(Please scan this QR Code to view the Prospectus)

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

**AMIC FORGING LIMITED**
Corporate Identification Number: U27100WB2007PLC116674

| Registered Office | Contact Person | Email and Telephone | Website |
|---|---|---|---|
| 3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India | Ms. Neha Fatehpuria<br>**Company Secretary and Compliance Officer** | **Email Id:** amic@amicforgings.com<br>**Tel No:** 033 - 40668190 | www.amicforgings.com |

**PROMOTERS OF THE COMPANY: MR. GIRDHARI LAL CHAMARIA, MR. ANSHUL CHAMARIA, MS. MANJU CHAMARIA AND MS. RASHMI CHAMARIA**

**DETAILS OF THE ISSUE**

| Type | Fresh Issue Size (In ₹ Lakhs) | OFS Size (In ₹ Lakhs) | Total Issue Size | Eligibility |
|---|---|---|---|---|
| **Fresh Issue** | **27,62,000 Equity Shares amounting to ₹ 3,480.12 Lakh** | **Nil** | **₹ 3,480.12 Lakh** | **THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED**. |

**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 the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10.00 each. The Issue Price is **12.6** times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager) as stated in "***Basis for Issue Price***" on page 89 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 28 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received 'in-principle' approvals from BSE Limited for the listing of the Equity Shares pursuant to letters dated November 17, 2023. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

| Name and Logo | Contact Person | Email & Telephone |
|---|---|---|
| **GRETEX CORPORATE SERVICES LIMITED** | Ms. Dimple Magharam Slun | **Email:** info@gretexgroup.com<br>**Tel No.:** +91 96532 49863 |

**REGISTRAR TO THE ISSUE**

| Name and Logo | Contact Person | Email & Telephone |
|---|---|---|
| **BIGSHARE SERVICES PRIVATE LIMITED** | Mr. Vinayak Morbale | **Email:** ipo@bigshareonline.com<br>**Tel:** +91 22 6263 8200 |

**ISSUE PROGRAMME**

| ANCHOR PORTION ISSUE OPENED/CLOSED ON: | ISSUE OPENED ON: | ISSUE CLOSED ON: |
|---|---|---|
| **TUESDAY, NOVEMBER 28, 2023** | **WEDNESDAY, NOVEMBER 29, 2023** | **FRIDAY, DECEMBER 01, 2023** |

*The Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR regulations. The Anchor Investor Bid/Issue Period was opened one Working Day prior to the Bid/Issue Opening Date.*

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

(Please scan this QR Code to view the Prospectus)

**AMIC FORGING LIMITED**
Corporate Identification Number: U27100WB2007PLC116674

Our Company was originally incorporated on June 19, 2007 as a private limited company in the name of "Kali Mata Forging Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Further, we changed our name from "Kali Mata Forging Private Limited" to "Amic Forging Private Limited" through a special resolution passed by our shareholders in an Extra Ordinary General Meeting held on January 02, 2017. The registrar of companies, Kolkata, issued a fresh certificate of incorporation dated January 09, 2017. Subsequently, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on January 04, 2023 our Company was converted from a private limited company to public limited company and the name of our Company was changed to "Amic Forging Limited" and a fresh certificate of incorporation consequent to conversion was issued on August 09, 2023 by the Registrar of Companies, Kolkata bearing Corporate Identification Number U27100WB2007PLC116674. For further Details of Incorporation and Change in Registered Office of our Company, please refer to section titled ***'Our History and Certain Other Corporate Matters'*** beginning on page 134 of this Prospectus.

**Registered Office:** 3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India
**Contact Person:** Ms. Neha Fatehpuria, **Company Secretary and Compliance Officer**
**Tel:** 033 – 40668190; **E-mail:** amic@amicforgings.com; **Website:** www.amicforgings.com
**Our Promoters:** MR. GIRDHARI LAL CHAMARIA, MR. ANSHUL CHAMARIA, MS. MANJU CHAMARIA AND MS. RASHMI CHAMARIA

## DETAILS OF THE ISSUE

PUBLIC ISSUE OF **27,62,000** EQUITY SHARES* OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF **AMIC FORGING LIMITED** (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF **₹126.00** PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ **116.00** PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ **3,480.12** LAKHS ("THE ISSUE") OF WHICH **1,39,000** EQUITY SHARES* AGGREGATING TO ₹ **175.14** LAKHS WAS RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF **26,23,000** EQUITY SHARES* AGGREGATING TO ₹ **3,304.98** LAKHS **(THE "NET ISSUE")**. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE **26.33 %** AND **25.01 %** RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.
**Subject to finalisation of the Basis of Allotment.*

THE FACE VALUE OF EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS 12.6 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. BID CAN BE MADE FOR MINIMUM OF 1,000 EQUITY SHARES AND THE MULTIPLES OF 1,000 EQUITY SHARES THEREAFTER.

The Issue was made through the Book Building process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein **(**not more than 50 % of the Net Issue) was allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company, in consultation with the Book Running Lead Manager, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares was added to the Net QIB Portion. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion was available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, **(**not less than 15% of the Net Issue) was available for allocation on a proportionate basis to Non-Institutional Bidders and **(**not less than 35% of the Net Issue) was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see ***"Issue Procedure"*** beginning on page 217 of this Prospectus.

## ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled ***"Issue Procedure"*** beginning on page 217 of this Prospectus.

## RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10.00 The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under ***"Basis for Issue Price"*** on page 89 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 28 of this Prospectus.

## ISSUER'S ABSOLUTE RESPONSIBILITY

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

## LISTING

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received 'in-principle' approvals from BSE Limited for the listing of the Equity Shares pursuant to letters dated November 17, 2023. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited.

| BOOK RUNNING LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|---|
| **GRETEX CORPORATE SERVICES LIMITED**<br>A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India.<br>**Tel No.:** +91 96532 49863<br>**Email:** info@gretexgroup.com<br>**Website:** www.gretexcorporate.com<br>**Contact Person:** Ms. Dimple Magharam Slun<br>**SEBI Registration No**: INM000012177<br>**CIN:** L74999MH2008PLC288128 | **BIGSHARE SERVICES PRIVATE LIMITED**<br>S6-2, 6th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India<br>**Tel No.:** +91 – 22 – 6263 8200; **Fax No.:** +91 – 22 – 6263 8299<br>**E-mail**: ipo@bigshareonline.com<br>**Investor Grievance E-mail:** investor@bigshareonline.com<br>**Website**: www.bigshareonline.com<br>**Contact Person**: Mr. Vinayak Morbale<br>**SEBI Registration No.:** INR000001385<br>**CIN:** U99999MH1994PTC076534 |

## ISSUE PROGRAMME

| ANCHOR PORTION ISSUE OPENED/CLOSED ON: | ISSUE OPENED ON: | ISSUE CLOSED ON: |
|---|---|---|
| **TUESDAY, NOVEMBER 28, 2023** | **WEDNESDAY, NOVEMBER 29, 2023** | **FRIDAY, DECEMBER 01, 2023** |

*The Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Issue Period was opened one Working Day prior to the Bid / Issue Opening Date.*

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## SECTION I: GENERAL

## DEFINITIONS AND ABBREVIATIONS

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

*The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Listing Regulations, the Depositories Act or the Rules and Regulations made thereunder.*

*Notwithstanding the foregoing, terms used in of the sections "**Statement of Possible Tax Benefits**", "**Restated Consolidated Financial Statements**", "**Main Provisions of Articles of Association**", "**Basis for Issue Price**", "**Our History and Certain Corporate Matters**", "**Other Regulatory and Statutory Disclosures**" and "**Outstanding Litigations and Material Developments**" on pages 95, 169, 248, 89, 134, 195 and 187 respectively, shall have the meaning ascribed to such terms in the relevant section.*

### GENERAL TERMS

| Term | Description |
|---|---|
| "Amic Forging Limited", "AMIC", "AFL" "We" or "us" or "Our Company" or "the Issuer" | Unless the context otherwise indicates or implies, refers to Amic Forging Limited, a Public Limited Company incorporated as a Private Limited company under the Companies Act, 1956 and having its Registered Office at 3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India. |
| Promoter(s) / Core Promoter | The promoters of our Company being Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria, Ms. Manju Chamaria and Ms. Rashmi Chamaria for further details, please refer to chapter titled "***Our Promoters and Promoter Group***" on page 158 of this Prospectus. |
| Promoter Group | Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled "***Our Promoters and Promoter Group***" on page 158 of this Prospectus. |

### COMPANY RELATED TERMS

| Term | Description |
|---|---|
| AOA / Articles / Articles of Association | Unless the context otherwise requires, refers to the Articles of Association of Amic Forging Limited, as amended from time to time. |
| Audit Committee | Audit Committee of our Company constituted in accordance Section 177 of the Companies Act, 2013 and as described in the chapter titled "***Our Management***" beginning on page 138 of this Prospectus. |
| Auditor of our Company / Statutory Auditor | The Statutory Auditors of our Company, being M/s. AAA & Associates Chartered Accountants holding a valid peer review certificate as mentioned in the section titled "***General Information***" beginning on page 53 of this Prospectus. |
| Banker to our Company | Kotak Mahindra Bank Limited as disclosed in the section titled **"*General Information*"** beginning on page 53 of this Prospectus. |
| Board / Board of Directors / Our Board | The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our directors, please refer to chapter titled "***Our Management***" beginning on page 138 of this Prospectus. |
| CIN / Corporate Identification Number | U27100WB2007PLC116674 |
| Chief Financial Officer / CFO | The Chief Financial Officer of our Company as mentioned in the chapter titled "***General Information***" beginning on page 53 of this Prospectus. |
| Company Secretary & Compliance Officer | The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled "***General Information***" beginning on page 53 of this Prospectus. |
| Director(s) / our Directors | Director(s) of our company unless otherwise specified |
| Depositories Act | The Depositories Act, 1996, as amended from time to time |
| Depositories | National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |

| Term | Description |
|---|---|
| Equity Shares / Shares | The equity shares of our Company of face value of ₹10.00 each unless otherwise specified in the context thereof. |
| Equity Shareholders / Shareholders | Persons / Entities holding Equity Shares of the Company |
| Executive Director | An Executive Director of our Company, as appointed from time to time |
| Financial Statements as Restated or Restated Consolidated Financial Statements | The financial information of the Company which comprises of the Consolidated Restated Statement of Assets and Liabilities for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021, the Consolidated Restated Statement of Profit and Loss and the Consolidated Restated Cash Flow Statement for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021, and the related notes, schedules and annexures thereto included in this Prospectus, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations. |
| Fugitive economic offender | Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) |
| GIR Number | General Index Registry Number |
| Group Companies / Entities | Such companies / entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies / entities, please refer **"*Our Group Companies*"** on page 165 of this Prospectus. |
| HNI | High Net worth Individual |
| HUF | Hindu Undivided Family |
| IBC | The Insolvency and Bankruptcy Code, 2016 |
| Indian GAAP | Generally Accepted Accounting Principles in India. |
| Independent Directors | Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled ***"Our Management"*** beginning on page 138 of this Prospectus. |
| ISIN | International Securities Identification Number, being INE0P9J01013 |
| IT Act | The Income Tax Act, 1961 as amended till date. |
| JV/ Joint Venture | A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities. |
| Key Management Personnel / KMP | Key Managerial Personnel of our Company in terms of the Companies Act, 2013 and Regulation 2(1) (bb) of the SEBI (ICDR) Regulations 2018 and Section 2(51) of the Companies Act, 2013. For details, see section entitled "***Our Management***" beginning on page 138 of this Prospectus. |
| LLP | Limited Liability Partnership incorporated under Limited Liability Partnership Act, 2008. |
| MD or Managing Director | The Managing Director of our Company is Mr. Girdhari Lal Chamaria |
| Materiality Policy | The policy on identification of Group Companies, Material Creditors and Material Litigation, adopted by our Board on August 10, 2023 in accordance with the requirements of the SEBI (ICDR) Regulations. |
| MoA / Memorandum of Association | The Memorandum of Association of our Company, as amended from time to time |
| Non-Executive Director | The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see section titled ***"Our Management"*** on page 138 of this Prospectus. |
| NRIs/ Non-Resident Indians | A person resident outside India, as defined under Foreign Exchange Management Act 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. |
| Nomination & Remuneration Committee | The Nomination and Remuneration Committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013, as disclosed in the chapter titled "***Our Management***" beginning on page 138 of this Prospectus. |
| Registered Office | The Registered Office of our Company situated at 3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India |
| RoC / Registrar of Companies | Registrar of Companies, Kolkata situated at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata - 700020, West Bengal, India. |

| Term | Description |
|---|---|
| Stakeholders' Relationship Committee | The Stakeholder's Relationship Committee of our Company constituted in accordance with Section 178 of Companies Act, 2013 and as described under the chapter titled "***Our Management***" beginning on page 138 of this Prospectus. |
| Stock Exchange | Unless the context requires otherwise, refers to, the SME Platform of BSE Limited |
| You or Your or Yours | Prospective Investors in this Issue. |

**ISSUE RELATED TERMS**

| Term | Description |
|---|---|
| Abridged Prospectus | Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form. |
| Allocation / Allocation of Equity Shares | Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue. |
| Allot / Allotment / Allotted | Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants. |
| Allottee(s) | A successful Applicant(s) to whom the Equity Shares are being / have been allotted |
| Anchor Investor(s) | A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200.00 Lakhs. |
| Anchor Investor Allocation Price | The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which was decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period. |
| Anchor Investor Application Form | The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus. |
| Anchor Investor Bid/ Issue Period | One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors was submitted and allocation to the Anchor Investors was completed. |
| Anchor Investor Issue Price | The price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price was decided by our Company, in consultation with the Book Running Lead Manager. |
| Anchor Investor Portion | Up to 60% of the QIB Portion which has been allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. |
| Applicant / Investor | Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form. |
| Application | An indication to make an application during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations. |
| Application Form | The Form in terms of which the applicant shall apply for the Equity Shares of the Company. |
| Application Supported by Blocked Amount / ASBA | An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism. |
| ASBA Account | A bank account maintained with an SCSB and specified in the Application Form submitted by the Applicants or the account of the RII Applicants blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism, to the extent of the Application Amount specified by the Applicant. |
| ASBA Applicant(s) | Any prospective investors in the Issue who intend to submit the Application through the ASBA process |
| ASBA Application / Application | An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus. |
| Bankers to the Company | Such banks which are disclosed as Bankers to our Company in the chapter titled titled "***General Information***" on page no. 53 of this Prospectus. |

| Term | Description |
|---|---|
| Bankers to the Issue / Refund Banker | The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being ICICI Bank Limited. |
| Bankers to the Issue Agreement | Bank which is a clearing member and registered with SEBI as Banker to the Issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Limited executed on November 21, 2023. |
| Basis of Allotment | The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in **"*Issue Procedure*"** on page 217 of this Prospectus. |
| Bid | An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term ***"Bidding"*** shall be construed accordingly. |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue. |
| Bid/ Issue Closing Date | Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which was notified in all English Editions of Financial Express, an English National Newspaper, all Hindi Editions of Jansatta, a Hindi National Newspaper and Kolkata Edition of Arthik Lipi, (Bengali being the Regional Language of Kolkata where our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Opening Date | Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all English Editions of Financial Express, an English National Newspaper, all Hindi Editions of Jansatta, a Hindi National Newspaper and Kolkata Edition of Arthik Lipi, (Bengali being the Regional Language of Kolkata where our Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period | Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period was kept open for a minimum of three Working Days for all categories of Bidders. |
| Bidder/ Applicant | Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor. |
| Bidding | The process of making a Bid. |
| Book Building Process/ Book Building Method | Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made |
| BRLM / Book Running Lead Manager | Book Running Lead Manager to the Issue in this case being Gretex Corporate Services Limited, SEBI Registered Category I Merchant Banker. |
| Bidding/ Collection Centers | Centers at which the Designated intermediaries accepted the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs. |
| Broker Centers | Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of the BSE Limited on the following link- www.bseindia.com |
| BSE SME | SME Platform of BSE Limited |
| Business Day | Monday to Friday (except public holidays) |
| CAN / Confirmation of Allocation Note | Confirmation of Allocation Note / the note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange. |

| Term | Description |
|---|---|
| Cap Price | The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted. |
| Circular's on Streamlining of Public Issues | Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 amended by circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and any subsequent circulars issued by SEBI in this regard. |
| Client ID | Client identification number of the Applicant's beneficiary account |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. |
| Collecting Registrar and Share Transfer Agent | Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI. |
| Controlling Branches / Controlling Branches of the SCSBs. | Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |
| Cut Off Price | The Issue Price, which is price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details and UPI ID wherever applicable. |
| Depository / Depositories | A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996 |
| Depository Participant / DP | A depository participant as defined under the Depositories Act |
| Designated CDP Locations | Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com) |
| Designated Date | The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue. |
| Designated Intermediaries / Collecting Agent | In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<br><br>In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.<br><br>In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. |
| Designated Market Maker / Market Maker / (s) | In our case, Gretex Share Broking Limited having its registered office at A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India and Rainbow Securities Private Limited having its registered office at 21, Hemant Basu Sarani, 3rd Floor, Room No. 305, Kolkata- 700001. |
| Designated RTA Locations | Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com). |

| Term | Description |
|---|---|
| Designated SCSB Branches | Such branches of the SCSBs which collected the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time. |
| Designated Stock Exchange / Stock Exchange | BSE Limited. |
| Draft Red Herring Prospectus | The Draft Red Herring Prospectus dated August 28, 2023 filed with the BSE Limited in accordance with the SEBI ICDR Regulations |
| DP | Depository Participant |
| DP ID | Depository Participant's Identity number |
| Eligible NRI | NRI eligible to invest under the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an application or invitation to participate in the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe for Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depositary participants. |
| Escrow Account(s) | Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement. |
| Escrow and Sponsor Bank Agreement | Agreement dated November 21, 2023 entered into amongst the Company, Book Running Lead Manager, the Registrar, the Banker to the Issue and Sponsor bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account. |
| 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 / Sole Applicant | Applicant whose name was mentioned in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Fresh Issue | Fresh Issue of 27,62,000 Equity Shares of face value ₹10.00 each of Amic Forging Limited for cash at a price of ₹ 126.00 per Equity Shares (including premium of ₹ 116.00 per Equity Shares) aggregating ₹ 3,480.12 Lakhs, by our Company. |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids were accepted. |
| Foreign Venture Capital Investors | Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000. |
| FPI/ Foreign Portfolio Investor | A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended. |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018. |
| General Corporate Purposes | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document. |
| General Information Document | The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) page October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, issued by SEBI. The |

