issue new certificates

70. Where the shares under the powers in that behalf herein contained are sold by the Board after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

Sum payable on allotment to be deemed a call

71. For the purpose of the provisions of these Articles relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

Transfer and transmission of shares

Register of transfers

72. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

Execution of transfer

73. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

Instrument of transfer

74. Every such instrument of transfer shall be signed both by the transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

Form of transfer

75. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. The Company shall use a common form for transfer.

No transfer to a person of unsound mind etc.

76. No transfer shall be made to a minor or a person of unsound mind.

Transfer of shares

77. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.

(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

(iii) For the purpose of clause (ii) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

Directors may refuse to register transfer

78. Subject to the provisions of Section 58 and Section 59 of the Act and other applicable provisions, if any, provisions of the Articles or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to 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 giving reasons for such refusal.

Provided that the registration of a transfer shall not be refused by person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

No fees on transfer or transmission

79. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Transfer to be left at office as evidence of title given

80. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

When instruments of transfer to be retained

81. All instruments of transfers which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

Death of one or more joint holders of shares

82. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

Title to shares of deceased holder

83. Subject to Article 82, the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

Registration of persons entitled to share otherwise than by transfer

84. (1) Subject to the provisions of these Articles any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

(2) A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

Claimant to be entitled to same advantage

85. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

Transmission of share

86. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

Board may refuse transfer

87. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

Board may require evidence of transmission

88. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

Transfer by legal representative

89. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.

Certificate of transfer

90. The certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures.

The company not liable for disregard of a notice prohibiting registration of transfer

91. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission 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 said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

Nomination

92. (i) Every shareholder or debenture-holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by the Central Government under the Act.

(ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by the Central Government under the Act.

(iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by the Central Government under the Act.

(iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

Option of nominee

93. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made. If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.

(ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

Trust not recognised

94. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any shares/debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part

of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

Transfer of securities

95. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

Notice of application when be given

96. Where, in case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

Refusal to register nominee

97. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Person entitled may receive dividend without being registered as a member

98. A person entitled to a share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share.

Board may refuse transfer to more than three persons

99. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

Joint Holders

100. (a) If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all instalments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these Articles

Joint and several liabilities for all payments in respect of shares

(b)The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

Title of survivors

(c) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

Effectual receipts

(d) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

Delivery of certificate and giving of notice to first named holder

(e) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29 from the Company and document served on or sent to such person shall be deemed service on all the joint holders).

Votes of Joint Holders

(f) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

Conversion of shares into stocks

Shares may be converted into stocks

101. The Board may, pursuant to Section 61 of the Act with the sanction of a general meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

Rights of stock holders

102. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

Meetings of Members

103. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other general meetings, a general meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.

(b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.

104. (1) The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with all the documents which are required to be or attached to such annual return.

(2) The Company shall in accordance Section 137 of the Act, within 30 days from the day on which the Annual General Meeting is held file with the Registrar, a copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this Act, duly adopted at the Annual General Meeting of the company.

Distinction between Annual General Meeting and Extra-ordinary General Meeting

105. The General Meeting referred to in Article 103 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

Calling of Extra-Ordinary General Meeting

106. (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.

(2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in Clause (4).

(3) The requisition made under Clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.

(4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

(5) A meeting under Cause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.

(6) Any reasonable expenses incurred by the requisitionists in calling a meeting under Cause (4) shall be reimbursed to the requisitionists by the Company and the sums so paid shall be deducted from any fee or other remuneration payable to such of the Directors who were in default in calling the meeting.

Length of notice for calling general meeting

107. (1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by the Central Government:

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

(2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

(3) The notice of every meeting of the company shall be given to –

- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member
- (b) the auditor or auditors of the company and
- (c) every director of the company.

(4) 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.

Explanatory statement to be annexed to notice for special business

108. (1) Pursuant to Section 102 of the Act a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting namely:

- (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of-
 - (i) every director and the manager, if any;
 - (ii) every other key managerial personnel; and
 - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);

(b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

(2) For the purposes of Clause (1),

(a) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—

(i) the consideration of financial statements and the reports of the Board of Directors and Auditors;

(ii) the declaration of any dividend;

(iii) the appointment of directors in place of those retiring;

(iv) the appointment of, and the fixing of the remuneration of, the auditors and

(b) in the case of any other meeting, all business shall be deemed to be special:

Provided that 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.

(3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under Clause (1) above.

109. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

Quorum

110. (1) The quorum for a General Meeting of the Company shall be as under:

(i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or

(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or

(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.

(2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –

(a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or

(b) the meeting, if called by requisitionists under Section 100 of the Act, shall stand cancelled:

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under Clause (a), the Company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

(3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

Resolutions passed at adjourned meeting

111. Where a resolution is passed at an adjourned meeting of –

(a) a company; or

(b) the holders of any class of shares in a company; or

(c) the Board of Directors of a company,

the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

Registration of resolutions and agreements

112. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

Power of adjournment of meeting

113. (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) 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.

(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

Chairman of General Meeting

114. The Chairman of the Board shall, if willing, preside as Chairman at every general meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any general meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected Chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

Business confined to election of Chairman while chair vacant

115. No business shall be discussed at any general meeting except the election of a Chairman while the chair is vacant.

Resolution must be proposed and seconded

116. No resolution submitted to a general meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

Postal Ballot

117. (1) Notwithstanding anything contained in this Act, the Company –

(a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and

(b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by the Central Government, instead of transacting such business at a general meeting.

(2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

Declaration of Chairman to be conclusive

118. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

Circulation of members' resolution

119. (1) The Company shall, on requisition in writing of such number of members, as required in Section 100 of the Act:

(a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting and
(b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.

(2) The Company shall not be bound under this section to give notice of any resolution or to circulate any statement unless

—
(a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the Company,—

(i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;

(ii) in the case of any other requisition, not less than two weeks before the meeting; and

(b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:

Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the Company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-clause, shall be deemed to have been properly deposited for the purposes thereof.

(3) The Company shall not be bound to circulate any statement as required by clause (b) of sub-section (1), if on the application either of the Company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.

(4) An order made under sub-clause (3) may also direct that the cost incurred by the Company by virtue of this Clause shall be paid to the Company by the requisitionists, notwithstanding that they are not parties to the application.

Votes may be given by proxy or attorney

120. (1) Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under Section 113 of the Act.

(2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Vote by members

121. (1) Subject to the provisions of Section 43 and Sub-section (2) of Section 50 of the Act —

(a) every member of the Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the Company; and

(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the Company.

(2) Every member of the Company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the Company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the Company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the Company.

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that 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 Company.

Right of member to use his votes differently

122. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

Representation of body corporate

123. Pursuant to Section 113 of the Act a body corporate whether a company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

Representation of the President of India or Governors

124. (1) The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

(2) A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

Restriction on exercise of voting right by members who have not paid calls

125. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.

Restriction on exercise of voting right in other cases to be void

126. A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 125.

How member non-compos mentis may vote

127. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

Instrument of proxy

128. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an officer or attorney duly authorized by it.

Instrument of proxy to be deposited at office

129. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or 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 proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

When vote by proxy valid though authority revoked

130. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the

transfer of the share in respect of which the vote is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjournment meeting at which the proxy is used.

Form of proxy

131. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form pursuant to Section 105 (6) of the Act and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

Time for objection to vote

132. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

Chairman of any meeting to be the judge of validity of any vote

133. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Member paying money in advance not entitled to vote in respect thereof

134. A Member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable.

Directors

135.(1) until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not more than fifteen.

(2) As on the date of adoption of this Articles of Association, following are the Directors of the company:

1. Mr. Jyoti Prasad Bhattacharya
2. Mr. Ranjit Anilkumar Dey
3. Mr. Pijush Kanti Dey

Board of Directors

136. The following shall be the First Directors of the Company.

1. Mr. Jyoti Prasad Bhattacharya
2. Mrs. Rani Jha

Increase in number of Directors to require government sanction

137. The appointment of the Directors exceeding 15 (Fifteen) will be subject to the provisions of Section 149 of the Act.

Powers of Board of Directors to appoint Additional Director

138. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an Additional Director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Alternate Directors

139. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an Alternate Director for a Director during his absence for a period of not less than three months from India.

Provided that no person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.

Provided further that an Alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the Director in whose place he has been appointed returns to India.

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original director and not to the Alternate Director.

Director need not hold qualification shares

140. A Director need not hold any qualification shares.

Remuneration of Directors

141 (1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

(2) Subject to the provisions of the Act, a Director who is neither in the whole-time employment nor a Managing Director may be paid remuneration;

(i) by way of monthly, quarterly or annual payment with the approval of the Central Government or

(ii) by way of commission if the Company by a special resolution in the general meeting authorises such payments

(3) The fees payable to Director (including a Managing or Whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.

(4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

Increase in remuneration of Directors to require government sanction

142. Any provision relating to the remuneration of any Director including the Managing Director or Whole time Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the Articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, Section 197 and Section 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

Travelling expenses incurred by a Director

143. The Board may allow and pay to any Director who is not a resident of the place where the meetings of the Board or Committees thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

Directors may act notwithstanding any vacancy

144. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company but for no other purpose.

Disclosure of interest by Directors

145. (1) Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in an company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by the Central Government.