| Term | Description |
|---|---|
| | General Information Document is available on the websites of the Stock Exchanges and the BRLM. |
| Issue / Public Issue / Issue size / Initial Public Offer / Initial Public Offering / IPO / Present Issue | Public Issue of 27,62,000 Equity Shares of face value ₹10.00 each of Amic Forging Limited for cash at a price of ₹ 126.00 per Equity Shares (including premium of per ₹ 116.00 Equity Shares) aggregating ₹ 3,480.12 Lakh by our Company. |
| Issue Agreement | The agreement dated August 21, 2023, entered into between our Company and the Book Running 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 |
| Issue Proceeds | The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled "***Objects of the Issue***" beginning on page 79 of this Prospectus |
| Listing Agreement | Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited. |
| Lot Size | The Market lot and Trading lot for the Equity Share is 1,000 and in multiples of 1,000 thereafter; subject to a minimum allotment of 1,000 Equity Shares to the successful applicants. |
| Market Making Agreement | Market Making Agreement dated August 21, 2023 between our Company, Book Running Lead Manager and Market Maker and Addendum to the Market Making Agreement dated November 21, 2023 between our Company, Book Running Lead Manager and Market Makers. |
| Market Maker Reservation Portion | 1,39,000 Equity Shares of ₹ 10.00 each at ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) aggregating to ₹ 175.14 Lakhs reserved for subscription by the Market Maker. |
| Mobile App(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism |
| Minimum Promoters' Contribution | Aggregate of 20% of the fully diluted Post- Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters of 20% and locked-in for a period of three years from the date of Allotment. |
| Mutual Fund | A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended. |
| Mutual Fund Portion | 5% of the Net QIB Portion, or 26,000 Equity Shares, was available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price |
| Net Issue | The Issue excluding the Market Maker Reservation Portion of 26,23,000 Equity Shares of face value of ₹ 10.00 each fully paid up for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) aggregating ₹ 3,304.98 Lakhs by our Company. |
| Net Proceeds | Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the Issue expenses. |
| Net QIB Portion | The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors. |
| Non-Institutional Investors / NIIs | All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹ 2.00 Lakh (but not including NRIs other than Eligible NRIs). |
| Non-Resident | A person resident outside India, as defined under FEMA Regulations |
| Non-Resident Indian / NRI | A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended |
| Other Investor | Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| OCB / Overseas Corporate Body | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue |

| Term | Description |
|---|---|
| Pay-in-Period | The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Person or Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and / or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| Price Band | Price Band of a minimum price (Floor Price) of ₹121.00 and the maximum price (Cap Price) of ₹ 126.00 and includes revisions thereof. |
| Pricing Date | The date on which our Company in consultation with the BRLM, finalized the Issue Price. |
| Prospectus | The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 and 32 of the Companies Act, 2013. |
| Public Issue Account | The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date. |
| QIB Category/ QIB Portion | The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 13,10,000 Equity Shares aggregating to ₹1,650.60 Lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors). |
| Qualified Institutional Buyers or QIBs | A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations, 2018. |
| Red Herring Prospectus / RHP | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto. |
| 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 was opened, in this case being ICICI Bank Limited. |
| Refund Account | The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made. |
| Registered Brokers | Stockbrokers registered with the stock exchanges having nationwide terminals. |
| Registrar Agreement | The Agreement between the Registrar to the Issue and the Issuer Company dated August 21, 2023 in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Registrar to the Issue | Registrar to the Issue being Bigshare Services Private Limited. |
| Retail Individual Investors / RIIs | Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹ 2.00 Lakh. |
| Revision Form | Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s).<br><br>QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date. |
| Securities laws | Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| SME Exchange | SME Platform of the BSE Limited i.e. BSE SME. |
| Specified Locations | Collection centers where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time. |
| Specified Securities | Equity shares offered through this Prospectus. |
| Sub Syndicate Member | A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue. |

| Term | Description |
|---|---|
| Syndicate | Includes the BRLM, Syndicate Members and Sub Syndicate Members |
| Syndicate Agreement | The agreement dated November 21, 2023 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue. |
| Syndicate ASBA Bidding Locations | Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi |
| Syndicate Members/ Members of the Syndicate | Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Gretex Share Broking Limited. |
| Systemically Important Nonbanking Financial Company | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| Transaction Registration Slip/ TRS | The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application. |
| SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time. |
| Sponsor Bank | The Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the Sponsor Bank in this case being ICICI Bank Limited. |
| Underwriter | Gretex Corporate Services Limited and Gretex Share Broking Limited. |
| Underwriting Agreement | The agreement dated August 21, 2023 entered into between the Underwriters, our Company and the Book Running Lead Manager. |
| UPI Circulars | SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent these circulars are not rescinded by SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023), SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard |
| UPI | Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c. |
| UP ID | ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI) |
| UPI Mandate Request | A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment. |
| UPI mechanism | The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 and SEBI circular (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 08, 2019. |

| Term | Description |
|---|---|
| UPI PIN | Password to authenticate UPI transaction |
| U.S. Securities Act | U.S. Securities Act of 1933, as amended |
| Venture Capital Fund/ VCF | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India |
| Wilful Defaulter(s) | Wilful defaulter as defined under Regulation 2(1) (lll) of the SEBI (ICDR) Regulations, 2018. |
| Working Days | All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid / Issue Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) 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. |

## CONVENTIONAL AND GENERAL TERMS

| Term | Description |
|---|---|
| AIF(s) | Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations |
| Air Act | The Air (Prevention and Control of Pollution) Act, 1981 |
| Authorized Dealers | Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000 |
| Category I Foreign Portfolio Investor(s) | FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations. |
| Category II Foreign Portfolio Investor(s) | An FPI registered as a Category II Foreign Portfolio Investor under the SEBI FPI Regulations |
| Category III Foreign Portfolio Investor(s) | FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices |
| 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 |
| Companies Act 2013 | 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 August 28, 2017, 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 |
| 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 |
| Electricity Act | The Electricity Act, 2003 |
| Environment Protection Act | The Environment (Protection) Act, 1986 |
| EPA | The Environment Protection Act, 1986 |
| EPF Act | The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 |
| EPS | Earnings per share |
| e-RUPI | Prime Minister Narendra Modi launched a contactless, prepaid, electronic prepaid system |
| ER Act | The Equal Remuneration Act, 1976 |
| ESI Act | The Employees' State Insurance Act, 1948 |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA |
| FEMA | The Foreign Exchange Management Act, 1999 read with rules and regulations there under |
| FEMA 2000 | The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 |
| FII(s) | Foreign Institutional Investors as defined under SEBI FPI Regulations |

| Term | Description |
|---|---|
| Financial Year / Fiscal Year / FY | The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year |
| Foreign Portfolio Investor or FPIs | A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India. |
| FVCI | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| GoI / Government | Government of India |
| Gratuity Act | The Payment of Gratuity Act, 1972 |
| GST Act | The Central Goods and Services Tax Act, 2017 |
| Hazardous Wastes Rules | Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008 |
| ICAI | The Institute of Chartered Accountants of India |
| ICSI | The Institute of Company Secretaries of India |
| ID Act | The Industrial Disputes Act, 1947 |
| IDRA | The Industrial (Development and Regulation) Act, 1951 |
| IE Act | The Indian Easements Act, 1882 |
| IT Act | Income Tax Act, 1961 |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| INR or Rupee or ₹ or Rs. | Indian Rupee, the official currency of the Republic of India |
| Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended. |
| Maternity Benefit Act | Maternity Benefit Act, 1961 |
| MSMED Act | The Micro, Small and Medium Enterprises Development Act, 2006 |
| MWA | Minimum Wages Act, 1948 |
| Mutual Funds | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| NI Act | The Negotiable Instruments Act, 1881 |
| Noise Regulation Rules | The Noise Pollution (Regulation & Control) Rules 2000 |
| Notified Sections | The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect |
| NR / Non-resident | A person resident outside India, as defined under the FEMA and includes a Non-resident Indian |
| NRE Account | Non-Resident External Account established and operated in accordance with the FEMA |
| NRO Account | Non-Resident Ordinary Account established and operated in accordance with the FEMA |
| Pcs | Pieces |
| P/E Ratio | Price / Earnings Ratio |
| Petroleum Act | Petroleum Act, 1934 |
| Petroleum Rules | Petroleum Rules, 1976 |
| POB Act | Payment of Bonus Act, 1965 |
| PPP | Public Private Partnership |
| Public Liability Act / PLI Act | The Public Liability Insurance Act, 1991 |
| Pvt. / (P) | Private |
| PWD | Public Works Department of state governments |
| QFI(s) | Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations |
| R&D | Research & Development |
| Registration Act | The Indian Registration Act, 1908 |
| RoC or Registrar of Companies | The Registrar of Companies |
| Rule 144A | Rule 144A under the U.S. Securities Act, 1933 |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time. |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI (ICDR) Regulations | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time |
| SEBI (LODR) Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time |
| SEBI Act | The Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012 |

| Term | Description |
|---|---|
| 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 |
| Sec. | Section |
| SGST | State GST |
| SHWW / SHWW Act | The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985 |
| SEBI Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time. |
| TM Act | The Trademarks Act, 1999 |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| U.S. Securities Act | The United States Securities Act, 1933 |
| US$ or USD or US Dollars | United States Dollar, the official currency of the United States of America |
| USA or U.S. or US | United States of America |
| Wages Act | Payment of Wages Act, 1936 |
| Water Act | The Water (Prevention and Control of Pollution) Act, 1974 |
| WCA | The Workmen's Compensation Act, 1923 |
| Wilful Defaulter | A wilful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India |

## TECHNICAL / INDUSTRY RELATED TERMS

| Term | Full Form |
|---|---|
| 3D | Three Dimensional |
| AISI | American Iron and Steel Institute |
| BS | British Standards |
| CAGR | Compounded Annual Growth Rate |
| DC | Direct Current |
| DG Set | Diesel Generator Set |
| DIN | Deutsches Institut für Normung |
| DIPP | Department of Industrial Policy and Promotion |
| EMA | European Medicines Agency |
| FMCG | Fast Moving Consumer Goods |
| FSI | It is the ratio of the Internal Floor Area and Saleable Area. |
| GDP | Gross Domestic Product |
| GFC | Global financial Crises |
| HP | Horse Power |
| IOA | Intimation of Approval |
| IS | International Standard |
| ISO | International Organization for Standardization |
| M&M | Mergers and Acquisitions |
| MNCs | Multi-National Companies |
| NCAER | National Council of Applied Economic Research |
| OTC | Over the Counter |
| PE | Private Equity |
| QMS | Quality Management System |
| RMB | Renminbi- official currency of the People's Republic of China |
| SAE | Society of Automotive Engineers |
| Sq. yards | Square yards |
| Sq. mtrs | Square meter |
| SS | Stainless Steel |
| SBB | Steel Bright Bars |
| P&GB | Peeled & Ground Bars |
| SPB | Shaped Profile Bars |

## ABBREVIATIONS

| Abbreviation | Full Form |
|---|---|
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A/c | Account |
| AGM | Annual General Meeting |
| AI | Artificial Intelligence |
| ASBA | Applications Supported by Blocked Amount |
| Amt | Amount |
| AIF | Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended. |
| AY | Assessment Year |
| AOA | Articles of Association |
| Approx | Approximately |
| B. A | Bachelor of Arts |
| BBA | Bachelor of Business Administration |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |
| B. Sc | Bachelor of Science |
| B. Tech | Bachelor of Technology |
| Bn | Billion |
| BG / LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| BRLM | Book Running Lead Manager |
| BSE | BSE Limited (formerly known as the Bombay Stock Exchange Limited) |
| BSE SENSEX | Sensex in an index; market indicator of the position of stock that is listed in the BSE |
| BSE SME | SME Platform of BSE Limited |
| CA | Chartered Accountant |
| CAD | Current Account Deficit |
| CAZRI | Central Arid Zone Research Institute |
| CAGR | Compounded Annual Growth Rate |
| CAN | Confirmation of Allocation Note |
| CB | Controlling Branch |
| CC | Cash Credit |
| CCI | The Competition Commission of India |
| CDSL | Central Depository Services (India) Limited |
| CFO | Chief Financial Officer |
| CGST | Central GST |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| CNC | Computer Numerical Control |
| CNG | Compressed Natural Gas |
| CRAR | Capital to Risk Asset Ratio |
| CS | Company Secretary |
| CSR | Corporate social responsibility. |
| CS & CO | Company Secretary & Compliance Officer |
| CENVAT | Central Value Added Tax |
| CST | Central Sales Tax |
| CWA / ICWA | Cost and Works Accountant |
| CMD | Chairman and Managing Director |
| Depository or Depositories | NSDL and CDSL. |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India |
| DP | Depository Participant |
| DP ID | Depository Participant's Identification Number |
| EBITDA | Earnings Before Interest, Taxes, Depreciation & Amortisation |
| ECS | Electronic Clearing System |
| EEP | Engineering Export Promotion Council of India |
| ESIC | Employee's State Insurance Corporation |

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|---|---|
| EPS | Earnings Per Share |
| EGM / EOGM | Extraordinary General Meeting |
| ESOP | Employee Stock Option Plan |
| EXIM / EXIM Policy | Export Import Policy |
| FCNR Account | Foreign Currency Non-Resident Account |
| FIPB | Foreign Investment Promotion Board |
| FY / Fiscal / Financial Year | Period of twelve months ended March 31 of that particular year, unless otherwise stated |
| FEMA | Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under. |
| FCNR Account | Foreign Currency Non-Resident Account |
| FBT | Fringe Benefit Tax |
| FDI | Foreign Direct Investment |
| Fis | Financial Institutions |
| FIIs | Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India |
| FPIs | "Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992. |
| FTA | Foreign Trade Agreement. |
| FVCI | Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000. |
| FV | Face Value |
| GoI / Government | Government of India |
| GDP | Gross Domestic Product |
| GAAP | Generally Accepted Accounting Principles in India |
| GST | Goods and Service Tax |
| GVA | Gross Value Added |
| HUF | Hindu Undivided Family |
| ICAI | The Institute of Chartered Accountants of India |
| ICWAI | Institute of Cost and Works Accountants of India |
| ICAR | Indian Council of Agricultural Research |
| IMF | International Monetary Fund |
| INR / ` / Rupees / Rs. | Indian Rupees, the legal currency of the Republic of India |
| IIP | Index of Industrial Production |
| IPO | Initial Public Offer |
| ICSI | The Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| HNI | High Net Worth Individual |
| i.e | That is |
| IoT | Internet of Things |
| I.T. Act | Income Tax Act, 1961, as amended from time to time |
| IT Authorities | Income Tax Authorities |
| IT Rules | Income Tax Rules, 1962, as amended, except as stated otherwise |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| IRDA | Insurance Regulatory and Development Authority |
| KMP | Key Managerial Personnel |
| Ltd. | Limited |
| MAT | Minimum Alternate Tax |
| MoF | Ministry of Finance, Government of India |
| M-o-M | Month-On-Month |
| MOU | Memorandum of Understanding |
| M. A | Master of Arts |
| M. B. A | Master of Business Administration |
| M. Com | Master of Commerce |
| Mn | Million |
| M. E | Master of Engineering |
| MRP | Maximum Retail Price |

| | |
|---|---|
| M. Tech | Masters of Technology |
| MT | Metric tonne |
| Merchant Banker | Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 |
| MAPIN | Market Participants and Investors Database |
| MSMEs | Micro, Small and medium Enterprises |
| MoA | Memorandum of Association |
| MRP | Maximum Retail Price |
| NA | Not Applicable |
| Networth | The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account |
| NABARD | National Bank for Agriculture and Rural Development |
| NEFT | National Electronic Funds Transfer |
| NECS | National Electronic Clearing System |
| NAV | Net Asset Value |
| NPV | Net Present Value |
| NRIs | Non-Resident Indians |
| NRE Account | Non-Resident External Account |
| NRO Account | Non-Resident Ordinary Account |
| NSE | National Stock Exchange of India Limited |
| NOC | No Objection Certificate |
| NSDL | National Securities Depository Limited |
| OCB | Overseas Corporate Bodies |
| OEE | Overall Equipment Effectiveness |
| OEM | Original Equipment Manufacturer |
| P.A. | Per Annum |
| PF | Provident Fund |
| PE-VC | private equity-venture capital |
| PG | Post Graduate |
| PAC | Persons Acting in Concert |
| P / E Ratio | Price / Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| PLI | Postal Life Insurance |
| POA | Power of Attorney |
| PSU | Public Sector Undertaking(s) |
| Pvt. | Private |
| RBI | The Reserve Bank of India |
| ROE | Return on Equity |
| R&D | Research & Development |
| RONW | Return on Net Worth |
| RTGS | Real Time Gross Settlement |
| SCRA | Securities Contracts (Regulation) Act, 1956, as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended from time to time |
| SCSB | Self-Certified Syndicate Banks |
| SEBI | Securities and Exchange Board of India |
| SICA | Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time |
| SME | Small and Medium Enterprises |
| STT | Securities Transaction Tax |
| Sec. | Section |
| TAN | Tax Deduction Account Number |
| TRS | Transaction Registration Slip |
| TIN | Taxpayers Identification Number |
| US / United States | United States of America |
| UPI | Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs |

| | |
|---|---|
| USD / US$ / $ | United States Dollar, the official currency of the Unites States of America |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| VAT | Value Added Tax |
| w.e.f. | With effect from |
| YoY | Year over Year |

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

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

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

In this Prospectus, the terms **"Amic Forging Limited", "AMIC", "AFL" or "Our Company" or "the Issuer" "we", "us", "our", and the "Company",** unless the context otherwise indicates or implies, refers to Amic Forging Limited.

### CERTAIN CONVENTION

All references in this Prospectus to "India" are to the Republic of India. In this Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

### FINANCIAL DATA

Unless stated otherwise, the financial data in this Prospectus is derived from our Audited Restated Consolidated Financial Statements for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021; prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, Guidance Note on "Reports in Company Prospectus (Revised 2019)" issued by ICAI and the Indian GAAP which are included in this Prospectus, and set out in "***Restated Consolidated Financial Statements***" on page 169 of this Prospectus.

In this Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the two decimal place and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this Prospectus.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between Indian GAAP and IND (AS). Accordingly, the degree to which the Restated Consolidated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, IND (AS), the Companies Act and the SEBI (ICDR) Regulations, on the Restated Consolidated Financial Statements presented in this Prospectus should accordingly be limited. Although we have included a summary of qualitative and quantitative differences between Indian GAAP and IND (AS), our financial statements reported under IND (AS) in future accounting periods may not be directly comparable with our financial statements historically prepared in accordance with Indian GAAP, including disclosed in this Prospectus. You should consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***", "***Management's Discussion and Analysis of Financial Position and Results of Operations***" and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's Restated Consolidated Financial Statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Statutory Auditor, set out in the section titled '***Restated Consolidated Financial Statements'*** beginning on page 169 of this Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

In this Prospectus, unless the context otherwise requires, all references to

(a) 'Rupees' or '₹' or 'Rs.' or 'INR' 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.

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

Any percentage amounts, as set forth in "***Risk Factors***", "***Our Business***", "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" and elsewhere in this Prospectus, unless otherwise indicated, have been calculated based on our Restated Consolidated Financial Statements prepared in accordance with Indian GAAP.

## DEFINITIONS

For definitions, please see the Chapter titled ***"Definitions and Abbreviations"*** on page no. 3 of this Prospectus. In the Section titled ***"Main Provisions of Articles of Association"*** beginning on page no. 248 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

## INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Prospectus has been obtained or derived from Internal Company reports and industry and Government publications, publicly available information and sources. Industry and Government 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 this Prospectus is reliable, it has not been independently verified either by the Company or the Book Running Lead Manager or any of their respective affiliates or advisors.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI (ICDR) Regulations, ***"Basis for Issue Price"*** on page no. 89 of this Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in ***"Risk Factors"*** on page no. 28 of this Prospectus.