(2) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

(a) with a body corporate in which such Director or such Director in association with any other Director, holds more than two per cent shareholding of that body corporate, or is a promoter, manager, chief executive officer of that body corporate; or

(b) with a firm or other entity in which, such Director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any Director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

(3) A contract or arrangement entered into by the company without disclosure under Clause (2) above or with participation by a Director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the Company.

(4) Nothing in this Article-

(a) shall be taken to prejudice the operation of any rule of law restricting a Director of the Company from having any concern or interest in any contract or arrangement with the Company;

(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the Directors of the one company or two or more of them together holds or hold not more than two per cent, of the paid-up share capital in the other company.

Interested Director not to participate or vote on Board's proceedings

146. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

Board's sanction required for certain contracts in which particular Director is interested

147. (1) Except with the consent of the Board of Directors of the Company and of the shareholders where applicable, the Company , shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder—

(i) for the sale, purchase or supply of any goods, materials or services; or

(ii) selling or otherwise disposing of, or buying, property of any kind;

- (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
 - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company;
- (2) Nothing contained in Clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.
- (3) Notwithstanding anything contained in Clauses (1) and (2) a Related Party (Director or an employee) may, in circumstances of urgent necessity enter, without obtaining the consent of the Board or approval by special resolution in the general meeting, into any contract with the Company, but in such a case the consent of the Board or approval by special resolution in the general meeting, as the case may be, shall be obtained within 3 months of the date of which the contract was entered into or such other period as may be prescribed under Section 188 (3) of the Act.
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that Clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

Directors may contract with the company

148. Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 188 of the Act and in this respect all the provisions of Sections 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.

Disqualification of Directors

149. A person shall not be eligible for appointment as a director of the Company, if –

- (a) he is of unsound mind and stands so declared by a competent court;
- (b) he is an un-discharged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and 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:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

- (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call;

(g) he has been convicted of the offence dealing with related party transactions under Section 188 of the Act at any time during the last preceding five years; or

(h) he has not complied with Sub-section (3) of Section 152 of the Act.

(2) No person who is or has been a director of a company which –

(a) has not filed financial statements or annual returns for any continuous period of three financial years; or

(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

Directors vacating office

150. The office of a Director shall be vacated if :

(i) he is found to be of unsound mind by a Court of competent jurisdiction;

(ii) he applied to be adjudicated an insolvent;

(iii) he is adjudicated an insolvent;

(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

(v) 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 unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;

(vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(vii) he is removed in pursuance of Section 169 of Act;

(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;

(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act.

Director may become Director of companies promoted by the Company

151. Subject to provisions of Section 203 of the Act, a Director may be or become a Director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.

Retirement of Directors by rotation

152.(a) Not less than two-thirds of total number of Directors of the Company, excluding the Independent Directors if any appointed, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in Annual General Meeting.

(b) The remaining Directors of the Company shall be in accordance with the provisions of the Act and the Articles.

(c) At the Annual General Meeting in each year , one-third of the Directors for the time being as are liable to retire by rotation or if their number is not three or multiple of three , the number nearest to one-third shall retire from office.

(d) Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between the persons who became the Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

(e) Subject to the provisions of the Act, a retiring Director shall retain office until the dissolution of the Annual General Meeting at which his reappointment is decided or successor is appointed.

(f) Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.

(g) Subject to the provisions of the Act and these Articles, the Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office electing the retiring Director or some other person thereto.

Appointment of Director to be voted individually

153. (1) At an Annual General Meeting of the Company, a motion for the appointment of two or more persons as Directors of the Company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.

(2) A resolution moved in contravention of Clause (1) above shall be void, whether or not any objection was taken when it was moved.

(3) A motion for approving a person for appointment, or for nominating a person for appointment as a Director, shall be treated as a motion for his appointment.

154. (1) A person who is not a retiring Director in terms of Section 152 of the Act shall, subject to the provisions of the Act, be eligible for appointment to the office of a Director at any general meeting, if he, or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a Director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by the Central Government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a Director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.

(2) The Company shall inform its members of the candidature of a person for the office of Director under Clause (1) above in such manner as may be determined by the Central Government.

Resignation of Director

155. (1) A director may resign from his office by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar in such manner, within such time and in such form as may be determined by the Central Government and shall also place the fact of such resignation in the report of Directors laid in the immediately following general meeting by the company:

Provided that a Director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by the Central Government.

(2) The resignation of a Director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the Director in the notice, whichever is later:

Provided that the Director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

(3) Where all the Directors of the Company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or in his absence, the Central Government shall appoint the required number of Directors who shall hold office till the Directors are appointed by the Company in general meeting.