## FORWARD LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "may", "will", "will continue", "will pursue", "contemplate", "future", "goal", "propose", "will likely result", "will seek to" or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further, the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the our Sector in India where we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and / or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our business largely depends upon our top ten customers and the loss of such customers or a significant reduction in purchases by such customers will have a significantly adverse impact on our business;
- Any breach of conditions under the purchase orders upon which our business and results of operations are dependent;
- Our business is dependent on the performance of certain industries particularly commercial vehicles, and equipment's etc;
- Any failure to comply with strict performance requirements thereby resulting in cancellation of our existing and future orders;
- Our business is dependent on the availability and cost of steel and any disruption to such timely and adequate supply of steel, or volatility in the prices of steel may adversely impact our business;
- Our business is dependent on the performance of the heavy engineering industry.
- Our manufacturing facilities are critical to our business and any shutdown of such manufacturing facilities would have a material adverse effect on our business, results of operations and financial conditions;
- Our manufacturing facilities are critical to our business. Any disruption in the continuous operations of our manufacturing facilities, including natural calamities, or civil disruptions would have a material adverse effect on our business, results of operations and financial conditions; and
- Significant increases in prices of, or shortages of, or disruption in supply of labour and key building materials;
- Our ability to attract, retain and manage qualified personnel;
- General economic and business conditions in India and other countries;
- Effect of lack of infrastructure facilities on our business;

- Our ability to successfully implement our growth strategy and expansion plans, technological changes;
- Changes in fiscal, economic or political conditions in India;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Any adverse outcome in the legal proceedings in which we are involved;
- The occurrence of natural disasters or calamities;
- Failure to adapt to the changing scenarios in our industry of operation may adversely affect our business and financial condition;
- Failure to obtain any approvals, licenses, registrations and permits in a timely manner;
- Conflict of Interest with group companies, the promoter group and other related parties
- Changes in the value of the Rupee and other currencies;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please see the section titled "***Risk Factors***", chapters titled "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 28, 112 and 170 of this Prospectus, respectively.

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

## SECTION II: SUMMARY OF ISSUE DOCUMENT

### OVERVIEW OF INDUSTRY

### INDIAN FORGING INDUSTRY

The forging of metal has been a standard practice for metal forming and shaping for centuries. It is a suitable method for producing components that are to be used in challenging applications having high pressure, force, and temperature. The market for metal forgings is driven by a rise in the automotive industry, and a rise in energy sectors such as oil & gas refineries, and thermal power plants. Industries in the energy sector utilize various industrial components such as flanges, fittings, valves, studs and nuts, pressure vessels, pipes, and many others which are commonly made using the forging process. Gulf countries and countries in Latin America are few of the major oil & gas producers, and demand for forged metal components in these regions is anticipated to rise with various planned and ongoing oil & gas projects. For instance, in March 2022, Aramco along with North Huajin Chemical Industries Group Corporation and Panjin Xincheng Industrial Group planned to develop a petroleum refinery with 300,000 bpd capacity. Similarly, Kineticor Resources Corp. is developing and constructing a gas-fired power plant in Edson, Alberta, Canada. The estimated total cost of the project is expected to be $1.5 billion, which is projected to be completed by 2025. These projects are expected to demand forged metal flanges, fittings, valves, studs and nuts, pressure vessels, and others. Furthermore, the automotive industry is witnessing a rise owing to the rising disposable income of people, and rising urbanization. For instance, in January 2023, the total sales volume of vehicles was 1,065,937 units, which increased to 1,384,676 units in March 2023, an increase of nearly 30%. Moreover, India and China have emerged as major automotive markets in the last decade. According to International Energy Agency, India has approximately 25 vehicles per thousand people as of 2020, and the number is expected to cross 150 vehicles by the year 2040. The automotive industry makes extensive use of forged metal components, such as engine components, transmission components, suspension components, and body sheet. Thus, growth in automotive industry is anticipated to drive metal forging market growth, and is also expected to improve the metal forging market outlook. However, limitations of the metal forging process are anticipated to restrain the metal forging market growth in the coming years. For example, producing a complicated shaped component, and a component with good surface finish are difficult to achieve with forging process. In addition, metal forging is slow as compared to other methods.

### OVERVIEW OF BUSINESS

Our company is a manufacturer in forging industry and is engaged in manufacturing of forged Components catering to various industries. We manufacture precision machined components as per customer specifications and International Standard catering to the requirements of various industry such as Heavy Engineering, Steel Industry, Oil & Gas, Petrochemicals, Chemicals, Refineries, Thermal Power, Nuclear Power, Hydro Power, Cement Industry, Sugar and other related industries.

Our product diversity helps our company to maintain an edge over competition, since our company can provide customized and specialized solutions to its customers. Further, our company is planning to expand via backward integration with starting the manufacturing of Steel Melting & Ingot Casting this backward integration would increase our product base and also increase our output due to easily availability of raw material. With a large infrastructure, zero tolerance quality policies and an energetic team of experts, our Company makes sure that it can fulfil any special customer requirements for various critical product applications.

### OUR PROMOTERS

The Promoters of our company is Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria, Ms. Manju Chamaria and Ms. Rashmi Chamaria.

### DETAILS OF THE ISSUE

| | |
|---|---|
| **Equity Shares Offered** [(1)]<br>Present Issue of Equity Shares by our Company [(2)] | Issue of 27,62,000 Equity Shares of ₹ 10.00 each for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) aggregating to ₹ 3,480.12 Lakhs. |
| ***Out of which*:** | |
| **Market Maker Reservation Portion** | 1,39,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) aggregating to ₹ 175.14 Lakhs. |
| **Net Issue to the Public** | 26,23,000 Equity Shares of ₹10.00 each for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) aggregating to ₹ 3,304.98 Lakhs. |

## OBJECT OF THE ISSUE

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

*(₹ in Lakhs)*

| Particulars | Amount |
|---|---|
| Setting up of Manufacturing facility | 2,235.20 |
| Working Capital Requirements | 750.00 |
| General Corporate Purpose | **99.92** |
| **Total** | **3,085.12** |

## PRE – ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

| Category of Promoter | Pre – Issue | |
|---|---|---|
| | No. of Shares | As a % of paid-up Equity Capital |
| 1. Promoters | 44,26,290 | 57.29 |
| 2. Promoter Group | 16,29,720 | 21.09 |

## SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

*(₹ in Lakhs)*

| Particulars | For the period ended on | For the financial year ended on | | |
|---|---|---|---|---|
| | June 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Share Capital | 85.85 | 85.85 | 71.07 | 71.07 |
| Reserves and surplus | 2,252.58 | 1,897.90 | 696.21 | 609.62 |
| Net Worth | 2,338.43 | 1,983.75 | 767.28 | 680.69 |
| Total Income | 2,979.32 | 11,683.01 | 7,138.82 | 2,643.37 |
| Profit after Tax | 359.69 | 980.01 | 86.59 | 56.27 |
| Total Borrowings | 287.37 | 385.17 | 1,071.32 | 436.50 |
| | | | | |
| ***Other Financial Information*** | | | | |
| Basic & Diluted EPS (₹) (Post Bonus) | 4.66 | 12.83 | 1.14 | 0.75 |
| Return on Net worth (%) | 15.39 | 49.40 | 11.29 | 8.27 |
| Net Asset Value Per Share (₹) (Pre-Bonus) | 272.39 | 258.25 | 107.96 | 110.10 |
| Net Asset Value Per Share (₹) (Post Bonus) | 30.27 | 25.98 | 10.12 | 9.09 |

## QUALIFICATION OF THE AUDITORS

The Auditors' Report of Restated Consolidated Financial Statements for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021 does not contain any qualification which have not been given effect to in Restated Consolidated Financial Statements.

## SUMMARY OF OUTSTANDING LITIGATION ARE AS FOLLOWS

A classification of tax proceedings are mentioned below:

*(₹ in Lakhs)*

| Nature of Cases | Number of Cases | Amount Involved |
|---|---|---|
| **Issuer Company – Amic Forging Limited** | | |
| E-Proceedings | 4 | Not Ascertainable |
| Outstanding Demand | 1 | Negligible |
| TDS Default | 4 | 0.69 |
| **Promoters** | | |
| **Girdhari Lal Chamaria** | | |
| E-Proceedings | 2 | Not Ascertainable |
| Outstanding Demand | 1 | 0.02 |
| **Anshul Chamaria** | | |
| Outstanding Demand | 3 | 0.33 |
| **Manju Chamaria** | | |
| Outstanding Demand | 1 | 0.03 |

| Directors (Other than Promoters) | | |
|---|---|---|
| **Pravin Poddar** | | |
| E-Proceedings | 2 | Not Ascertainable |
| Outstanding Demand | 1 | Negligible |
| **Parma Nand Gupta** | | |
| E-Proceedings | 1 | Not Ascertainable |
| Outstanding Demand | 1 | 2.80 |

For the details of litigation proceedings, please refer the chapter titled "***Outstanding Litigations and Material Developments***" beginning on page 187 of this Prospectus.

## RISK FACTORS

Investors should read chapter titled "***Risk Factors***" beginning on page 28 of this Prospectus.

## SUMMARY OF CONTINGENT LIABILITIES

Except as stated below, our Company does not have any Contingent Liabilities as on date of this Prospectus:

*(₹ in Lakhs)*

| Sr. No. | Particulars Amount | Particulars Amount |
|---|---|---|
| 1 | Income Tax demands / Notices before CIT Appeals / TDS | 0.69 |
| 2 | Bank Guarantees / Corporate Guarantees | NIL |
| | **Total** | **0.69** |

For further information, please see "***Restated Consolidated Financial Statements***" beginning on page 169 of this Prospectus.

## SUMMARY OF RELATED PARTY TRANSACTIONS

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

***(₹ in Lakh)***

| Particulars | June 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
|---|---|---|---|---|
| **Remuneration Paid** | **12.56** | **44.00** | **20.00** | **-** |
| - Girdhari Lal Chamaria | 6.28 | 22.00 | 10.00 | - |
| - Anshul Chamaria | 6.28 | 22.00 | 10.00 | - |
| | | | | |
| **Loan Taken** | **-** | **25.00** | **114.10** | **41.00** |
| - Lalita Dhanuka | - | - | 6.10 | 6.00 |
| - Rampyari Chamaria | - | - | 50.00 | 25.00 |
| - Manju Chamaria | - | - | - | 10.00 |
| - Anshul Chamaria | - | 25.00 | 30.00 | - |
| - Girdhari Lal Chamaria | - | - | 18.00 | - |
| - Rahul Dhanuka | - | - | - | - |
| - Rajendra Prasad Dhanuka | - | - | 10.00 | - |
| | | | | |
| **Loan Repayment** | **200.00** | **146.00** | **23.00** | **31.01** |
| - Anshul Chamaria | - | 45.00 | 10.00 | - |
| - Girdhari Lal Chamaria | - | 18.00 | - | - |
| - Manju Chamaria | - | 10.00 | - | - |
| - Rampyari Chamaria | - | 73.00 | 2.00 | 31.01 |
| - Rahul Dhanuka | - | - | 11.00 | - |
| - Mackeil ispat & Forging Limited | 200.00 | - | - | - |
| | | | | |
| **Advance Given** | **5.00** | **50.63** | **-** | **-** |
| - Rashmi Chamaria | 5.00 | 21.12 | - | - |
| - Girdhari Lal Chamaria | - | 22.49 | - | - |
| - Anshul Chamaria | - | 7.02 | - | - |
| | | | | |
| **Interest on Loan** | **6.02** | **35.81** | **6.38** | **3.02** |
| - Lalita Dhanuka | 0.24 | 1.09 | 0.82 | 0.13 |

| | | | | |
|---|---|---|---|---|
| - Rampyari Chamaria | - | 4.82 | 3.40 | 2.28 |
| - Manju Chamaria | - | 0.43 | 0.90 | 0.62 |
| - Anshul Chamaria | - | 0.86 | 0.32 | - |
| - Girdhari Lal Chamaria | - | 1.07 | 0.22 | - |
| - Rahul Dhanuka | - | - | 0.33 | - |
| - Rajendra Prasad Dhanuka | 0.20 | 0.90 | 0.39 | - |
| - Mackeil ispat & Forging Limited | 5.58 | 26.64 | - | - |
| | | | | |
| **Shares issued** | **-** | **236.46** | **-** | **131.60** |
| - Rampyari Chamaria | - | - | - | 33.60 |
| - Manju Chamaria | - | 60.74 | - | 34.30 |
| - Girdhari Lal Chamaria | - | 16.27 | - | 4.90 |
| - Anshul Chamaria | - | 48.00 | - | - |
| - Hariram Girdharilal HUF | - | 54.08 | - | - |
| - Rashmi Chamaria | - | 57.37 | - | 44.80 |
| - Girdharilal Chamaria HUF | - | - | - | 14.00 |
| | | | | |
| **Rent Paid** | **-** | **4.32** | **-** | **-** |
| - Associated Manufacture & Industries Corporation | - | 4.32 | - | - |
| | | | | |
| **Fixed Asset purchased** | **-** | **21.43** | **-** | **-** |
| - Associated Manufacture & Industries Corporation | - | 21.43 | - | - |
| | | | | |
| **Loan Given** | **-** | **240.00** | **-** | **-** |
| - Mackeil Ispat & Forging Limited | - | 240.00 | - | - |
| | | | | |
| **Investment in LLP** | **-** | **190.00** | **100.00** | **150.00** |
| - Dacor logistic LLP | - | 190.00 | 100.00 | 150.00 |
| | | | | |
| **Forging & Annealing Charges (Income)** | **7.12** | **7.64** | **46.45** | **-** |
| - Mackeil Ispat & Forging Limited | 7.12 | 7.64 | - | - |
| - Associated Manufacture & Industries Corporation | - | - | 46.45 | - |
| | | | | |
| **Forging & Job Work Charges (Expenses)** | **8.94** | **198.81** | **-** | **-** |
| - Mackeil Ispat & Forging Limited | 8.94 | 198.91 | - | - |
| | | | | |
| **Purchases** | **102.42** | **322.43** | **-** | **33.75** |
| - Mackeil Ispat & Forging Limited | 102.42 | 322.43 | - | - |
| - Associated Manufacture & Industries Corporation | - | - | - | 33.75 |
| | | | | |
| **Sales** | **470.79** | **2,607.28** | **1,346.09** | **176.65** |
| - Mackeil Ispat & Forging Limited | 79.12 | 239.14 | - | - |
| - Associated Manufacture & Industries Corporation | 391.67 | 2,368.14 | 1,346.09 | 176.65 |

For details of the Related Party Transactions as reported in the Restated Consolidated Financial Statements, please refer "***Restated Consolidated Financial Statements - Related Party Transaction***" beginning on page 169 of this Prospectus.

## FINANCING ARRANGEMENTS

There are no financing arrangements whereby our Promoters, members of Promoter Group, the Directors of our Company and their relatives and financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 months immediately preceding the date of filing of this Prospectus.

## WEIGHTED AVERAGE PRICE OF THE EQUITY SHARES ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR PRECEDING THE DATE OF THIS PROSPECTUS

The weighted average price of Equity Shares acquired by our Promoters in the last one year preceding the date of this Prospectus is as below:

| Name of the Promoters | Weighted Average Price (₹) |
|---|---|
| Mr. Girdhari Lal Chamaria | 1.37 |
| Mr. Anshul Chamaria | 3.70 |
| Ms. Manju Chamaria | 5.81 |
| Ms. Rashmi Chamaria | 3.08 |

## AVERAGE COST OF ACQUISITION

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

| Name of the Promoters | Average Cost of Acquisition (₹) |
|---|---|
| Mr. Girdhari Lal Chamaria | 4.74 |
| Mr. Anshul Chamaria | 4.84 |
| Ms. Manju Chamaria | 12.17 |
| Ms. Rashmi Chamaria | 8.19 |

## PRE-IPO PLACEMENT DETAILS

Our Company has not proposed any Pre-IPO Placement in this Issue.

## ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Other than as disclosed in "***Capital Structure***" beginning on page 63 of this Prospectus, no Equity Shares have been issued by our Company for consideration other than cash as on the date of this Prospectus.

## SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Other than as disclosed in "***Capital Structure***" beginning on page 63 of this Prospectus, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus.

## SEBI EXEMPTION

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 risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.***

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our Restated Consolidated Financial Statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled **"*Our Business*"** beginning on page 112, **"*Our Industry*"** beginning on page 100 and **"*Management's Discussion and Analysis of Financial Condition and Results of Operations*"** beginning on page 170 respectively, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively;
- Some events may not be material at present but may have material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled **"*Definitions and Abbreviations*"** beginning on page 3 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as Internal and External for clarity and better understanding.

### INTERNAL RISKS

### A. BUSINESS RELATED RISKS

***1. There are outstanding legal proceedings involving our Company, Promoters and Directors. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.***

There are certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. For the details of the cases please refer the chapter titled "***Outstanding Litigations and Material Developments***" beginning on page no. 187 of this Prospectus A summary of the pending civil and other proceedings involving Our Company is provided below:

A classification of legal proceedings is mentioned below:

*(₹ in Lakhs)*

| Nature of Cases | Number of Cases | Amount Involved |
|---|---|---|
| **Issuer Company – Amic Forging Limited** | | |
| E-Proceedings | 4 | Not Ascertainable |
| Outstanding Demand | 1 | Negligible |
| TDS Default | 4 | 0.69 |
| **Promoters** | | |
| **Girdhari Lal Chamaria** | | |
| E-Proceedings | 2 | Not Ascertainable |
| Outstanding Demand | 1 | 0.02 |
| **Anshul Chamaria** | | |
| Outstanding Demand | 3 | 0.33 |
| **Manju Chamaria** | | |
| Outstanding Demand | 1 | 0.03 |
| **Directors (Other than Promoters)** | | |
| **Pravin Poddar** | | |
| E-Proceedings | 2 | Not Ascertainable |
| Outstanding Demand | 1 | Negligible |
| **Parma Nand Gupta** | | |
| E-Proceedings | 1 | Not Ascertainable |
| Outstanding Demand | 1 | 2.80 |

For further details of litigation proceedings, please refer the chapter titled "***Outstanding Litigations and Material Developments***" on page 187 of this Prospectus.

***2. Our Company has negligible presence in export markets and hence prone to adversity in domestic market.***

Our Company is into the forging business catering to the demand of domestic market with various parties. Our Company has been focusing on the domestic market considering the growth opportunity available in the India manufacturing sector. Due to our specialized focus in Indian market, we have not been able to cater to export market and having meagre presence. We currently have no export sales, due to over-dependency over the Indian markets, our company faces risk in terms of adversity or events which are unexpected, or beyond our control. Further, lower than anticipated demand from within India may lead to lower revenue and hence overall profitability. We may also be not able to explore the opportunity available in export market which may arise due to changing business scenario and demand patterns. However, our Company intends to expand its operations to foreign market but we may not be able to assure that our Company will successfully increase its geographical presence.

***3. Failure to obtain or maintain pre-qualifications from customers or loss of our pre-qualified status from our existing customers could adversely impact our business.***

Majority of our customers require forging manufacturers to undergo pre-qualification processes. These processes evaluate both the technical ability to provide relevant products with the exact specifications needed by the end-user, and the production capabilities of the supplier. These processes generally take time to complete and involves incurring significant upfront expenses in learning and meeting customer qualification requirements. We continuously strive to retain our pre-qualification status as approved suppliers, with the existing customers. Our failure to obtain pre-qualifications from newer customers or loss of our prequalified status from our existing customers could have an adverse impact on our profits, results of operations and cash flows.

***4. Any significant decline in the demand for our products or introduction of alternative technology or consumer habits may adversely affect our profitability and business prospects.***

Our products are mainly used in the such as Heavy Engineering, Steel Industry, Oil & Gas, Petrochemicals, Chemicals, Refineries, Thermal Power, Nuclear Power, Hydro Power, Cement Industry, Sugar and other related industries, etc. Our customers' decision to seek alternative technology coupled with the development of more alternatives and our inability to respond to these changes, may adversely affect our business and results of operations. Our ability to anticipate changes in technology and to supply new and enhanced products successfully and on a timely basis will be a significant factor in our ability to grow and to remain competitive. In addition, our business, operations and prospects may be affected by various policies and statutory and regulatory requirements and developments that affect our customer's industry in India and abroad. In the event of a significant decline in the demand for our products, our business, results of operations and financial condition may be materially and adversely affected.

5. ***Volatility in the supply and pricing of raw material like alloy steel, low carbon and medium carbon steel may have an adverse effect on our business, financial condition and results of operations. We do not generally enter into agreements with our raw material or traded goods suppliers. Any disruption in supplies from them may adversely affect our production process.***

Our Company meets its demand of raw material i.e. alloy steel, low carbon and medium carbon steel, etc. by purchasing the same from the domestic market. Our dependence on local suppliers may adversely affect our purchase and thus affect profitability in future. We do not have long term agreements with any of our raw material suppliers and we purchase such raw materials on spot order basis. Though we maintain good relations with them, there can be no assurance that we shall be able to continue such relations with any or all of them. Any disruption in supplies from these parties may require us to find additional suppliers. There can be no assurance that we shall be able to find additional suppliers in time or transact business with them on favourable terms and conditions or the quality of products supplied by these suppliers will be at par with those of our existing suppliers. Since such suppliers are not contractually bound to deal with us exclusively, we may face the risk of losing their services to our competitors. Any disruption in supplies from our suppliers due to inexistence of contracts may adversely affect our production process, trading activity and consequently our results of operations. While we are not significantly 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 demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them on commercially acceptable terms.

Further, there may be volatility in prices of our raw material and if we are not able to compensate for or pass on our increased costs to customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows. Additionally, we may not be able to pass on every instance of increase in input cost and may have to pursue internal cost control measures.

6. ***Our business is capital intensive and there is a significant rise in the estimated Working Capital requirements for the FY 2023-24. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, there may be an adverse effect on our operations.***

Our business is working capital intensive and hence there is a significant rise in working capital requirement for the FY 2023-24 as compared to FY 2022-23. The said estimated are based on management's assumptions and estimate of requirements for growth, expansion smooth functioning of the company. Any change of such assumptions would result in changes to our working capital requirements. In many contracts, significant amounts of working capital are required to finance the purchase or manufacturing of materials, mobilization of resources and other work on projects before payment is received from clients. Our working capital requirements may increase due to an increase in the size of our operations and the number and size of projects that are required to be executed within a similar timeframe. Our capital expenditure requirements and growth strategy thus require continued access to significant amounts of capital on acceptable terms. We cannot assure you that market conditions and other factors will permit future project and acquisition financings, debt or equity, on terms acceptable to us. Our ability to arrange financing and the costs of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from financial institutions, the amount and terms of our existing indebtedness, investor confidence, the continued success of current projects and laws that are conducive to our raising capital in this manner.

7. ***We have not Complied with the Accounting Standard 23 while preparing the financial statements.***

We have not complied with the Accounting Standard 23 while preparing the financial statements. Our company holds 33.00% in an LLP named Dakor Logistics LLP. It makes mandatory for our company to make consolidated financial statements. Our company has not prepared the same, however no notice has been received by the Company from the office of registrar of Companies for this violation. In future, the company may require to pay the penalty for non-compliance of the provisions of the Companies Act, 2013. Any developments in the proceedings, against us, our Directors and/ or our Promoters may constrain us to make provisions in our financial statements which may have an adverse impact on our business, goodwill, result of operations and financial condition.

8. ***Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.***

The demand for our products depends on quality that we manufacture and market. Any failure of ours to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

***9. We operate in a highly competitive industry, which could limit our ability to grow.***

We compete with a range of organized and unorganized competitors, depending on the nature and location of goods provided. Such competitors collectively compete with the majority of our product. The market for forging is highly competitive with few organized players and localised smaller unorganised players. Important factors affecting competition in the sector include, existing relationship with the clients, reliability, quality, price, past track record. Our competitor's companies that may have greater financial, marketing or other resources than we do and, therefore, may be better able to compete for new work and skilled professionals. Our competitors may be willing and able to develop and provide product offerings faster or at a lower price than us. Our competitors also may affect our business by entering into exclusive arrangements with existing or potential clients. Growing competition may result in a decline in our market share and force us to reduce our margins and revenues. There can be no assurance that we will be able to compete successfully against such competitors or that we will not lose our key employees or clients to such competitors. Additionally, we believe that our ability to compete also depends in part on factors outside our control, such as the availability of skilled resources, the price at which our competitors offer comparable services, and the extent of our competitors' responsiveness to their clients' needs. If we are unable to remain sufficiently competitive, or are unable to keep pace with them, our business and operating results will be adversely affected.

***10. Our Company is dependent on third party logistics service providers, with whom we have no formal arrangements, for the delivery of our finished goods and any disruption in their operations or a decrease in the quality of their services or an increase in the transportation costs could adversely affect our Company's reputation and results of operations.***

We primarily depend on third party logistics service providers to deliver our finished goods to our customer. Such logistics providers are arranged on spot basis and in certain cases may not be insured for the full value of the load that they are carrying in case of domestic sale. We also rely on third parties logistic service providers, with whom we have no formal arrangement, to provide trucking, shipping and other transportation facilities for the transfer of finished goods to port or customer's country depending upon the requirement. These transportation facilities may not be adequate to support our existing and future operations and there may be disruptions of transportation and logistics services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure and seaport facilities. Also we do not own any trucks or commercial transport vehicles and primarily use third-party logistics providers for all operations. In addition, any increase in the charges imposed by the operators of transportation and logistics facilities would significantly impact our costs and results of our operations. Any disruption of any of our transportation routes or facilities may adversely affect our business, financial condition, results of operations and cash flows.

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

Our manufacturing process requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company very high and thus to meet our electricity requirements, we have a sanctioned load power capacity from West Bengal State Electricity Distribution Company Limited. Any disruption / non-availability of power or failure on our part to arrange alternate sources of electricity, in a timely manner and at an acceptable cost shall directly affect our production which in turn shall have an impact on operations and results of our Company.

***12. The industry in which we operate is labour intensive and our manufacturing operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

Our industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

***13. Our manufacturing operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.***

Our manufacturing facility is located at, Kolkata, West Bengal. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is also susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. In past, there have been two instances where our facility met with a fire situation. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. Further, continuous addition of industries in and around our manufacturing facilities without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

***14. Our ability to remain competitive may be adversely affected by rapid technological changes and our ability to access such technology.***

The Forging industry continues to undergo significant technological developments. We may not be successful in adopting new technologies or may lose market share to our competitors if the technology that we adopt are not as technologically sound, user-friendly, widely accessible or appealing to clients as those adopted by our competitors. Further, advances in technologies or alternative technologies, could have a negative effect on our business. Other competitor companies may have greater financial strength to adopt new growing technological trends ahead of us. In order to remain competitive, we could be required to upgrade our technology, and any failure to do so could have a material adverse effect on our business, prospects, financial condition and results of operations.

***15. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, which could have an adverse impact on our income and cash flows. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts may adversely impact the supply of raw material and local transportation. Should our supply of raw materials be disrupted, we may not be able to procure an alternate source of supply in time to meet the demands of our customers. Such disruption to supply would materially and adversely affect our business, profitability and reputation. In addition, disruptions to the delivery of product to our customer may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. To improve our line capability, we try to stock our inventory at our manufacturing facility. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. If we over-stock inventory, our capital requirements will increase and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any mismatch between our planning and actual consumer consumption could lead to potential excess inventory or out-of-stock situations, either of which could have an adverse effect on our business, financial condition and results of operation.

***16. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. We face breakdown in our manufacturing process due to non-availability of raw material, excessive increase or expected increase in price of raw materials. Further, Company is currently fully dependent on the labours. So if, labours initiate strike then Company may face a breakdown in its manufacturing facility. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in

respect of such products. While we have not yet experienced any material delay, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income.

***17. Activities involving our manufacturing process can be dangerous and can cause injury to people or property in certain circumstances.***

A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand. Our business 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 facilities and maintain what we believe to be adequate insurance, there is a risk that an accident or death may occur in one of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects. In particular, if operations at our manufacturing facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

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.

***18. Our business involves usage of manpower and any unavailability of our employees or shortage of contract labour or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations.***

Our business involves usage of manpower and we are dependent on the availability of our permanent employees and the supply of a sufficient pool of labourers. Unavailability or shortage of such a pool of workmen or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations. We may not be able to secure the required number of labourers required for the timely execution of our projects for a variety of reasons including, but not limited to, possibility of disputes with sub-contractors, strikes, less competitive rates. We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage, working conditions, employee insurance, and other such employee benefits and any changes to existing labour legislations, including upward revision of wages required by such state governments to be paid to such contract labourers, limitations on the number of hours of work or provision of improved facilities, such as food or safety equipment, may adversely affect our business and results of our operations. Further, there can be no assurance that disruptions in our business will not be experienced if there are strikes, work stoppages, disputes or other problems with sub-contractors or contract labourers deployed at our projects. This may adversely affect our business and cash flows and results of operations.

***19. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.***

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity. Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

***20. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the timeframe anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business In addition, we are subject to laws and regulations relating to, among others, environmental approvals in respect of the project, minimum wages, working hours, health and safety of our labourers and requirements of registration of contract labour. Although we believe that our contractual arrangements are substantially in compliance with such laws and regulations, statutory authorities may allege non-compliance and we cannot assure you that we will not be subject to any such regulatory action in the future, including penalties, seizure of land and other civil or criminal proceedings. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled ***"Key Industry Regulations and Policies"*** and ***"Government and Other Statutory Approvals***" beginning on page 123 and 191 respectively of this Prospectus.

***21. Heavy dependence on our Promoters for the continued success of our business through his continuing services, strategic guidance and support.***

We are heavily dependent upon the continued services of our Promoters, along with support of our management team for the continuous success and growth of our organization. Our promoters are responsible for the execution of our day-to-day business affairs. The loss of our Promoters or failure to recruit suitable or comparable replacements could have an adverse effect on our business operations and growth strategies. For Details of our Promoters, please refer chapter titled ***"Our Promoters and Promoter Group"*** beginning on Page 158 of this Prospectus.

***22. Our Company does not have any long-term agreements with their clients and is subject to uncertainties in demand for our services.***

We do not have any long-term agreements with our clients and such agreements are typically terminable by our clients without cause on a short notice period. As a result, our clients can terminate their relationship with us due to circumstances beyond our control, such as more competitive option offered by our competitors which could materially and adversely impact our business. We believe that we have satisfactory business relations with our clients and have received continued business from them in the past but there is no certainty that the same will continue in the future, which could materially affect our business, results of operations and financial condition.

***23. There are certain discrepancies / errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956 / 2013. Any penalty or action taken by any regulatory authorizes in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.***

Our company has missed to comply with certain statutory provisions in the past including but not limited to the details as mentioned in this risk factor. There are few discrepancies noticed in some of our corporate records relating to adhering with the provisions of SS-1 and SS-2 of the Companies Act, 2013. Our company inadvertently missed to enclose explanatory statement or resolutions in forms viz. MGT-14. In the Annual Return filed by the Company, some of the documents attached in the forms are not duly stamped and signed. There has been share transfer in the financial year 2016, 2017 and 2018, no attachment pertaining to same is attached. The MGT-7 for the financial year 2020 is corrupted, and unable to open said form. However, upon identifying such non-compliance, the company started adhering the same.

Although no notices have been issued upon our Company yet but there may be instances where by notices may be issued to our company and fines or penalties may also be imposed upon our Company, which may adversely affect our administration from compliance perspective. There can be no assurance that no penal action will be taken against us by the regulatory authorities with respect to the non-compliances. If any adverse actions are taken against us, our financial results could be affected.

Additionally, we have strengthened our internal compliance system by introducing the 'Maker Checker' System and have undertaken steps to update the internal database with latest circulars and amendments to ensure future compliance. In the event the Company fails to submit the requisite disclosures to the regulators in the future, then the Company may be penalised by the regulators and the same may affect our results of operations.

***24. We require several approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of "Amic Forging Limited" from "Amic Forging Private Limited" pursuant to name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-obtaining or non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. For example, some of our agreements have been entered in the name of Amic Forging Private Limited. We are required to keep already obtained valid key approvals such as Tax Registrations, Shops and Establishment Act License, for running our operations in a smooth manner. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled ***"Key Industry Regulations and Policies"*** and ***"Government and Other Statutory Approvals"*** at pages 123 and 191 respectively of this Prospectus.

***25. We face significant risk with regard to length of time needed to complete each project and there could be unscheduled delays and cost overruns in relation to our ongoing and future projects.***

As on the date of this Prospectus, our Company is recognized by our clients for quality and timely execution of the projects undertaken. There has not been any material past instances of unscheduled delays with respect to our completed projects and phases thereof that have caused any material cost overruns. However, our business is extremely dynamic in nature and there could be unscheduled delays and cost overruns in relation to our ongoing or forthcoming projects. During the time there can be changes to the national, state and local business conditions and regulatory environment, local market conditions, perception of prospective clients with respect to the convenience and attractiveness of the project and changes with respect to competition from other companies. Further, any changes to the business environment such as non-availability of raw materials or increase in cost of construction materials during such time may affect the cost and revenues associated with the project and may ultimately affect the timelines of a project. We cannot assure you that we will be able to complete our projects within the expected budgets and time schedules at all. We may be penalized from the regulatory authorities as well as our client for delay in completion of project.

***26. Significant security breaches in our computer systems and network infrastructure and fraud could adversely impact our business.***

We seek to protect all the computer systems and network infrastructure in our offices from physical break-ins as well as security breaches and other disruptive problems. Computer break-ins and power disruptions could affect the security of information stored in and transmitted through these computer systems and networks. To address these issues and to minimise the risk of security breaches we employ security systems, including firewalls and intrusion detection systems, conduct periodic penetration testing for identification and assessment of potential vulnerabilities and, use encryption technology for transmitting and storing critical data such as passwords. However, these systems may not guarantee prevention of frauds, break-ins, damage and failure. A significant failure in security measures could have an adverse effect on our business.

***27. The average cost of acquisition of Equity Shares by the Promoters, may be less than the Issue Price.***

The average cost of acquisition of Equity Shares by the Promoters, may be less than the Issue Price. The details of the average cost of acquisition of Equity shares held by the Promoters are set out as below:

| Name of the Promoters | Average Cost of Acquisition (₹) |
|---|---|
| Mr. Girdhari Lal Chamaria | 4.74 |
| Mr. Anshul Chamaria | 4.84 |
| Ms. Manju Chamaria | 12.17 |
| Ms. Rashmi Chamaria | 8.19 |

***28. Our success depends in large part upon our qualified personnel, including our senior management, directors and key personnel and our ability to attract and retain them when necessary.***

Our operations are dependent on our ability to attract and retain qualified personnel. While we believe that we currently have adequate qualified personnel, we may not be able to continuously attract or retain such personnel, or retain them on acceptable terms, given the demand for such personnel. The loss of the services of our qualified personnel may adversely affect our business, results of operations and financial condition. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the qualified employees that our business requires. Furthermore, our senior management team is integral to the success of our business. However, we cannot assure you that we will be able to retain any or all of our management team. Any loss of our senior management or key personnel or our inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of ongoing and planned projects and our ability to develop, maintain and expand customer relationships.

***29. We continue to explore the diversification of our business and the implementation of new services. These diversifications and our other strategic initiatives may not be successful, which may adversely affect our business and results of operations.***

In order to achieve our goal, we are constantly evaluating the possibilities of expanding our business through new models, innovations and / or starting new services. Although we believe that there are synergies between our current business and our expansion plans, we do have experience or expertise in these new areas. These new businesses and modes of delivery and the implementation of our strategic initiatives may pose significant challenges to our administrative, financial and operational resources, and additional risks, including some of which we are not aware of. The early stages and evolving nature of some of our businesses also make it difficult to predict competition and consumer demand therein. Our strategic initiatives require capital and other resources, as well as management attention, which could place a burden on our resources and abilities. In addition, we cannot assure you that we will be successful in implementing any or all of our key strategic initiatives. If we are unable to successfully implement some or all of our key strategic initiatives in an effective and timely manner, or at all, our ability to maintain and improve our leading market position may be negatively impacted, which may have an adverse effect on our business and prospects, competitiveness, market position, brand name, financial condition and results of operations.

***30. We will continue to be controlled by our Promoters and certain related entities after the completion of the Issue.***

As of the date of this Prospectus, our Promoters and Promoter Group hold maximum part of the issued, subscribed and paid-up equity share capital of our Company. Upon completion of the Issue, our Promoters and certain members of the Promoter Group together will hold 57.74% of our equity share capital, which will allow them to continue to control the outcome of matters submitted to our Board or shareholders for approval. After this Issue, our Promoters will continue to exercise significant control or exert significant influence over our business and major policy decisions, including but not limited to the following:

- controlling the election of directors;
- controlling the selection of senior management;
- approving significant corporate transactions, including acquisitions and disposals of our assets or business, or change of control transactions;
- making overall strategic and investment decisions;
- approving our annual budgets; and
- amending our Memorandum and Articles of Association.

The interests of our Promoters and certain members of the Promoter Group may conflict with your interests and the interests of our other shareholders, and our Promoters and certain members of the Promoter Group could make decisions that may adversely affect our business operations, and hence the value of your investment in the Equity Shares.

***31. We are dependent on third party vendors for delivery of materials required to us from our suppliers and delivery of our products to our clients. Any failure on part of such vendors to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.***

We are engaged in the business of manufacturing of Forging. We also required certain materials which we source from third party vendors. Our success depends on the smooth supply and transportation of the various materials required for our projects delivering to our customers which are subject to various uncertainties and risks. In addition, these materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials which may also affect our business and our results of operation adversely. A failure to maintain a continuous supply of materials in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

***32. Our business may be affected by severe weather conditions and other natural disasters.***

Our business activities may be materially and adversely affected by severe weather conditions, which may force us to evacuate personnel or curtail services, or suspend our operations or postpone delivery of materials to our worksites. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our operations. High temperatures during summer months and the monsoon season could limit our ability to carry on our activities or to fully utilize our resources.