Register of Directors and Key Managerial Personnel and Notification to Registrar

156. The Company shall keep at its registered office, a Register of Directors, Managing Director, Manager and Company Secretary and Key Managerial Personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said Register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Company Secretary and Key Managerial Personnel or any of the particulars contained in the Register as required by Section 170 of the Act.

Removal of Directors

157. (1) The Company may, by ordinary resolution at the general meeting, remove a Director, not being a Director appointed by the Tribunal under Section 242 of the Act, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:

Provided that nothing contained in this Clause shall apply where the Company has availed itself of the option given to it under Section 163 of the Act to appoint not less than two thirds of the total number of Directors according to the principle of proportional representation.

(2) A special notice as provided in the Act shall be required of any resolution, to remove a Director under this Article or to appoint somebody in place of a Director so removed, at the general meeting at which he is removed.

(3) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned, and the Director, whether or not he is a member of the Company, shall be entitled to be heard on the resolution at the general meeting.

(4) Where notice has been given of a resolution to remove a director under this Article and the Director concerned makes with respect thereto representation in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so:

(a) in any notice of the resolution given to members of the Company, state the fact of the representation having been made; and

(b) send a copy of the representation to every member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representation by the Company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the Director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter and the Tribunal may order the Company's costs on the application to be paid in whole or in part by the Director notwithstanding that he is not a party to it.

(5) A vacancy created by the removal of a Director under Article may, be filled by the appointment of another Director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under Clause (2) above.

(6) A Director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(7) If the vacancy is not filled under Clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of the Act:

Provided that the Director who was removed from office shall not be re-appointed as a Director by the Board of Directors.

(8) Nothing in this Article shall be taken –

(a) as depriving a person removed under this Article of any compensation or damages payable to him in respect of the termination of his appointment as Director as per the terms of contract or terms of his appointment as Director, or of any other appointment terminating with that as Director; or

(b) as derogating from any power to remove a Director under other provisions of this Act.

Eligibility for re-election

158. A retiring Director shall be eligible for re-election.

Proceedings of the meetings of the Board

159. (1) As per the provisions of Section 173 (1) of the Act, a minimum number of four meetings of the Board of Directors of the Company shall be held every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:

Provided that the Central Government may, by notification, direct that the provisions of the above Sub-Section (1) shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.

(2) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by the Central Government, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time:

Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.

(3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every Director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting:

Provided further that in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director, if any.

Quorum

160 (1) The quorum for a meeting of the Board of Directors of the Company shall be one third of its total strength or two directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this Clause.

(2) The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company and for no other purpose.

(3) Where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of Directors who are not interested Directors and present at the meeting, being not less than two, shall be the quorum during such time.

(4) Where a meeting of the Board could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday till the next succeeding day, which is not a national holiday, at the same time and place.

Decision of questions

161. Subject to the provisions of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

Board may appoint Chairman, Co-Chairman and Vice Chairman

162. The Board may appoint a Chairman, a Co-Chairman and a Vice Chairman of their meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present

within fifteen minutes of the time appointed for holding such meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

Powers of the Board Meeting

163. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.

164. Subject to the the provisions of the Act as applicable from time to time as also the Listing Agreement executed with the Stock Exchange , the Board may from the Committees and of the Board and delegate any of its powers to the Committees of the Board consisting of such Directors as it thinks fit and it may from time to time revoke and discharge any such Committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

Meetings of the Committee

165. The meeting and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto.

Defects in appointment of Directors not to invalidate actions taken

166. No act done by a person as a Director shall be deemed to be invalid notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the Act or in the Articles of the Company:

Provided that nothing in this Article shall be deemed to give validity to any act done by the Director after his appointment has been noticed by the Company to be invalid or to have terminated.

Passing of resolution by circulation

167 (1) No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or Members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by the Central Government and has been approved by a majority of the Directors or Members, who are entitled to vote on the resolution:

Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board.

(2) A resolution passed under (1) above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

Special Notice

168. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

General powers of the Board

169. (1) The Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:

Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act, or in the Memorandum or Articles of the Company or in any regulations not inconsistent therewith and duly made there under, including regulations made by the Company in general meeting:

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in general meeting.

(2) No regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

Certain powers to be exercised by the Board only at meetings

170. The Board of Directors of the Company shall exercise the following powers on behalf of the Company by means of resolutions passed at meetings of the Board, namely:

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorize buy-back of securities under Section 68 of the Act;
- (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 statements 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 Managerial Personnel;
- (n) to appoint internal auditors and secretarial auditor;
- (o) to take note of 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 reserve of the investee company;
- (q) to invite and accept or renew public deposits and related matters;
- (r) to review or change the terms and conditions of public deposit;
- (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, the principal officer of the branch office, the powers specified in Clauses (d) to (f) on such conditions as it may specify.

Provided further that nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this Article.