***33. Our funding requirements and the deployment of Net Proceeds are based on management estimates and have not been independently appraised.***

Further, our management will have discretion in the application of the Net Proceeds, and there is no assurance that the Objects of the Issue will be achieved within the time frame expected or at all. We intend to use the Net Proceeds for the purposes described under ***"Objects of the Issue"*** on page 79 which includes Purchase of Land, Purchase of Equipments to Facilitate Manufacturing, Funding of working Capital Requirements of our company and balance shall be utilised for General Corporate Purposes. Our funding requirements and the deployment of the Net Proceeds are based on management estimates for which we have relied on internal assumptions and such assumptions have not been appraised by any independent agency. While we believe that utilization of Net Proceeds for repayment of loans would help us to reduce our cost of debt and enable the utilization of our internal accruals for further investment in business growth and expansion, the repayment of loans will not result in the creation of any tangible assets for our Company. Given the nature of our business and due to various uncertainties involved, we may be unable to utilize the Net Proceeds within the time frame or as per the schedule of deployment that we currently estimate. In the case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by means available to us, including internal accruals and additional equity and/or debt arrangements.

***34. Brand recognition is important to the success of our business, and our inability to build and maintain our brand names will harm our business, financial condition and results of operation.***

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant amount of resources, financial and otherwise, on establishing and maintaining our brand, no assurance can be given that our brand names will be effective in attracting and growing user and client base for our businesses or that such efforts will be cost-effective, which may negatively affect our business, financial condition and results of operations.

***35. General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

Our business is highly dependent on economic and market conditions in India and other jurisdictions where we operate. General economic and political conditions in India, such as macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly and the

Indian capital markets have experienced significant volatility in the past. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

***36. Major fraud, lapses of internal control or system failures could adversely impact the company's business.***

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

***37. We continue to explore the diversification of our business and the implementation of new products. These diversifications and our other strategic initiatives may not be successful, which may adversely affect our business and results of operations.***

In order to achieve our goal, we are constantly evaluating the possibilities of expanding our business through new models, innovations and/or starting new products. Although we believe that there are synergies between our current business and our expansion plans, we do have experience or expertise in these new areas. These new businesses and modes of delivery and the implementation of our strategic initiatives may pose significant challenges to our administrative, financial and operational resources, and additional risks, including some of which we are not aware of. The early stages and evolving nature of some of our businesses also make it difficult to predict competition and consumer demand therein. Our strategic initiatives require capital and other resources, as well as management attention, which could place a burden on our resources and abilities. In addition, we cannot assure you that we will be successful in implementing any or all of our key strategic initiatives. If we are unable to successfully implement some or all of our key strategic initiatives in an effective and timely manner, or at all, our ability to maintain and improve our leading market position may be negatively impacted, which may have an adverse effect on our business and prospects, competitiveness, market position, brand name, financial condition and results of operations.

***38. Our inability to manage growth could disrupt our business and reduce our profitability. We propose to expand our business activities in coming financial years.***

We expect our future growth to place significant demands on both our management and our resources. This will require us to continuously evolve and improve our operational, financial and internal controls across the organisation. In particular, continued expansion increases the challenges we face in:

- Our ability to acquire and retain clients for our product;
- Services, products or pricing policies introduced by our competitors;
- Capital expenditure and other costs relating to our operations;
- The timing and nature of, and expenses incurred in, our marketing efforts;
- Recruiting, training and retaining sufficient skilled technical and management personnel;
- Adhering to our high quality and process execution standards;
- Maintaining high levels of customer satisfaction;
- Developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems.

You should not rely on yearly comparisons of our results of operations as indicators of future performance. It is possible that in some future periods our results of operations may be below the expectations of public, market analysts and investors. If we are unable to manage our growth it could have an adverse effect on our business, results of operations and financial condition.

***39. Our Company has a negative cash flow in its operating activities for the period ended on June 30, 2023 and financial year ended on March 31, 2023, in its investing activities in the year 2023, 2022 and 2021 details of which are given below and in its financing activities for the period ended on June 30, 2023 and financial year ended on March 31, 2023. Sustained negative cash flow could impact our growth and business.***

Our Company had negative cash flows from our operating activities as well as investing activities in the previous year(s) as per the Restated Consolidated Financial Statements and the same are summarized as under:

***(₹ in lakh)***

| Particulars | For the period ended on June 30, | For the financial year ended on March 31, | | |
|---|---|---|---|---|
| | 2023 | 2023 | 2022 | 2021 |
| Net cash (used in) / generated from Operating Activities | (9.85) | 1,777.98 | 585.39 | (212.21) |
| Net cash (used in) / generated from Investing Activities | 120.26 | (1,259.75) | (1,158.87) | (184.68) |
| Net cash (used in) / generated from Financing Activities | (114.80) | (526.73) | 576.34 | 396.55 |
| Net increase / (decrease) in Cash and Cash Equivalents | (4.39) | (8.50) | 2.86 | (0.33) |

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

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

Our Company has entered into various transactions with our Promoters and Promoter Groups to an extent of 20% of the revenue for the financial year ended on March 31, 2023 and to an extent of 16% of the revenue for the period ended on June 30, 2023. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter **"*Related Party Transactions*"** beginning on page **164** of this Prospectus.

***41. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.***

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

***42. The nature of our business exposes us to liability claims and contract disputes and our indemnities may not adequately protect us. Any liability in excess of our reserves or indemnities could result in additional costs, which would reduce our profits.***

Time is often of the essence in our business work. In the event there are delays in our current or future service, we will not be able to get extensions from our customers. Further, in some contracts, in case of delay due to deficiency in services by us, clients may have the right to complete the work at our risk and cost by engaging a third party. In the event we fail to perform under the terms of a particular contract, that could adversely affect our financial conditions and business operations. Failure to effectively cover ourselves against any of these reasons could expose us to substantial costs and potentially lead to material losses. In addition, if there is a customer dispute regarding our performance or workmanship, the customer may delay or withhold payment to us.

***43. Employee fraud or misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.***

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or

financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. While we have not been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any such unauthorized transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

***44. Our operations may be adversely affected in case of industrial accidents at our working sites.***

Usage of heavy machinery, handling of sharp parts of machinery by labour during production processor otherwise, short circuit of power supply for machines, etc. may result in accidents and fires, which could cause indirect injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Further, our plant and machinery and personnel may not be covered under adequate insurance for occurrence of particular types of accidents which could adversely hamper our cash flows and profitability.

***45. Our operating expenses include overheads that may remain fixed in the medium term. In case there is any decline in our operating performance, we may be unable to reduce such expenses.***

Our operating expenses include various fixed costs, which are as such, not dependent on sales revenue. Any shortfall in sales may cause significant variations in operating results in any particular quarter, as we would not be able to reduce our fixed operating expenses in the short term. The effect of any decline in sales may thereby be magnified because a portion of our earnings are committed to paying these fixed costs. Accordingly, we believe that period-to-period comparisons of our results may not necessarily give a correct presentation of the performance and should not be relied upon as indications of future performance.

***46. Delays or defaults in payments from our clients could result into a constraint on our cash flows. The efficiency and growth of our business depends on timely payments received from our clients.***

In the event, our client's default or delay in making payments and clearing their dues, we may not have adequate resources to fund our business and implement our growth plans. This could have an adverse effect on the results of operations and our financial condition.

***47. Our insurance coverage may not adequately protect us against losses, and successful claims against us that exceed our insurance coverage could harm our results of operations and diminish our financial position.***

We maintain insurance coverage of the type and in the amounts that we believe are commensurate with our operations. Our insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage. In addition, there are various types of risks and losses for which we do not maintain insurance, such as losses due to business interruption and natural disasters, because they are either uninsurable or because insurance is not available to us on acceptable terms. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes in our insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect our business, future financial performance and results of operations.

***48. There are no alternate arrangements for meeting our requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our working capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not yet identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer chapter titled "***Objects of the Issue***" on page 79 of this Prospectus.

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

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

***50. Guarantees from Promoters & Directors as well as others have been taken in relation to the debt facilities provided to us.***

In an event any of the guarantors withdraws or terminates this guarantee, the lender for such facilities may ask for alternate guarantee/s, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantee/s satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled "***Statement of Financial Indebtedness***" beginning on page 185 of this Prospectus.

***51. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "***Dividend Policy***" on page 168 of this Prospectus.

***52. Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm the results of operations and our financial condition.***

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, through collaborations, tie-ups, strategic alliances, partnerships or joint venture across the country and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and negotiating with several potential partners, we have not entered into any definitive agreements. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and marketing functions and the diversion of management's time and focus from operating our business to addressing challenges pertaining to acquisition and integration. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could result in our failure to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

***53. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

***54. Some of the KMPs is associated with our company for less than one year.***

Our Key Management Personnel, Chief Financial officer and Company Secretary & Compliance Officers are associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter "***Our Management***" beginning on page 138 of this Prospectus.

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

In accordance with Indian law and practice, permission to list the Equity Shares will not be granted until after the Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of our Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

***56. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of Our Company.***

Since, the Issue size is less than ₹10,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

***57. Negative publicity could adversely affect our revenue model and profitability.***

We work in the market where trust of the customers on us and upon the services provided by us matters a lot. Any negative publicity regarding our company or the services rendered by the company due to any other unforeseen events may affect our reputation and image which leads to the adverse effect on our business and goodwill as well.

***58. Forging Industry information included in this Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

***59. The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources band management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

**Issue Specific Risks:**

***60. There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

***61. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.***

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including*:*

a. Volatility in the Indian and global capital market;

b. Company's results of operations and financial performance;

c. Performance of Company's competitors,

d. Adverse media reports on Company or pertaining to the agriculture Industry;

e. Changes in our estimates of performance or recommendations by financial analysts;

f. Significant developments in India's economic and fiscal policies; and

*g.* Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

***62. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.***

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

***63. The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.***

The Issue price of our equity Shares has been determined by Book Built Method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details you may refer chapter titled "***Basis for Issue Price****"* beginning on the page 89 of this Prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.

- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

***64. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the Trading price of the Equity Shares.***

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

**EXTERNAL RISKS**

**Industry Related Risks:**

***65. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***

Our business and industry are regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

***66. Malpractices by some players in the industry affect overall performance of emerging Companies***

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like us as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

**Other Risks:**

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed ₹ 1,00,000.00 p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹ 1,00,000.00 pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of

other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

***68. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus.***

As stated in the reports of the Auditor included in this Prospectus under chapter "***Restated Consolidated Financial Statements***" beginning on page 169 the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBIICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

***69. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

***70. Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.***

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

***71. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in this Prospectus.***

While facts and other statistics in this Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "***Our Industry***" beginning on page 100 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

***72. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency a magnitude, which may negatively affect our stock prices.

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

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

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

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

***75. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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

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

## SECTION IV: INTRODUCTION

## THE ISSUE

Present Issue in Terms of this Prospectus

| Particulars | No. of Equity Shares |
|---|---|
| Equity Shares Offered through Public Issue [(1) (2)] | Issue of 27,62,000 Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ 126.00 per Equity Share aggregating to ₹ 3,480.12 Lakhs |
| ***Out Of Which:*** | |
| Reserved for Market Maker | 1,39,000 Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ 126.00 per Equity Share aggregating ₹ 175.14 Lakhs |
| Net Issue to the Public* | 26,23,000 Equity Shares of face value of ₹ 10.00 each fully paid of the Company for cash at price of ₹ 126.00 per Equity Share aggregating ₹ 3,304.98 Lakhs |
| ***Of which:*** | |
| A. QIB Portion [(3)(4)] | Not more than 13,10,000 Equity Shares (not more than 50%) aggregating to ₹ 1,650.60 Lakhs |
| ***Of which:*** | |
| i) Anchor Investor Portion | 7,86,000 Equity Shares aggregating to ₹ 990.36 Lakhs |
| ii) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed) | 5,24,000 Equity Shares aggregating to ₹ 660.24 Lakhs |
| ***Of which:*** | |
| a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion) | Upto 26,000 Equity Shares aggregating to ₹ 32.76 Lakhs |
| b)Balance of QIB Portion for all QIBs including Mutual Funds | Upto 4,98,000 Equity Shares aggregating to ₹ 627.48 Lakhs |
| B. Non-Retail Investors Portion | Not less than 3,94,000 Equity Shares aggregating to ₹ 496.44 Lakhs |
| C. Retail Investors Portion | Not less than 9,19,000 Equity Shares aggregating to ₹ 1,157.94 Lakhs |
| ***Pre and Post Issue Share Capital of our Company:*** | |
| Equity Shares outstanding prior to the Issue | 77,26,410 Equity Shares |
| Equity Shares outstanding after the Issue* | 1,04,88,410 Equity Shares |
| Use of Issue Proceeds | For details, please refer chapter titled '***Objects of the Issue'*** beginning on page no. 79 of this Prospectus. |

**Subject to finalisation of the Basis of Allotment*

**Notes:**

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

2) The present Issue has been authorized pursuant to a resolution of our Board dated August 10, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on August 21, 2023.

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

4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws. Our Company in consultation with the Book Running Lead Manager, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor.

5) Our Company in consultation with the Book Running Lead Manager, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. For further details, please refer section titled ***"Issue Procedure"*** beginning on page 217 of this Prospectus.

## SUMMARY OF FINANCIAL STATEMENTS

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**
**RESTATED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES**

***(Amount in Lakhs)***

| Particulars | | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|---|
| **I.** | **EQUITY AND LIABILITIES** | | | | |
| **1** | **Shareholders' Funds** | | | | |
| | (a) Share Capital | 85.85 | 85.85 | 71.07 | 71.07 |
| | (b) Reserves and Surplus | 2,252.58 | 1,897.90 | 696.21 | 609.62 |
| **2** | **Non-Current liabilities** | | | | |
| | (a) Long-term Borrowings | 387.39 | 425.12 | 962.54 | 392.19 |
| | (b) Deferred Tax Liabilities (Net) | 25.81 | 19.80 | 12.34 | 10.43 |
| | (c) Long-term Provisions | 14.82 | 12.46 | 6.36 | 1.79 |
| **3** | **Current Liabilities** | | | | |
| | (a) Short-term Borrowings | (100.01) | (39.95) | 108.78 | 44.31 |
| | (b) Trade Payables | | | | |
| | -Due to Micro, Small and Medium Enterprises | | | | |
| | -Due to Other than Micro, Small and Medium Enterprises | 2,139.23 | 2,914.74 | 1,250.10 | 463.14 |
| | (c) Other Current Liabilities | 1,562.01 | 789.64 | 55.98 | 29.45 |
| | (d) Short-term Provisions | 0.16 | 2.43 | 0.49 | 0.08 |
| | **TOTAL** | **6,367.84** | **6,107.99** | **3,163.87** | **1,622.07** |
| **II.** | **ASSETS** | | | | |
| **1** | **Non-current Assets** | | | | |
| | Property, Plant & Equipment & | | | | |
| | (a) Intangible Assets | | | | |
| | (i) Property, Plant & Equipment | 1,005.34 | 781.68 | 530.99 | 407.14 |
| | (ii) Intangible Assets | - | - | - | - |
| | (ii) Capital Work-in-progress | - | - | - | - |
| | (b) Non- Current Investments | 765.09 | 765.34 | 250.00 | 150.00 |
| | (c) Long-term Loans and Advances | 1,098.09 | 1,434.05 | 903.09 | - |
| | (d) Other Non-Current Assets | 40.66 | 37.90 | 34.45 | 33.07 |
| **2** | **Current Assets** | | | | |
| | (a) Inventories | 320.58 | 646.21 | 21.40 | 103.12 |
| | (b) Trade Receivables | 2,315.95 | 2,174.39 | 1,387.46 | 901.04 |
| | (c) Cash and Cash Equivalents | 5.60 | 9.99 | 18.48 | 15.63 |
| | (d) Short Term Loans & Advances | 41.69 | 32.56 | - | - |
| | (e) Other Current Assets | 774.84 | 225.87 | 18.00 | 12.08 |
| | **TOTAL** | **6,367.84** | **6,107.99** | **3,163.87** | **1,622.07** |

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**
**RESTATED CONSOLIDATED STATEMENT OF PROFIT & LOSS**

*(Amount in Lakhs)*

| Particulars | For the period ended 30.06.2023 | For the Year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Revenue from Operations | 2,954.57 | 11,585.41 | 7,111.97 | 2,640.88 |
| Other Income | 24.75 | 97.60 | 26.86 | 2.49 |
| **Total Income** | **2,979.32** | **11,683.01** | **7,138.82** | **2,643.37** |
| **Expenses:** | | | | |
| Cost of Material Consumed | 2,353.40 | 9,993.38 | 6,772.94 | 2,377.61 |
| Change in Inventories | - | - | 9.90 | 49.69 |
| Employee Benefit Expenses | 30.39 | 103.77 | 50.46 | 12.64 |
| Finance Cost | 13.16 | 79.08 | 63.31 | 30.54 |
| Depreciation and Amortization Expenses | 17.05 | 60.35 | 58.74 | 44.77 |
| Other Expenses | 75.00 | 131.30 | 59.49 | 49.01 |
| **Total Expenses** | **2,489.01** | **10,367.89** | **7,014.84** | **2,564.27** |
| **Profit before Extraordinary Items** | **490.31** | **1,315.12** | **123.98** | **79.11** |
| Extraordinary Items- | | | | |
| -Prior Period Items-Gratuity | - | - | - | 1.19 |
| **Profit Before Tax** | **490.31** | **1,315.12** | **123.98** | **77.92** |
| **Tax Expenses:** | | | | |
| Current Tax | 124.35 | 327.65 | 35.48 | 19.27 |
| Prior Period Tax | - | - | - | 1.04 |
| Deferred Tax | 6.02 | 7.46 | 1.91 | 1.34 |
| **Profit After Tax** | **359.94** | **980.01** | **86.59** | **56.27** |
| Add: Share of Profit/(Loss) of Associate | (0.25) | 0.00 | - | - |
| **Profit/(Loss) for the year** | **359.69** | **980.01** | **86.59** | **56.27** |
| **Earnings per equity share:** | | | | |
| Basic (in Rs.) | 41.90 | 127.58 | 12.18 | 9.10 |
| Diluted (in Rs.) | 41.90 | 127.58 | 12.18 | 9.10 |