Restrictions on powers of the Board

171. (1) The Board of Directors of the Company shall exercise the following powers only with the consent of the Company in general meeting by a special resolution, namely:

(a) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

(b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;

(c) to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise and with drawables by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.

(d) to remit, or give time for the repayment of, any debt due from a director.

(2) Every special resolution passed by the Company in general meeting in relation to the exercise of the powers referred to in Clause 1 above shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(3) Nothing contained in Sub-clause (a) of Clause (1) above shall affect –

(a) the title of a buyer or other person who buys or takes on lease any property investment or undertaking as is referred to in that clause, in good faith; or

(b) the sale or lease of any property of the Company where the ordinary business of the company consists of, or comprises, such selling or leasing.

(4) Any special resolution passed by the Company consenting to the transaction as is referred to in Sub-clause (a) of Clause (1) above may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this Clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in the Act.

(5) No debt incurred by the Company in excess of the limit imposed by Sub-clause (d) of Clause (1) above shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.

Power to Borrow

172. Subject to the provisions of the Act and the Rules, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, where the moneys to be borrowed together with moneys already borrowed exceed the aggregate of paid up capital and free reserves as defined under the Act, no borrowings shall be made exceeding the amount consented to by the Members by way of resolution prescribed under the Act passed by the Members.

The payment or repayment of moneys borrowed

173. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debenture stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Bonds, Debentures etc. to be subject to control of Directors

174. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

Conditions on which money may be borrowed

175. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.

Terms of issue of debentures

176. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a special resolution.

Debentures with voting rights not to be issued

177. (1) The Company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:

Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.

(2) The Company shall not issue any debentures carrying any voting rights.

(3) The secured debentures may be issued by the Company subject to such terms and conditions as may be determined by the Central Government.

(4) Where debentures are issued by the Company under this Article, the Company shall create a debenture redemption reserve account out of the profits of the Company available for payment of dividend and the amount credited to such account shall not be utilized by the Company except for the redemption of debentures.

(5) The Company shall issue a draft prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the Company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by the Central Government.

(6) A debenture trustee shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be determined by the Central Government.

(7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:

Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three-fourths in value of the total debentures at a meeting held for the purpose.

(8) The Company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.

(9) Where at any time the debenture trustee comes to a conclusion that the assets of the Company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file

a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.

(10) Where the Company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.

(11) If any default is made in complying with the order of the Tribunal under this Article, every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.

(12) A contract with the Company to take up and pay for any debentures of the Company may be enforced by a decree for specific performance.

(13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.

Execution of indemnity

178. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

Certain powers of the Board

179. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:

(1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.

(2) Subject to Sections 179 and Section 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.

(3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.

(4) To secure the fulfilment of any contracts, agreements or engagements entered into by the Company by mortgage of charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.

(5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.

(6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.

- (7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.
- (9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.
- (10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- (11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- (13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- (14) Subject to the provisions of Sections 179, 180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- (15) 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 it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- (16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.
- (17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.
- (18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- (19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding Clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act to invest the several sums so set aside or

so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

(20) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereout under the provisions of the Act and of the provision contained in these presents.

(21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.

(22) To redeem redeemable preference shares.

(23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

(24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it 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.

Appointment of Independent Director

180.(1) Pursuant to Section 149 of the Act and Rules as may be applicable and subject to the provisions of Schedule IV as also as per the provisions of the Listing Agreement, the Company shall appoint such number of Independent Directors from time to time as may be determined under the applicable rules.

(2) Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence.

(3) Notwithstanding anything contained in any other provisions of the Act, but subject to the provisions of Sections 197 and Section 198 of the Act, an Independent Director shall not be entitled to any stock option and may receive remuneration by way of fee provided under Sub-section (5) of Section 197 of the Act, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

(4) Subject to the provisions of Section 152 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

(5) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director:

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(6) Notwithstanding anything contained in this Act –

(i) an Independent Director;

(ii) a Non-Executive Director not being promoter or Key Managerial Personnel, shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

(7) The provisions of Sub-sections (6) and (7) of Section 152 of the Act in respect of retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

Key Managerial Personnel

Appointment of Key Managerial Personnel

181. (1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

(2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:

Provided that nothing contained herein shall disentitle a key managerial personnel from being a Director of any company with the permission of the Board.

Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel:

Provided also that the Company may appoint or employ a person as its Managing Director, if he is the Managing Director or Manager of one and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the Directors present at the meeting and of which meeting and of the resolution to be moved thereat, specific notice has been given to all the Directors then in India.

(3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

Remuneration of Key Managerial Personnel

182. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and Section 197 of the Act.