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**
**RESTATED CONSOLIDATED CASH FLOW STATEMENT**

***( Amount in Lakhs)***

| | Particulars | For the Period ended 30th June, 2023 | For the Year ended 31st March, 2023 | For the Year ended 31st March, 2022 | For the Year ended 31st March, 2021 |
|---|---|---|---|---|---|
| A | **CASH FLOW FROM OPERATING ACTIVITIES:** | | | | |
| | Net Profit before tax | 490.31 | 1,315.12 | 123.98 | 77.92 |
| | Depreciation | 17.05 | 60.35 | 58.74 | 44.77 |
| | (Profit)/Loss on sale of car | | | 0.05 | - |
| | Share of profit of LLP | (0.25) | | | |
| | Interest Received | (24.75) | (97.60) | (26.86) | (2.49) |
| | Gratuity Expenses | - | - | - | - |
| | Finance Cost | 12.00 | 77.05 | 58.48 | 24.14 |
| | **Operating Profit before Working Capital Charges** | **494.35** | **1,354.92** | **214.40** | **144.34** |
| | **Adjusted for:** | | | | |
| | (Increase)/Decrease in Trade Receivable | (141.56) | (786.93) | (486.42) | (596.08) |
| | (Increase)/Decrease in Inventories | 325.63 | (624.80) | 81.71 | (14.24) |
| | (Increase)/Decrease in Short-term Loan and Advances | (9.13) | (32.56) | - | - |
| | (Increase)/Decrease in Other Current Asset | (548.97) | (207.87) | (5.92) | - |
| | Increase/(Decrease) in Trade Payables | (775.51) | 1,664.64 | 786.96 | 257.41 |
| | Increase/(Decrease) in Other Non-Current Assets | (2.76) | (3.45) | (1.38) | |
| | Increase/(Decrease) in Long Term provision | 2.36 | 6.10 | 4.57 | 1.79 |
| | Increase/(Decrease) in Short Term provision | (2.27) | 1.94 | 0.42 | 0.08 |
| | Increase/(Decrease) in Current Liabilities | 772.37 | 733.66 | 26.53 | 7.38 |
| | **Net cash generated/ (used in) from operating activities** | **114.50** | **2,105.64** | **620.87** | **(199.33)** |
| | Income Tax Paid | (124.35) | (327.65) | (35.48) | (12.45) |
| | **Net Cash Flow before Exceptional items** | **(9.85)** | **1,777.98** | **585.39** | **(211.78)** |
| | Prior period adjustment | | | | (0.43) |
| | **Net Cash Flow from Operating Activities** | **(9.85)** | **1,777.98** | **585.39** | **(212.21)** |
| B | **CASH FLOW FROM INVESTING ACTIVITIES:** | | | | |
| | Purchase of Property, Plant & Equipment | (240.71) | (311.04) | (184.48) | (26.59) |
| | Sale of Property, Plant & Equipment | - | - | 1.84 | - |
| | (Purchase)/Sale of Non-current Investments | 0.25 | (515.34) | (100.00) | (150.00) |
| | Interest Received | 24.75 | 97.60 | 26.86 | 2.49 |
| | Loans and Advances (Net) | 335.96 | (530.97) | (903.09) | (10.58) |
| | **Net Cash used in Investing Activities (B)** | **120.26** | **(1,259.75)** | **(1,158.87)** | **(184.68)** |
| C | **CASH FLOW FROM FINANCING ACTIVITIES:** | | | | |
| | Issue of Share Capital | - | 236.47 | - | 162.96 |
| | Issue related expenses | (5.00) | | | |
| | Proceeds / Repayment of Borrowings | (97.80) | (686.15) | 634.82 | 257.73 |
| | Interest Paid | (12.00) | (77.05) | (58.48) | (24.14) |
| | **Net Cash used in Financing Activities (C)** | **(114.80)** | **(526.73)** | **576.34** | **396.55** |
| | **Net Increase/(Decrease) in Cash and Cash Equivalents** | **(4.39)** | **(8.50)** | **2.86** | **(0.33)** |
| | **Cash and Cash Equivalents at the beginning of the year** | **9.99** | **18.49** | **15.63** | **15.96** |

| | | | | |
|---|---|---|---|---|
| **Cash and Cash Equivalents at the end of the year** | **5.60** | **9.99** | **18.49** | **15.63** |

Note :-
1. Components of Cash & Cash Equivalent

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| a. Balances with banks | | | | |
| - Current Accounts | 0.15 | 0.15 | 0.29 | 0.39 |
| - Fixed deposit Accounts | | - | 11.85 | 11.32 |
| - Share Application Account | | | - | 0.27 |
| b. Cash on hand (As certified by the management) | 5.44 | 9.84 | 6.35 | 3.66 |
| **Total** | **5.60** | **9.99** | **18.48** | **15.63** |

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
3. Figures in Brackets represents outflow.

## SECTION V: GENERAL INFORMATION

Our Company was originally incorporated on June 19, 2007 as a private limited company in the name of "Kali Mata Forging Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Further, we changed our name from "Kali Mata Forging Private Limited" to "Amic Forging Private Limited" through a special resolution passed by our shareholders in an Extra Ordinary General Meeting held on January 02, 2017. The registrar of companies, Kolkata, issued a fresh certificate of incorporation dated January 09, 2017. Subsequently, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on January 04, 2023 our Company was converted from a private limited company to public limited company and the name of our Company was changed to "Amic Forging Limited" and a fresh certificate of incorporation consequent to conversion was issued on August 09, 2023 by the Registrar of Companies, Kolkata bearing Corporate Identification Number U27100WB2007PLC116674.

For details in relation to the incorporation, Registered Office and other details, please refer to the chapter titled ***"Our History and Certain Other Corporate Matters"*** beginning on page 134 of this Prospectus.

| **BRIEF COMPANY AND ISSUE INFORMATION** | |
|---|---|
| **Registration Number** | 116674 |
| **Corporate Identification Number** | U27100WB2007PLC116674 |
| **Date of Incorporation as Private Limited Company** | June 19, 2007 |
| **Date of Incorporation as Public Limited Company** | August 09, 2023 |
| **Address of Registered Office** | 3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India<br>**Tel:** 033 – 40668190<br>**Email:** amic@amicforgings.com<br>**Website:** https://amicforgings.com/ |
| **Factory Address** | 2/A/7/A, N. T. Road II (W-22), Baidyabati, Hooghly-712222, India. |
| **Address of Registrar of Companies** | **Registrar of Companies, West Bengal at Kolkata**<br>Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700020, West Bengal, India.<br>**Tel–** 033-2287 7390<br>**Fax–** 033-22903795<br>**Email:** roc.kolkata@mca.gov.in<br>**Website:** www.mca.gov.in |
| **Designated Stock Exchange** | **BSE Limited**<br>**(SME Platform of BSE Limited)**<br>P J Towers, Dalal Street, Fort, Mumbai – 400001, Maharashtra, India. |
| **Issue Programme** | Anchor Portion Issue Opened/Closed on: Tuesday, November 28, 2023<br>Issue Opened on: Wednesday, November 29, 2023<br>Issue Closed on: Friday, December 01, 2023 |
| **Chief Financial Officer** | **Mr. Anshul Chamaria**<br>3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India<br>**Tel:** 033 – 40668190<br>**Email:** anshul@amicforgings.com |
| **Company Secretary and Compliance Officer** | **Ms. Neha Fatehpuria**<br>3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India<br>**Tel:** 033 – 40668190<br>**Email:** cs@amicforgings.com |

### OUR BOARD OF DIRECTORS

Details regarding our Board of Directors as on the date of this Prospectus are set forth in the table hereunder:

| Name | Designation | Address | DIN |
|---|---|---|---|
| Mr. Girdhari Lal Chamaria | Managing Director | 5, N. S. C. Bose Road, Flat No 3B, Regent Park, Kolkata-700040, West Bengal, India. | 00513552 |
| Mr. Anshul Chamaria | Executive Director | 5, N. S. C. Bose Road, Flat No 3B, Regent Park, Kolkata – 700040, West Bengal, India. | 06586643 |

| Name | Designation | Address | DIN |
|---|---|---|---|
| Ms. Rashmi Chamaria | Non-Executive Director | 5, N. S. C. Bose Road, Flat No 3B, Regent Park, Kolkata – 700040, West Bengal, India. | 09810941 |
| Mr. Pravin Poddar | Independent Director | HD-35, Sachindralal Sarani, Ashwini Nagar, Baguiati, Rajarhat, Gopalpur, Kolkata – 700059, West Bengal India. | 09003659 |
| Mr. Parma Nand Gupta | Independent Director | Oriole's Nest, FL-2B, Block-3, 5, N.S.C Bose Road, Tollygunj Metro Station, Kolkata-700040, West Bengal, India. | 09824428 |

*For detailed profile of our Directors, refer "**Our Management**" on page 138 respectively of this Prospectus.*

## INVESTOR GRIEVANCES

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

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

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

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

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY

| BOOK RUNNING LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|---|
| **GRETEX CORPORATE SERVICES LIMITED**<br>A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India.<br>**Tel No.:** +91 9653249863<br>**Email:** info@gretexgroup.com<br>**Website:** www.gretexcorporate.com<br>**Contact Person:** Ms. Dimple Magharam Slun<br>**SEBI Registration No:** INM000012177<br>**CIN:** L74999MH2008PLC288128 | **BIGSHARE SERVICES PRIVATE LIMITED**<br>S6-2, 6th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India<br>**Tel. No.:** +91 – 22 – 6263 8200;<br>**Fax No.:** +91 – 22 – 6263 8299<br>**Email:** ipo@bigshareonline.com<br>**Investor Grievance Email**:<br>investor@bigshareonline.com ;<br>**Website:** www.bigshareonline.com<br>**Contact Person:** Vinayak Morbale<br>**SEBI Registration No.:** INR000001385<br>**CIN:** U99999MH1994PTC076534 |
| **LEGAL ADVISOR TO THE ISSUE** | **STATUTORY AUDITOR OF THE COMPANY** |
| **M/S. M. V. KINI LAW FIRM**<br>Kini House, Near Citibank, D.N. Road, Fort, Mumbai-400001, India<br>**Tel No.:** +91 22 2261 2527 / 28 / 29<br>**Fax No.:** + 91 22 2261 2530<br>**E**mail: vidisha@mvkini.com<br>**Web**site: www.mvkini.com<br>**Contact Person:** Ms. Vidisha Krishan | **AAA & ASSOCIATES**<br>Chartered Accountants,<br>Marshall House, Suite No. 620, 33/1, N.S. Road,<br>Kolkata – 700 00, West Bengal, India<br>**Tel No.:** 033- 40041699<br>**E-mail:** a3.associates2001@gmail.com<br>**Contact Person:** Mr. Anil Kumar Madhogaria<br>**Membership No.:** 057211 |

| | |
|---|---|
| | **Firm Registration No.:** 324719E<br>**Peer Review No:** 015115 |
| **BANKER TO THE COMPANY** | **BANKERS TO THE ISSUE / SPONSOR BANK** |
| **KOTAK MAHINDRA BANK LIMITED**<br>19, Synagogue Street, City Centre, Kolkata – 700001<br>**Telephone:** 033-22313333<br>**Email ID:** Ankita.s1@kotak.com; Ankita.thakkar@kotak.com<br>**Contact Person:** Ms. Ankita; Ms. Anita Thakkar<br>**Website:** www.kotak.com | **ICICI BANK LIMITED**<br>Capital Market Division, 5th Floor, HT Parkh Marg, Churchgate, Mumbai- 400020, Maharashtra, India<br>Tel: 022 6805 2182<br>Email: sagar.welekar@icicibank.com / ipocmg@icicibank.com<br>Website: www.icicibank.com<br>Contact Person: Mr. Varun Badai<br>SEBI Registration No.: INBI00000004 |
| **SYNDICATE MEMBER** | |
| **GRETEX SHARE BROKING LIMITED**<br>A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India.<br>Tel. No.: 022 69308502/03 Email: compliance@gretexbroking.com<br>Contact Person: Mr. Deepak Navinchandra Shah<br>SEBI Registration No: INZ000166934 | |

## CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

There has been no change in the auditors of our Company during the last 3 years

## SELF-CERTIFIED SYNDICATE BANKS

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

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

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

## SYNDICATE SCSB BRANCHES

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above-mentioned SEBI link.

## INVESTORS BANKS OR ISSUER BANKS FOR UPI

In accordance with UPI Circulars, RIIs Applying via UPI Mechanism may apply through the SCSBs and mobile applications, whose names appear on the website of SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40), as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as ***'Annexure A'*** to the SEBI circular, bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

## 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 website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , respectively, as updated from time to time.

## REGISTRAR AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes , as updated from time to time.

## COLLECTING DEPOSITORY PARTICIPANTS

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

## STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER / STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Gretex Corporate Services Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Book Running Lead Manager is not required.

## CREDIT RATING

This being an Issue of Equity Shares, there is no requirement of credit rating for the Issue.

## IPO GRADING

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

## EXPERT OPINION

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

Our Company has received written consent dated August 21, 2023 from Peer Review Auditor namely, M/s AAA & Associates, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in respect of its (i) examination report dated November 21, 2023 on our Restated Consolidated Financial Statements; and (ii) its report dated August 21, 2023 on the statement of Special Tax Benefits in this Prospectus. Aforementioned consents have not been withdrawn as on the date of this Prospectus.

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

## TRUSTEES

This is an issue of equity shares hence appointment of trustees is not required.

## MONITORING AGENCY

Since the proceeds from the Fresh Issue does not exceed 10,000 lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of 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.

## APPRAISAL AGENCY

Our Company has not appointed any appraising agency for appraisal of the Project.

## FILING OF ISSUE DOCUMENT

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

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

A copy of the Red Herring Prospectus/ Prospectus, along with the documents required to be filed under Section 26 and 32 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Company, Kolkata at Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata – 700020, West Bengal, India.

## BOOK BUILDING PROCESS

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Issue Price was determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are: -

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

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

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue was made available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the "Anchor Investor Portion"), out of which one third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was made available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.**

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid 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. Undersubscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled ***"Issue Procedure"*** beginning on page 217 of the Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled ***"Issue Procedure"*** on page 217 of this Prospectus.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20.00 to ₹24.00 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| Bid Quantity | Amount (₹) | Cumulative Quantity | Subscription |
|---|---|---|---|
| 500 | 24.00 | 500 | 16.67% |
| 1000 | 23.00 | 1500 | 50.00% |
| 1500 | 22.00 | 3000 | 100.00% |
| 2000 | 21.00 | 5000 | 166.67% |
| 2500 | 20.00 | 7500 | 250.00% |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

**Steps to be taken by the Bidders for Bidding:**

- Check eligibility for making a Bid (see section titled ***"Issue Procedure"*** on page 217 of this Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Prospectus and in the Bid cum Application Form

**Bid/ Issue Program:**

| Event | Indicative Dates |
|---|---|
| **Bid/ Issue Opening Date** | Wednesday, November 29, 2023 |

| | |
|---|---|
| **Bid/ Issue Closing Date** | Friday, December 01, 2023 |
| **Finalization of Basis of Allotment with the Designated Stock Exchange** | On or about Wednesday, December 06, 2023 |
| **Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account** | On or about Thursday, December 07, 2023 |
| **Credit of Equity Shares to Demat accounts of Allottees** | On or about Friday, December 08, 2023 |
| **Commencement of trading of the Equity Shares on the Stock Exchange** | On or about Monday, December 11, 2023 |

*Our Company in consultation with the Book Running Lead Manager considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period was opened for one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, 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 Bid Cum Application Forms prior to the Bid/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 Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated August 21, 2023. Pursuant to the terms of the Underwriting Agreement the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriter Have indicated its intention to underwrite the following number of specified securities being offered through this Issue:

| Details of the Underwriter | No. of shares underwritten | Amount Underwritten (₹ in Lakh) | % of the Total Issue Size Underwritten |
|---|---|---|---|
| **Gretex Corporate Services Limited**<br>A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India.<br>**Tel. No.**: +91 96532 49863<br>**Email:** info@gretexgroup.com<br>**Web**site: www.gretexcorporate.com<br>**Contact Person**: Ms. Dimple Magharam Slun<br>**SEBI Registration No.**: INM000012177<br>**CIN:** L74999MH2008PLC288128 | 13,81,000 | 1,740.06 | 50.00% |
| **Gretex Share Broking Limited**<br>A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India.<br>**Tel. No.:** 022 69308502/03<br>**Email:** compliance@gretexbroking.com<br>**Contact Person:** Mr. Deepak Navinchandra Shah<br>**SEBI Registration No:** INZ000166934 | 13,81,000 | 1,740.06 | 50.00% |
| **TOTAL** | **27,62,000** | **3,480.12** | **100.00%** |

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Book Running Lead Manager shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to procure / subscribe to Equity Shares to the extent of the defaulted amount. If the Underwriter(s) fails to fulfil its underwriting obligations as set out in the Underwriting Agreement, the Book Running Lead Manager shall fulfil the underwriting obligations in accordance with the provisions of the Underwriting Agreement.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into Market Making Agreement dated August 21, 2023 between our Company, Book Running Lead Manager and Market Maker and Addendum to the Market Making Agreement dated November 21, 2023 between our Company, Book Running Lead Manager and Market Makers to fulfil the obligations of Market Making:

The details of Market Makers are set forth below:

| Name | Gretex Share Broking Limited | Rainbow Securities Private Limited |
|---|---|---|
| **Address** | A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near | 21, Hemant Basu Sarani, 3rd Floor, Room No. 305, Kolkata- 700001 |

| | | |
|---|---|---|
| | Indiabulls, Dadar (w), Delisle Road, Mumbai, Mumbai-400013, Maharashtra, India. | |
| **Tel No.** | +91-022 69308502/03 | 033 2213 5183 / 5184 |
| **Email** | compliance@gretexbroking.com | info@rainbowindia.co.in |
| **Contact Person** | Mr. Deepak Shah | Mr. Ganesh Jhawar |
| **CIN** | U65900MH2010PTC289361 | U67120WB1994PTC065293 |
| **SEBI Registration No.** | INZ000166934 | INZ000190631 |
| **Market Maker Registration No. (SME Segment of BSE Limited)** | SME MM0617628062012 | SME MM0642228102013 |

Gretex Share Broking Limited and Rainbow Securities Private Limited will act as the Market Makers 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.

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

2. The minimum depth of the quote shall be ₹1.00 Lakhs. However, the investors with holdings of value less than ₹1.00 Lakhs shall be allowed to offer 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.

3. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% of 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 24%, the market maker will resume providing 2-way quotes.

4. 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.

5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.

6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Gretex Share Broking Limited and Rainbow Securities Private Limited will be acting as the Market Makers.

7. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed at SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under the BSE Limited and SEBI circulars.

8. 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.

9. The Market Maker shall have the right to terminate said arrangement by giving a three-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.

10. In case of termination of the above-mentioned Market Making Agreement prior to the completion of the compulsory Market Making Period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) 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. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (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.

11. SME Platform of BSE Limited will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.

12. SME Platform of BSE Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

13. 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.

14. 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:

    a) 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.

    b) 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 following spread will be applicable on the SME Platform of BSE 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 |

1) 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 Crores | 25% | 24% |
| ₹ 20 to ₹ 50 Crores | 20% | 19% |
| ₹ 50 to ₹ 80 Crores | 15% | 14% |
| Above ₹ 80 Crores | 12% | 11% |

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

**On the first day of listing, there will be a pre-open session (call auction) and there after 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 Shares on the Stock Exchange.**

## SECTION VI: CAPITAL STRUCTURE

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

| Sr. No. | Particulars | Amount (₹ in Lakh except share data) | |
|---|---|---|---|
| | | Aggregate Nominal Value | Aggregate value at Issue Price |
| **A.** | **Authorised Share Capital [(1)]** | | |
| | 1,10,00,000 Equity Shares of ₹ 10.00 each | 1,100.00 | - |
| | | | |
| **B.** | **Issued, Subscribed and Paid-Up Share Capital before the Issue** | | |
| | 77,26,410 Equity Shares of ₹ 10.00 each | 772.64 | - |
| | | | |
| **C.** | **Present Issue in terms of this Prospectus [(2)]** | | |
| | Issue of 27,62,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) | 276.20 | 3,480.12 |
| | | | |
| | **Which comprises:** | | |
| **D.** | **Reservation for Market Maker portion** | | |
| | 1,39,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) | 13.90 | 175.14 |
| | | | |
| **E.** | **Net Issue to the Public** | | |
| | 26,23,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) | 262.30 | 3,304.98 |
| | **Of which [(3)]:** | | |
| | Atleast 9,19,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) will be available for allocation to Retail Individual Investors of up to ₹ 2.00 Lakh | 91.90 | 1,157.94 |
| | Atleast 3,94,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) will be available for allocation to Non-Institutional Investors of above ₹ 2.00 Lakhs | 39.40 | 496.44 |
| | 13,10,000 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ 126.00 per Equity Share (including premium of ₹ 116.00 per Equity Share) will be available for allocation to Qualified Institutional Buyers of above ₹ 2.00 Lakhs | 131.00 | 1,650.60 |
| | | | |
| **F.** | **Issued, Subscribed and Paid-up Share Capital after the Issue** | | |
| | 1,04,88,410 Equity Shares of ₹ 10.00 each | 1,048.84 | |
| | | | |
| **G.** | **Securities Premium Account** | | |
| | Before the Issue | 1.56 | |
| | After the Issue | 3,205.48 | |

*[(1)]For details in relation to the changes in the authorised share capital of our Company, please refer to section titled "History and Certain Other Corporate Matters – Amendments to our Memorandum of Association" on page 134.*

*[(2)] The Issue has been authorized by a resolution of our Board of Directors through their meeting dated August 10, 2023 and by a special resolution of our Shareholders at Extraordinary General Meeting dated August 21, 2023.*

*[(3)] Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book*

*Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.*

## CLASS OF SHARES

As on date of this Prospectus, our Company has only one class of shares i.e., Equity Shares of ₹ 10.00 each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of this Prospectus.

## NOTES TO CAPITAL STRUCTURE

### 1. History of Issued and Paid-Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

| 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 (₹) | Cumulative Securities Premium (₹) |
|---|---|---|---|---|---|---|---|---|
| Upon Incorporation June 19, 2007 | 10,200 | 10.00 | 10.00 | Cash | Subscriber to the MOA (i) | 10,200 | 1,02,000 | NIL |
| March 31, 2008 | 87,960 | 10.00 | 50.00 | Cash | Further Allotment (ii) | 98,160 | 9,81,600 | 35,18,400 |
| March 31, 2009 | 1,20,000 | 10.00 | 50.00 | Cash | Further Allotment (iii) | 2,18,160 | 21,81,600 | 83,18,400 |
| March 31, 2010 | 1,00,000 | 10.00 | 50.00 | Cash | Further Allotment (iv) | 3,18,160 | 31,81,600 | 1,23,18,400 |
| March 31, 2011 | 1,00,000 | 10.00 | 50.00 | Cash | Further Allotment (v) | 4,18,160 | 41,81,600 | 1,63,18,400 |
| December 23, 2015 | 81,840 | 10.00 | 53.00 | Cash | Right Issue (vi) | 5,00,000 | 50,00,000 | 1,98,37,520 |
| March 13, 2019 | 45,300 | 10.00 | 133.00 | Cash | Right Issue (vii) | 5,45,300 | 54,53,000 | 2,54,09,420 |
| December 11, 2019 | 49,000 | 10.00 | 135.00 | Cash | Right Issue (viii) | 5,94,300 | 59,43,000 | 3,15,34,420 |
| January 16, 2021 | 1,16,400 | 10.00 | 140.00 | Cash | Right Issue (ix) | 7,10,700 | 71,07,000 | 4,66,66,420 |
| June 18, 2022 | 55,940 | 10.00 | 160.00 | Cash | Preferential Issue (x) | 7,66,640 | 76,66,400 | 5,50,57,420 |
| February 08, 2023 | 91,850 | 10.00 | 160.00 | Cash | Preferential Issue (xi) | 8,58,490 | 85,84,900 | 6,88,34,920 |
| July 14, 2023 | 68,67,920 | 10.00 | -- | Other than Cash | Bonus Issue (xii) | 77,26,410 | 7,72,64,100 | 1,55,720 |

**i. Initial Subscribers to the Memorandum of Association of our Company:**

| Sr. No | Names of Allottees | Number of Equity Shares |
|---|---|---|
| 1 | Girdhari Lal Chamaria | 5,100 |
| 2 | Manish Singhania | 5,100 |
| | **Total** | **10,200** |

**ii. Further Issue of 87,960 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on March 31, 2008 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Girdhari Lal Chamaria | 2,140 |
| 2. | Manish Singhania | 6,480 |
| 3. | Hariram Chamaria | 2,000 |
| 4. | Rahul Dhanuka | 40 |
| 5. | Rajendra Prasad Dhanuka | 60 |
| 6. | Lalita Dhanuka | 60 |
| 7. | Girdhari Lal Chamaria HUF | 140 |
| 8. | Anshul Chamaria | 140 |
| 9. | Rashmi Chamaria | 140 |
| 10. | Hariram Girdharilal HUF | 4,000 |
| 11. | Rampyari Chamaria | 140 |
| 12. | Manju Chamaria | 140 |
| 13. | Vandana Singhania | 480 |
| 14. | Sita Singhania | 1,000 |
| 15. | Mahendra Singhania | 500 |
| 16. | Vikash Singhania | 500 |
| 17. | Signet Commercial Private Limited | 15,000 |
| 18. | Dhanda Investment Private Limited | 10,000 |
| 19. | Kanupriya Commercial Private Limited | 10,000 |
| 20. | Nutshell Vyapaar Private Limited | 10,000 |
| 21. | Paridhi Investment Private Limited | 10,000 |
| 22. | Swastik Securities & Finance Limited | 5,000 |
| 23. | Paramvir Distributors Private Limited | 10,000 |
| | **Total** | **87,960** |

**iii. Further Issue of 1,20,000 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on March 31, 2009 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Bhavisya Distributors Private Limited | 10,000 |
| 2. | Brindaban Suppliers Private Limited | 10,000 |
| 3. | Girdhari Lal Chamaria | 10,000 |
| 4. | Goodview Marketing Private Limited | 10,000 |
| 5. | Hariram Girdharilal HUF | 10,000 |
| 6. | J.P. Engineering Corporation Private Limited | 10,000 |
| 7. | Jeenma Business Private Limited | 20,000 |
| 8. | Paridhi Finvest Private Limited | 10,000 |
| 9. | Parmeshwar Commercial Private Limited | 10,000 |
| 10. | Rohan Finance & Securities Private Limited | 10,000 |
| 11. | Victory Merchandise Private Limited | 10,000 |
| | **TOTAL** | **1,00,000** |

**iv. Further Issue of 1,00,000 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on March 31, 2010 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | ETL Infrastructure Finance Limited | 20,000 |
| 2. | Girdhari Lal Chamaria | 20,000 |
| 3. | Guinea Vyapaar Private Limited | 20,000 |
| 4. | Indigo Dealers Private Limited | 20,000 |
| 5. | Rohan Finance & Securities Limited | 10,000 |
| 6. | Sunita Gupta | 10,000 |
| | **TOTAL** | **1,00,000** |

**v. Further Issue of 1,00,000 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on March 31, 2011 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Equal Infrastructure Private Limited | 50,000 |
| 2. | Sunview Retail Private Limited | 50,000 |
| | **TOTAL** | **1,00,000** |

**vi. Right Issue of 81,840 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on December 23, 2015 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Anshul Chamaria HUF | 2,700 |
| 2. | Girdhari Lal Chamaria | 640 |
| 3. | Girdhari Lal Chamaria HUF | 2,300 |
| 4. | Hariram Girdharilal HUF | 500 |
| 5. | Kalyan Electro Engineers (P) Limited | 31,700 |
| 6. | Nitin Tradefins & Investments (P) Limited | 13,200 |
| 7. | Rampyari Chamaria | 2,500 |
| 8. | Snowdrop Dealcom (P) Limited | 28,300 |
| | **TOTAL** | **81,840** |

**vii. Right Issue of 45,300 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on March 13, 2019 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Anshul Chamaria | 7,500 |
| 2. | Anshul Chamaria HUF | 7,500 |
| 3. | Girdhari Lal Chamaria HUF | 7,500 |
| 4. | Hariram Girdharilal HUF | 7,500 |
| 5. | Rampyari Chamaria | 15,000 |
| 6. | Girdhari Lal Chamaria | 300 |
| | **TOTAL** | **45,300** |

**viii. Right Issue of 49,000 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on December 11, 2019 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Hariram Girdharilal HUF | 20,000 |
| 2. | Rampyari Chamaria | 17,000 |
| 3. | Manju Chamaria | 12,000 |
| | **TOTAL** | **49,000** |

**ix. Right Issue of 1,16,400 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on January 16, 2021 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Manju Chamaria | 24,500 |
| 2. | Rampyari Chamaria | 24,000 |
| 3. | Rashmi Chamaria | 32,000 |
| 4. | Girdhari Lal Chamaria HUF | 10,000 |
| 5. | Girdhari Lal Chamaria | 3,500 |
| 6. | Nitin Tradefins & Investments (P) Limited | 22,400 |
| | **TOTAL** | **1,16,400** |

**x. Preferential Issue of 55,940 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on June 18, 2022 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Hariram Girdhari Lal HUF | 33,800 |
| 2. | Rashmi Chamaria | 10,860 |

| | | |
|---|---|---|
| 3. | Manju Chamaria | 7,360 |
| 4. | Girdhari Lal Chamaria | 3,920 |
| | **TOTAL** | **55,940** |

**xi. Preferential Issue of 91,850 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on February 08, 2023 as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | Anshul Chamaria | 30,000 |
| 2. | Rashmi Chamaria | 25,000 |
| 3. | Manju Chamaria | 30,600 |
| 4. | Girdhari Lal Chamaria | 6,250 |
| | **TOTAL** | **91,850** |

**xiii. Bonus Issue of 68,67,920 Equity Shares of Face Value of ₹ 10.00 each fully paid allotted on July 14, 2023 in the ratio of 8:1 i.e., 8 (Eight) Bonus equity shares for 1 (one)equity share held by the existing equity shareholders as on the record date, as per details given below:**

| Sr. No. | Name | No. of Equity Shares |
|---|---|---|
| 1. | 1955 Venture Fund | 1,40,000 |
| 2. | Anshul Chamaria | 11,82,080 |
| 3. | Core Inc. | 80,000 |
| 4. | Gaurav Mittal | 40,000 |
| 5. | Girdhari Lal Chamaria | 7,22,000 |
| 6. | Girdhari Lal Chamaria HUF | 4,07,520 |
| 7. | Gita Gupta | 20,000 |
| 8. | Hariom Girdharilal HUF | 10,40,000 |
| 9. | Intgrai Technology Private Limited | 40,000 |
| 10. | Jyoti Bhaiya | 20,000 |
| 11. | Lalita Dhanuka | 320 |
| 12. | Manju Chamaria | 8,12,800 |
| 13. | Mosmi Ajay Thakur | 40,000 |
| 14. | Nitin Tradefins & Investments (P) Limited | 10,84,800 |
| 15. | Prem Ratan Bhaiya | 20,000 |
| 16. | Rahul Dhanuka | 320 |
| 17. | Rajendra Prasad Dhanuka | 480 |
| 18. | Rashmi Chamaria | 12,17,600 |
| | **TOTAL** | **68,67,920** |

**2. Issue of Equity Shares for Consideration other than Cash.**

As on the date of the Prospectus, our Company has not issued any Equity Shares for consideration other than cash except as mentioned below:

| Date of Allotment | Number of shares | Face Value per Equity shares (₹) | Issue Price (₹) | Reason for Allotment | Benefits accrued to our Company |
|---|---|---|---|---|---|
| July 14, 2023 | 68,67,920 | 10.00 | -- | Bonus Issue in the ratio of 8:1 | -- |

3. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013.

4. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

5. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

6. Issue of Equity Shares at price lower than the Issue Price during the preceding 1 (one) year

Our Company has not issued any Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of this Prospectus, except as disclosed below:

| Date of Allotment | Number of shares | Face Value per Equity shares (₹) | Issue Price (₹) | Reason for Allotment * | Benefits accrued to our Company |
|---|---|---|---|---|---|
| July 14, 2023 | 68,67,920 | 10.00 | -- | Bonus Issue in the ratio of 8:1 | -- |

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

**7. Our Shareholding Pattern**

**a) The table below presents the current shareholding pattern of our Company as on the date of this Prospectus.**

**I. Our Shareholding Pattern: -**

| Category (I) | Category of shareholder (II) | Nos. 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 nos. shares held (VII) = (IV)+(V)+ (VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | | No. of Underlying Outstanding convertible securities (including | Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) (XI)= | Number of Locked in shares (XII) | | Number of Shares pledged or otherwise encumbered (XIII) | | Number of equity shares held in dematerialized form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | No of Voting Rights | | | Total as a % of (A+B+C) | | | No (a) | As a % of total Shares held (b) | No (a) | As a % of total Shares held (b) | |
| | | | | | | | | Class-Equity | Class | Total | | | | | | | | |
| A | Promoters & Promoter Group | 9 | 60,56,010 | - | - | 60,56,010 | 78.38 | 60,56,010 | - | 60,56,010 | 78.38 | - | 78.38 | - | - | - | - | 60,56,010 |
| B | Public | 34 | 16,70,400 | - | - | 16,70,400 | 21.62 | 16,70,400 | - | 16,70,400 | 21.62 | - | 21.62 | - | - | - | - | 16,70,400 |
| C | Non - Promoter Non – Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C1 | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| C2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | **Total** | **43** | **77,26,410** | **-** | **-** | **77,26,410** | **100.00** | **77,26,410** | **-** | **77,26,410** | **100.00** | **-** | **100.00** | **-** | **-** | **-** | **-** | **77,26,410** |

*As on date of this Prospectus 1 Equity share holds 1 vote.*

*We have only one class of Equity Shares of face value of ₹ 10.00 each.*

*Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.*

**b) Equity Shareholding of Directors and Key Managerial Personnel in our Company:**

Except as stated below, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital | No. of Equity Shares | % of Post-Issue Capital* |
|---|---|---|---|---|---|
| 1 | Girdhari Lal Chamaria | 8,12,250 | 10.51 | 8,12,250 | 7.74 |
| 2 | Anshul Chamaria | 13,29,840 | 17.21 | 13,29,840 | 12.68 |
| 3 | Rashmi Chamaria | 13,69,800 | 17.73 | 13,69,800 | 13.06 |
| | **Total** | **35,11,890** | **45.45** | **35,11,890** | **33.48** |

**Subject to finalisation of the Basis of Allotment*

c) List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---|---|---|---|
| 1 | Rashmi Chamaria | 13,69,800 | 17.73% |
| 2 | Anshul Chamaria | 13,29,840 | 17.21% |
| 3 | Nitin Tradfins and Investments Private Limited | 9,05,400 | 11.72% |
| 4 | Hariram Girdhari Lal HUF | 11,70,000 | 15.14% |
| 5 | Manju Chamaria | 9,14,400 | 11.83% |
| 6 | Girdhari Lal Chamaria | 8,12,250 | 10.51% |
| 7 | Girdhari Lal Chamaria HUF | 4,58,460 | 5.93% |
| 8 | Wasim Javid Dalal | 90,000 | 1.16% |
| 9 | Jinendra G | 1,57,500 | 2.04% |
| | **Total** | **72,07,650** | **93.29%** |

d) List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of this Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---|---|---|---|
| 1 | Rashmi Chamaria | 13,69,800 | 17.73% |
| 2 | Anshul Chamaria | 13,29,840 | 17.21% |
| 3 | Hariram Girdhari Lal | 11,70,000 | 15.14% |
| 4 | Nitin Tradfins And Investments Private Limited | 9,30,400 | 12.04% |
| 5 | Manju Chamaria | 9,14,400 | 11.83% |
| 6 | Girdhari Lal Chamaria | 8,12,250 | 10.51% |
| 7 | Girdharilal Chamaria Huf | 4,58,460 | 5.93% |
| 8 | Jinendra G | 1,57,500 | 2.04% |
| 9 | Wasim Javid Dalal | 90,000 | 1.16% |
| | **Total** | **72,32,650** | **93.59%** |

e) List of shareholders holding 1% or more of the paid-up capital of our company as on date one year prior to the date of this Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---|---|---|---|
| 1 | Hariram Girdharilal HUF | 1,30,000 | 16.96% |
| 2 | Rashmi Maheshwari | 1,00,000 | 13.04% |
| 3 | Nitin Tradefins & Investments (P) Limited | 85,600 | 11.17% |
| 4 | Girdhari Lal Chamaria | 84,000 | 10.96% |
| 5 | Manju Chamaria | 71,000 | 9.26% |
| 6 | Rashmi Chamaria | 70,000 | 9.13% |
| 7 | Rampyari Chamaria | 66,040 | 8.61% |
| 8 | Girdhari Lal Chamaria HUF | 50,940 | 6.64% |
| 9 | Anshul Chamaria | 31,720 | 4.14% |
| 10 | Anshul Chamaria HUF | 30,200 | 3.94% |
| 11 | Akshita Chamaria | 27,000 | 3.52% |
| 12 | Sunita Gupta | 20,000 | 2.61% |
| | **Total** | **7,66,500** | **99.98%** |

f) List of shareholders holding 1% or more of the paid-up capital of our company as on date two year prior to the date of this Prospectus:

| Sr. No. | Name of Shareholder | No. of Equity Shares | % of Pre-Issue Capital |
|---|---|---|---|
| 1 | Rashmi Maheshwari | 1,00,000 | 14.07% |
| 2 | Hariram Girdharilal HUF | 96,200 | 13.54% |
| 3 | Nitin Tradefins & Investments (P) Limited | 85,600 | 12.05% |
| 4 | Girdhari Lal Chamaria | 80,080 | 11.27% |
| 5 | Rampyari Chamaria | 66,040 | 9.29% |
| 6 | Manju Chamaria | 63,640 | 8.96% |
| 7 | Rashmi Chamaria | 59,140 | 8.32% |
| 8 | Girdhari Lal Chamaria HUF | 50,940 | 7.17% |
| 9 | Anshul Chamaria | 31,720 | 4.46% |
| 10 | Anshul Chamaria HUF | 30,200 | 4.25% |
| 11 | Akshita Chamaria | 27,000 | 3.80% |
| 12 | Sunita Gupta | 20,000 | 2.81% |
| | **Total** | **7,10,560** | **99.99%** |

8. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Prospectus.