Directors may confer powers on Managing Director

183. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon the Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

Managing Director or Whole-time Director not liable to retire by rotation

184. Special to any contract between him and the Company, a Managing or Whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director or Wholetime Director if he ceases to hold the office of Director from any cause.

Categories of managerial personnel not to be appointed at the same time

185. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:

- a) Managing Director and
- b) Manager

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

The Secretary

186. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any functions which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

The seal, its custody and use

187. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

Minutes

188. (1) The Company shall cause minutes of all proceedings of every general meeting and all proceedings of every meeting of its Board of Directors and of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

(2) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed;

(a) in the case of minutes of proceedings of a meeting of the Board or of a Committee hereof, by the Chairman of the meeting or Chairman of the next succeeding meeting.

(b) in the case of minutes of proceedings of a general meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.

189. The minutes of proceedings of every general meeting and of the proceedings of every meeting of the Board or of every Committee of the Board shall be kept in accordance with the provisions of Article 188 above, shall be evidence of the proceedings recorded therein.

190. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of Article 188 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or Key Managerial Personnel made at the meeting shall be deemed to be valid.

191. (1) The books containing the minutes of the proceedings of any general meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2.00 p.m. and 5.00 p.m. during business hours on each working day except Saturday.

(2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Rs.10/- (Rupees Ten only for every page thereof required to be copied.

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.

(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(6) In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain -

(a) the names of the Directors present at the meeting; and

(b) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from, or not concurring with the resolution.

(7) (a) Nothing contained in Clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting –

(a) is or could reasonably be regarded as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the company.

(b) The Chairman shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this Cause.

Presumptions to be drawn where minutes duly drawn and signed

192. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the Act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors of Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

Dividends

193. (1) No dividend shall be declared or paid by the Company for any financial year except:

(a) out of the profits of the Company for that year arrived at after providing for depreciation or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or

(b) out of money provided by the Central Government or a State Government for the payment of dividend by the Company in pursuance of a guarantee given by that Government:

Provided that the Company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the Company:

Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by the Central Government in this behalf:

Provided also that no dividend shall be declared or paid by the Company from its reserves other than free reserves.

(2) Before declaration of the dividend the depreciation shall be provided in accordance with the provisions of Schedule II of the Act.

(3) The Board of Directors of the Company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:

Provided that in case the Company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the Company during the immediately preceding three financial years.

(4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

(5) No dividend shall be paid by the Company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

(6) Nothing herein shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the Company:

(7) Any dividend payable in cash may be paid by cheque or warrantor in any electronic mode to the shareholder entitled to the payment of the dividend.

(8) The Company if fails to comply with the provisions of Sections 73 and Section 74 of the Act shall not, so long as such failure continues, declare any dividend on its equity shares.

Dividend to joint holders

194. Any one of several persons who are registered as joint holders of any shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such shares.

195. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

Apportionment of Dividends

196. All dividends shall be apportioned and paid proportionate to the amounts paid or credited as paid on the shares, during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Declaration of Dividends

197. The Company in annual general meeting may, subject to the provisions of Section 123 of the Act, declared a dividend to be paid to the members according to their right and interests in the profits.

Restriction on amount of Dividend

198. No larger dividend shall be declared in General Meeting than is recommended by the Board, but the General Meeting may declare a smaller dividend.

Dividend out of profits only and not to carry interest

199. (1) No dividend shall be payable except out of the profits of the Company arrived at as per the provisions of Section 123 of the Act.

(2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

Interim Dividend

200. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.

Debts may be deducted

201. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

Dividend and Call together

202. Any General Meeting declaring an dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

Effect of transfer

203. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

Retention in certain cases

204. The Board may retain the dividends payable upon share in respect of which any person is under the Transmission Clause hereinabove, entitled to become a member, until such person shall become a member in respect of such shares.

No member to receive dividend whilst indebted to the Company and Company's right to reimbursement there from

205. No member shall be entitled to receive payment of dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the dividend payable to any shareholder all sums or money so due from him to the Company.

Payment by post

206. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means.

Dividend to be paid within thirty days

207. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within 30 (Thirty) days from the date of the declaration of the dividend unless:

- (a) the dividend could not be paid by reason of the operation of any law or
- (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions cannot be complied with or
- (c) there is dispute, regarding the right to receive the dividend or
- (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
- (e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

Unpaid or unclaimed dividend

208.(1) Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.

(2) The Company shall, within a period of ninety days of making any transfer of an amount herein to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by Central Government.

(3) If any default is made in transferring the total amount referred to in (1) above or any part thereof to the Unpaid Dividend Account of the Company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the members of the Company in proportion to the amount remaining unpaid to them.

(4) Any person claiming to be entitled to any money transferred to the Unpaid Dividend Account of the Company may apply to the Company for payment of the money claimed.

(5) Any money transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of Section 125 of the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the Company as evidence of such transfer.

(6) All shares in respect of which unpaid or unclaimed dividend has been transferred under (5) above shall also be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by The Central Government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:

Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by the Central Government.

Capitalization of reserves

209. (a) Any General Meeting of the Company may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in Clause (b) hereof on behalf of such shareholders in full or towards:

(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or

(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or

(3) Paying up partly in the way specified in Sub-clause (1) and partly in that specified in Sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(b) (1) any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and

(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.

(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or of invalidity in the proceedings with reference to the sale.

(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

Fractional Certificates

210. (1) whenever such a resolution as aforesaid shall have been passed, the Board shall;

(a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares and

(b) Generally do all acts and things required to give effect thereto.

(2) The Board shall have full power:

(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also

(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.

Dividend in cash

211. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by Members of the Company.

212. The Board shall give effect to the resolution passed by the Company in general meeting in pursuance of all the above Articles.

Books of Accounts to be kept

213. The Company shall cause to be kept proper books of account with respect to:

(i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;

(ii) all sales and purchases of goods and services by the company;

(iii) the assets and liabilities of the company; and

(iv) the items of cost as may be determined by the Central Government under Section 148 of the Act in the case of a company which belongs to any class of companies specified under that Section.

Books of accounts to be kept and inspection

214. (1) The Company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

(2) All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the Company shall, within seven days thereof, file with

the Registrar a notice in writing giving the full address of that other place. The Company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by the Central Government.

(3) Where the Company has a branch office in India or outside India, it shall be deemed to have complied with the provisions contained in (1) above, if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the Company at its registered office or the other place referred to in (1) above.

(4) The books of account of the Company relating to a period of not less than eight financial years immediately preceding a financial year, together with the vouchers relevant to any entry in such books of account shall be kept in good order.

(5) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

Inspection of books of accounts etc.

215. The Board of Directors shall, from time to time, determine at what times and places and under what conditions or regulations, the accounts and books and the documents of the Company or any of them shall be open to the inspection by the Director of the Company.

Transfer books and register of members when closed

216.(a) The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.

(b) If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting.

(c) The minimum time gap between the two book closures and/or record dates would be at least 30 (thirty) days.

Financial statements to be laid in General Meeting

217. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, the Financial Statements i.e. Balance Sheets, Profits & Loss Accounts and Reports as are required by these Sections.

Financial Statement

218. (a) Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.

(b) If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be appropriately stated in the Financial Statement.

Authentication of Financial Statements

219. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the Act. The Financial Statements shall be approved by the Board of Directors before they are submitted to the Auditors for their report thereon. The Profit and Loss Account, Schedules and Notes shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

Board's Report to be attached to Financial Statements

220. (1) Every Financial Statements laid before the Company in Annual General Meeting shall have attached to it, a Report by the Board of Directors with respect to the state of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder.

(2) 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 the business of the Company or of any of its subsidiaries deal with any changes

which have occurred during the financial year in the nature of the Company or of the Company's business or of the Company's subsidiaries or in the nature of the business in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report.

(3) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company as per Section 134 (1) of the Act.

Financial Statements adopted by members shall be conclusive

221. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.

Right of member to copies of Audited Financial Statement

222. (1) Without prejudice to the provisions of Section 101 of the Act, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before the Company in its Annual General Meeting, shall be sent to every member of the Company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.

(2) The provisions of the above Clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the Company may deem fit, is sent to every member of the Company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.

(3) The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by the Central Government and the company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the Company.

Provided also that every subsidiary or subsidiaries shall –

(a) place separate audited accounts in respect of each of its subsidiary on its website, if any;

(b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.

(4) The company shall allow every member or trustee of the holder of any debentures issued by the Company to inspect the documents stated under (1) above at its registered office during business hours.

A copy of the financial statement etc. to be filed with Registrar of Companies

223. After the Financial Statements have been laid before the Company at the Annual General Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there to shall be filed with the Registrar of Companies so far as the same be applicable to the Company.

Accounts to be audited

224. Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.

Appointment of Auditors

225. (a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(b) The appointment of Auditors shall be governed by provisions of Companies Act 2013 and Rules made there under.

(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

(d) The Board may fill any casual vacancy in the office of the Auditor and where any such vacancy continues, the remaining Auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

Documents and Notice

Service of documents on members by the Company

226. A document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as per the provisions of the Act.

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company.

Service of documents on the Company

227. A document may be served on the Company or an officer thereof by sending it to the Company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined as per the provisions of the Act and the Rules made thereunder.

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic or other mode in accordance with the provisions of the Act and the Rules made thereunder.

Authentication of documents and proceedings

228. Save as otherwise expressly provided in the Act, the Rules made thereunder and these Articles, a document or proceeding requiring authentication by the Company or contracts made by or on behalf of the Company, may be signed by any key managerial personnel or an officer of the Company duly authorized by the Board in this behalf.

Registers and documents

Registers and documents to be maintained by the company

229. The Company shall keep and maintain registers, books and documents required by the Act and the Rules made thereunder and these Articles, including the following:

(a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.

(b) Register of mortgages and charges as required by Section 85 of the Act.

(c) Register and index of Member and debenture holders as required by Section 88 of the Act.

(d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.

(e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.

(f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.

(g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

Maintenance and inspection of documents in electronic form

230. Without prejudice to any other provisions of the Act, any document, record, register, minutes, etc.:

(a) required to be kept by the Company; or

(b) allowed to be inspected or copies to be given to any person by the Company under the Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by provisions of the Act and the rules made thereunder.

Indemnity

231. Every officer of the company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Winding up

232. Subject to the provisions of Chapter XX of the Act and rules made there under:

(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Secrecy Clause

233. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

234. Every Director, Manager, Auditor, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these presents contained.

Knowledge Implied

235. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

SECTION X - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be filed with the Registrar of Companies for registration. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Survey No. 110/1, P-1, 110/2, Ganeshpura, Ta: Kadi Mahesana 382729 Gujarat India, between 10.00 a.m. and 5.00 p.m. (IST) on all Working Days from the date of this Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material contracts for the Issue

- i. Issue Agreement dated July 24, 2023 between our Company and the Lead Manager.
- ii. Registrar Agreement dated August 1, 2023 between our Company and Registrar to the Issue.
- iii. Underwriting Agreement dated [●] amongst our Company, the Underwriter and the Lead Manager.
- iv. Market Making Agreement dated [●] amongst our Company, Market Maker and the Lead Manager.
- v. Bankers to the Issue Agreement dated [●] amongst our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
- vi. Tripartite agreement dated December 4, 2018 amongst our Company, Central Depository Services (India) Limited and Registrar to the Issue.
- vii. Tripartite agreement dated December 8, 2018 amongst our Company, National Securities Depository Limited and Registrar to the Issue.

B. Material documents for the Issue

- viii. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
- ix. Resolutions of the Board of Directors dated March 21, 2023 read with August 28, 2023 in relation to the Issue and other related matters.
- x. Shareholders' resolution dated April 17, 2023 in relation to the Issue and other related matters.
- xi. Consents of our Promoter, Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Statutory Auditor, Lead Manager, Legal Advisor to the Issue, the Registrar to the Issue, Underwriter to the Issue, Bankers to our Company, Market Maker and Banker to the Issue to include their names in this Draft Prospectus and to act in their respective capacities.
- xii. Peer Review Auditors Report dated August 28, 2023 on Restated Financial Statements of our Company for the nine months period ended on December 31st, 2022 and for the financial year ended on March 31, 2022, March 31, 2021 and March 31, 2020.
- xiii. The Report dated August 28, 2023 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Prospectus.
- xiv. Detailed Project Report dated August 16, 2023 and Capacity Utilisation certificate dated July 1, 2023 by S.K. Patel, Chartered Engineer.
- xv. Copy of approval from NSE vide letter dated [●] to use the name of NSE in this Draft Prospectus/ the Prospectus for listing of Equity Shares on EMERGE Platform of NSE Limited.
- xvi. Due diligence certificate shall be submitted to SEBI by Lead Manager to the Issue.
- xvii. Copies of the annual report of our Company for the financial year ended as on March 31, 2023, March 31, 2022 and March 31, 2021.

xviii. Board Resolution dated September 11, 2023 & [●], 2023 for approval of this Draft Prospectus and Prospectus respectively.

Any of the contracts or documents mentioned in this Draft 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 Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

NAME OF DIRECTOR AND DIN	DESIGNATION	SIGNATURE
Jaydev Ramesh Betai DIN:08218474	Chairman and Non-Executive Director	Sd/-
Jyoti Prasad Bhattacharya DIN: 00340485	Managing Director & CEO	Sd/-
Dev Jyotiprasad Bhattacharya DIN: 09842191	Whole-Time Director	Sd/-
Ranajit Anilkumar Dey DIN: 06462998	Non – Executive Director	Sd/-
Pijush Kanti Dey DIN:06564208	Non-Executive Director	Sd/-
Geeta Manojeeet Chowdhury DIN: 07611440	Non-Executive Independent Director	Sd/-
Nihar Kanti Bandhopadhyay DIN: 08204772	Non-Executive Independent Director	Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Janak Navinchandra Gajjar PAN: AJQPG6593H	Sd/-
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Date: September 11, 2023

Place: Ahmedabad Gujarat