9. Our Company has not made any public issue (including any rights issue to the public) since its incorporation

10. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue

11. Our Company does not intend to alter its capital structure within six months from the date of opening of the issue, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company

12. Details of our Promoters Shareholding

As on the date of this Prospectus, our Promoters Girdhari Lal Chamaria, Anshul Chamaria, Manju Chamaria and Rashmi Chamaria hold 57.29% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

**Build-up of our Promoter's shareholding in Our Company**

**Girdhari Lal Chamaria**

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| Incorporation | 5,100 | 10.00 | 10.00 | Subscriber to MOA | Cash | 0.07 | 0.05 |
| March 31, 2008 | 2,140 | 10.00 | 50.00 | Further Issue | Cash | 0.03 | 0.02 |
| March 31, 2009 | 10,000 | 10.00 | 50.00 | Further Issue | Cash | 0.13 | 0.10 |
| March 29, 2010 | 10,000 | 10.00 | -- | Gift from Hariram Girdharilal HUF | Consideration other than Cash | 0.13 | 0.10 |
| March 31, 2010 | 20,000 | 10.00 | 50.00 | Further Issue | Cash | 0.26 | 0.19 |
| September 30, 2011 | (10,000) | 10.00 | -- | Gift to Hariram Girdharilal HUF | Consideration other than Cash | (0.13) | (0.10) |

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| December 23, 2015 | 640 | 10.00 | 53.00 | Right Issue | Cash | 0.01 | 0.01 |
| March 31, 2016 | 48,400 | 10.00 | -- | Transmission from Hariram Chamaria | Consideration other than Cash | 0.63 | 0.46 |
| January 19, 2018 | 10,000 | 10.00 | -- | Gift from Rajendra Prasad Dhanuka | Consideration other than Cash | 0.13 | 0.10 |
| November 5, 2018 | (20,000) | 10.00 | -- | Gift to Hariram Girdharilal HUF | Consideration other than Cash | (0.26) | (0.19) |
| March 13, 2019 | 300 | 10.00 | 133.00 | Right Issue | Cash | 0.00 | 0.00 |
| January 16, 2021 | 3,500 | 10.00 | 140.00 | Right Issue | Cash | 0.05 | 0.03 |
| June 18, 2022 | 3,920 | 10.00 | 160.00 | Right Issue | Cash | 0.05 | 0.04 |
| February 8, 2023 | 6,250 | 10.00 | 160.00 | Right Issue | Cash | 0.08 | 0.06 |
| July 14, 2023 | 7,22,000 | 10.00 | -- | Bonus Issue | Consideration other than Cash | 9.34 | 6.88 |
| **Total** | **8,12,250** | | | | | **10.51** | **7.74** |

**Subject to finalisation of the Basis of Allotment*

**Anshul Chamaria**

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| March 31, 2008 | 140 | 10.00 | 50.00 | Further Issue | Cash | 0.00 | 0.00 |
| September 30, 2013 | 3,000 | 10.00 | 45.00 | Transfer from Sita Singhania | Cash | 0.04 | 0.03 |
| September 30, 2013 | 500 | 10.00 | 45.00 | Transfer from Mahendra Singhania | Cash | 0.01 | 0.00 |
| September 30, 2013 | 2,500 | 10.00 | 45.00 | Transfer from Vikash Singhania | Cash | 0.03 | 0.02 |
| September 30, 2013 | 500 | 10.00 | 45.00 | Transfer from Mahendra Kumar Singhania & Sons HUF | Cash | 0.01 | 0.00 |
| September 30, 2013 | 480 | 10.00 | 45.00 | Transfer from Vandana Singhania | Cash | 0.01 | 0.00 |
| September 30, 2013 | 7,100 | 10.00 | 45.00 | Transfer from Manish Singhania | Cash | 0.09 | 0.07 |
| March 31, 2017 | 10,000 | 10.00 | -- | Gift from Anshul Chamaria HUF | Consideration other than Cash | 0.13 | 0.10 |
| March 13, 2019 | 7,500 | 10.00 | 133.00 | Right Issue | Cash | 0.10 | 0.07 |
| December 28, 2022 | 66,040 | 10.00 | -- | Gift from Rampyari Chamaria | Consideration other than Cash | 0.85 | 0.63 |

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| January 15, 2023 | 20,000 | 10.00 | -- | Gift from Anshul Chamaria HUF | Consideration other than Cash | 0.26 | 0.19 |
| February 8, 2023 | 30,000 | 10.00 | 160.00 | Right Issue | Cash | 0.39 | 0.29 |
| July 14, 2023 | 11,82,080 | 10.00 | -- | Bonus Issue | Consideration other than Cash | 15.30 | 11.27 |
| **Total** | **13,29,840** | | | | | **17.21** | **12.68** |

**Subject to finalisation of the Basis of Allotment*

**Manju Chamaria**

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| March 31, 2017 | 20,000 | 10.00 | -- | Gift from Girdhari Lal Chamaria HUF | Consideration other than Cash | 0.26 | 0.19 |
| January 19, 2018 | 7,000 | 10.00 | -- | Gift from Rahul Dhanuka | Consideration other than Cash | 0.09 | 0.07 |
| March 31, 2008 | 140 | 10.00 | 50.00 | Further Issue | Cash | 0.00 | 0.00 |
| December 11, 2019 | 12,000 | 10.00 | 135.00 | Right Issue | Cash | 0.16 | 0.11 |
| January 16, 2021 | 24,500 | 10.00 | 140.00 | Right Issue | Cash | 0.32 | 0.23 |
| June 18, 2022 | 7,360 | 10.00 | 160.00 | Right Issue | Cash | 0.10 | 0.07 |
| February 8, 2023 | 30,600 | 10.00 | 160.00 | Right Issue | Cash | 0.40 | 0.29 |
| July 14, 2023 | 8,12,800 | 10.00 | -- | Bonus Issue | Consideration other than Cash | 10.52 | 7.75 |
| **Total** | **9,14,400** | | | | | **11.83** | **8.72** |

**Subject to finalisation of the Basis of Allotment*

**Rashmi Chamaria**

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| March 31, 2008 | 140 | 10.00 | 50.00 | Further Issue | Cash | 0.00 | 0.00 |
| September 30, 2013 | 22,000 | 10.00 | 45.00 | Transfer from Singhania Steels | Cash | 0.28 | 0.21 |
| January 19, 2018 | 15,000 | 10.00 | -- | Gift from Anshul Chamaria HUF | Consideration other than Cash | 0.19 | 0.14 |
| November 5, 2018 | (10,000) | 10.00 | -- | Gift to Anshul Chamaria HUF | Consideration other than Cash | (0.13) | (0.10) |

| Date of Allotment / Transfer | Number of Equity Shares | Face Value (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of Consideration | Nature of transaction | % of pre-Issue equity share capital | % of post Issue equity share capital* |
|---|---|---|---|---|---|---|---|
| January 16, 2021 | 32,000 | 10.00 | 140.00 | Right Issue | Cash | 0.41 | 0.31 |
| June 18, 2022 | 10,860 | 10.00 | 160.00 | Right Issue | Cash | 0.14 | 0.10 |
| January 10, 2023 | 27,000 | 10.00 | -- | Gift from Akshita Chamaria | Consideration other than Cash | 0.35 | 0.26 |
| January 15, 2023 | 10,200 | 10.00 | -- | Gift from Anshul Chamaria HUF | Consideration other than Cash | 0.13 | 0.10 |
| January 15, 2023 | 20,000 | 10.00 | -- | Gift from Sunita Gupta | Consideration other than Cash | 0.26 | 0.19 |
| February 8, 2023 | 25,000 | 10.00 | 160.00 | Right Issue | Cash | 0.32 | 0.24 |
| July 14, 2023 | 12,17,600 | 10.00 | -- | Bonus Issue | Consideration other than Cash | 15.76 | 11.61 |
| **Total** | **13,69,800** | | | | | **17.73** | **13.06** |

**Subject to finalisation of the Basis of Allotment*

**Notes:**

a) None of the shares belonging to our Promoters have been pledged till date.

b) The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations

c) All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares

The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

| Sr. No. | Particulars | Pre-Issue | | Post-Issue* | |
|---|---|---|---|---|---|
| | | No. of Shares | % Holding | No. of Shares | % Holding |
| A) | **Promoters** | | | | |
| 1. | Girdhari Lal Chamaria | 8,12,250 | 10.51 | 8,12,250 | 7.74 |
| 2. | Anshul Chamaria | 13,29,840 | 17.21 | 13,29,840 | 12.68 |
| 3. | Manju Chamaria | 9,14,400 | 11.83 | 9,14,400 | 8.72 |
| 4. | Rashmi Chamaria | 13,69,800 | 17.73 | 13,69,800 | 13.06 |
| | **Total (A)** | **44,26,290** | **57.29** | **44,26,290** | **42.20** |
| B) | **Promoter Group** | | | | |
| 1. | Hariram Girdharilal HUF | 11,70,000 | 15.14 | 11,70,000 | 11.16 |
| 2. | Girdharilal Chamaria HUF | 4,58,460 | 5.93 | 4,58,460 | 4.37 |
| 3. | Rajendra Prasad Dhanuka | 540 | 0.01 | 540 | 0.01 |
| 4. | Lalita Dhanuka | 360 | 0.00 | 360 | 0.00 |
| 5. | Rahul Dhanuka | 360 | 0.00 | 360 | 0.00 |
| | **Total (B)** | **16,29,720** | **21.09** | **16,29,720** | **15.54** |
| | **Total (A+B)** | **60,56,010** | **78.38** | **60,56,010** | **57.74** |

**Subject to finalisation of the Basis of Allotment*

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

| Sr. No. | Name of the Promoters | No. of Shares held | Average cost of Acquisition (in ₹) |
|---|---|---|---|
| 1. | Girdhari Lal Chamaria | 8,12,250 | 4.74 |
| 2. | Anshul Chamaria | 13,29,840 | 4.84 |

| | | | |
|---|---|---|---|
| 3. | Manju Chamaria | 9,14,400 | 12.17 |
| 4. | Rashmi Chamaria | 13,69,800 | 8.19 |

14. We have 43 (Forty-Three) Shareholders as on the date of this Prospectus

15. We hereby confirm that

Except as stated below, there has been no acquisition, sale or transfer of Equity Shares by our Promoters, Promoter Group, Directors and their immediate relatives in the last 6 months preceding the date of filing of this Prospectus:

| Date of Allotment / Transfer | Name of Shareholder | No. of Equity Shares allotted / Transferred / Acquired | % of Pre-Issue Capital | Subscribed / Acquired / Transfer | Category of Allottees (Promoters / Promoter Group / Relatives |
|---|---|---|---|---|---|
| July 14, 2023 | Anshul Chamaria | 11,82,080 | 15.30 | Bonus Allotment | Promoter |
| July 14, 2023 | Girdhari Lal Chamaria | 7,22,000 | 9.34 | Bonus Allotment | Promoter |
| July 14, 2023 | Girdhari Lal Chamaria HUF | 4,07,520 | 5.27 | Bonus Allotment | Promoter Group |
| July 14, 2023 | Hariram Girdharilal HUF | 10,40,000 | 13.46 | Bonus Allotment | Promoter Group |
| July 14, 2023 | Manju Chamaria | 8,12,800 | 10.52 | Bonus Allotment | Promoter |
| July 14, 2023 | Rashmi Chamaria | 12,17,600 | 15.76 | Bonus Allotment | Promoter |

No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Prospectus.

**16. Details of Promoters' Contribution and Lock-in for Three Years**

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

As on the date of this Prospectus, our Promoters hold 44,26,290 Equity Shares constituting 57.29% of the Post – Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoters have given written consent to include 21,03,000 Equity Shares held by them and subscribed by them as part of Promoter's Contribution constituting 20.05% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's contribution, for a period of three years from the date of allotment in the Issue.

| Date of Allotment / transfer and made fully paid up | No. of Equity Shares locked in* | Face Value Per Share (₹) | Issue / Acquisition / Transfer Price (₹) | Nature of transaction | Post-Issue Shareholding %* | Lock in Period |
|---|---|---|---|---|---|---|
| Girdhari Lal Chamaria | | | | | | |
| July 14, 2023 | 3,78,000 | 10.00 | -- | Bonus Issue | 3.60 | 3 years |
| Anshul Chamaria | | | | | | |
| July 14, 2023 | 6,31,000 | 10.00 | -- | Bonus Issue | 6.02 | 3 years |
| Manju Chamaria | | | | | | |
| July 14, 2023 | 4,42,000 | 10.00 | -- | Bonus Issue | 4.21 | 3 years |
| Rashmi Chamaria | | | | | | |
| July 14, 2023 | 6,52,000 | 10.00 | -- | Bonus Issue | 6.22 | 3 years |
| **Total** | **21,03,000** | | | | **20.05** | |

**Subject to finalisation of the Basis of Allotment*

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

a) The Equity Shares offered for minimum 20% Promoter's Contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;

b) The minimum Promoter's contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;

c) No equity shares have been issued to our Promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price

d) The Equity Shares held by the Promoters and offered for minimum Promoter's contribution are not subject to any pledge;

e) All the Equity Shares of our Company held by the Promoters are in dematerialized form and

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

**We further confirm that our Promoter's Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.**

**17. Equity Shares locked-in for one year other than Minimum Promoter Contribution**

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 56,23,410 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

**18. Inscription or Recording of non-transferability**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

**19. Pledge of Locked in Equity Shares**

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;

if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities 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.

**20. Transferability of Locked in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of SEBI (SAST) Regulations, 2011 as applicable;

The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoter or any person of the Promoter 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 transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoters and Promoter's Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

21. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.

22. As on date of this Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.

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

24. As on the date of this Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

25. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "***Basis of Allotment***" in the chapter titled "***Issue Procedure***" beginning on page 217 of this Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.

26. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

27. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.

28. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

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

30. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.

31. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

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

33. As per RBI regulations, OCBs are not allowed to participate in this issue

34. This Issue is being made through Book Built Method.

35. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.

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

37. None of our Promoters and Promoter Group will participate in the Issue.

Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

## SECTION VII: PARTICULARS OF THE ISSUE

## OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 27,62,000 Equity Shares of our Company at an Issue Price of ₹ 126.00 per Equity Share.

The details of the proceeds of the Fresh Issue are summarized below:

*(₹ in Lakhs)*

| Particulars | Amount |
|---|---|
| Gross Proceeds from the Fresh Issue | 3,480.12 |
| Less: Issue related expenses | 395.00 |
| Net Proceeds of the Fresh Issue | 3,085.12 |

### REQUIREMENTS OF FUNDS

Our Company intends to utilize the Net Fresh Issue Proceeds for the following Objects ("Objects of the Issue"):

a) Setting up of Manufacturing facility

b) Working Capital Requirements

c) General Corporate Purposes.

In addition to the aforementioned objects, our Company intends to strengthen its capital base and expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges, including among other things, enhancing the visibility of our brand and our Company among our existing and potential customers.

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. Our company is engaged in the process of Manufacturing Forged Components. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

### PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF NET PROCEEDS

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

***(₹ in lakhs)***

| Sr. No. | Particulars | Total Estimated Expenditure | Amount Deployed till Date of Filing this Document | Amount to be Financed from Net Proceeds | Estimated deployment of Net Proceeds by the Financial Year ended March 31, 2024 |
|---|---|---|---|---|---|
| 1 | Setting up of Manufacturing facility | 2,546.60 | 311.40 | 2,235.20 | 2,235.20# |
| 2 | Working Capital Requirements | 1,567.64 | -- | 750.00 | 750.00 |
| 3 | General Corporate Purposes* | 99.92 | -- | 99.92 | 99.92 |
| | **Total** | 4,214.16 | 311.40 | 3,085.12 | 3,085.12 |

**General Corporate Purpose shall not exceed 25% of the Net Issue Proceeds*
*#The entire proceeds shall be deployed in the FY 2023-24 as advance payment for purchase of land, Construction of Shed and Purchase of Machineries, however, the machineries are expected to be installed fully in a period of 12 months from date of such payments.*

**Means of Finance:**

The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals.

***Since the fund requirements set out for the aforesaid Objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirement to make firm***

***arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.***

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the chapter titled *"**Risk Factors**"* beginning on page 28 of this Prospectus.

**1) Setting up of Manufacturing facility**

As an anticipated plan of expansion and tapping the market of forging industry, our company intends to forge its own manufactured ingots into finished machined products, all under one roof to serve all major sectors such as Thermal Power, Wind Power, Nuclear Power, Hydra Power, Gear Sector, Oil & Gas, Ship Building, Cement Industry, Steel Industry, Sugar Industry, etc. Keeping in view the rising demand of the industry for quality ingots for casting and forging, we plan to set up our own foundry for casting good quality forged ingots as a part of our backward integration process. We have obtained feasibility report from leading furnace manufacturers such as Megatherm, Indeu Engineering Solutions Private Limited, Electrotherm, Eastern Metec.

**Backward Integration**

Our Company is planning to pursue backward integration with a goal of achieving cost savings, improved efficiency and increase in revenue. For which, we are planning to set up a foundry for casting quality Forged Ingots Induction Furnace with LRF and vacuum degassed products. It will also help to maintain the quality of raw material as per desired level and also get available required raw-material within specific time.

In order to increase backward integration at our manufacturing facilities and to cater our manufacturing requirements, our Company has acquired all the piece and parcel of Land measuring 33 Satak in 16 Annas share comprising in R.S and L.R. Dag no. 2516 under L.R. Khatian No. 157, 209, 273, 370, 661 and 705 lying at Mouza Palahar, J.L No. 15 under P.S. Bhadreswar, District-Hooghly, West Bengal. The said land is purchased from M/s. Shreesatya Metal & Alloys Private Limited (Previously Sachin Ispat Private Limited), an Indian Company having its registered office at 23A, Netaji Subhas Road, 8$^{th}$ Floor, Room No. 30, P.S.- Hare Street, P.O- GPO, Kolkata-700001 for a consideration of ₹180.00 Lakhs as per the Deed of Sale dated May 25, 2023.

Our Company intends to make capital expenditure towards construction and civil work and setting up additional plant & machinery on the aforementioned land. We have prepared a cost estimate for executing, designing, supervision and producing all relevant construction and installation based on quotations dated August 25, 2023 received from Eastern Metec Private Limited which aggregates to ₹1,552.25 Lakhs. The detailed break-down of the estimated cost along with details of the quotation, as applicable, is set forth below:

| Sr. No. | Item/Description | Quantity | Amount (In ₹ Lakhs) |
|---|---|---|---|
| 1. | Incoming/outgoing material weighing bridge 50 T capacity | 1 set | 30.00 |
| 2. | Scrap storage area equipment consists of:<br>1. Magnets 1000 dia,<br>2. Crane at scrap bay 5 T capacity, | <br>2 no.<br>2. No. | <br>45.00<br>40.00 |

| | | | |
|---|---|---|---|
| | 3. Scrap bins 1 m3 capacity | 5 no. | 5.00 |
| 3. | Induction furnace 2500 kW – 2 mechanical & 1 Electrical including auxiliaries with transformer, VCB 33 kV system | 1 set | 200.00 |
| 4. | Ladle furnace capacity: 5/6 T with tilting system, trolley & slag box with transformer, VCB etc, power rating 1200 KVA | 1 set | 165.00 |
| 5. | VD with drag vacuum pump and its auxiliaries | 1 set | 200.00 |
| 6. | Water complex for Induction furnace and LRF & VD | 1 set each | 25.00 |
| 7. | Ladles 5/6 T with 700 mm free board | 5 nos | 30.00 |
| 8. | Ladle preheater | 1 set | 6.00 |
| 9. | Slide gate – 5 sets with power pack 2 Nos. | 1 set | 20.00 |
| 10. | Casting ingot with floor plate trumpet etc | 3 set | 100.00 |
| 11. | Laboratory Testing equipment :<br>1. Wet lab,<br>2. Spectrometer,<br>3. Gas analyser,<br>4. USD | <br>1 set<br>1 No.<br>1 No.<br>1 set | <br>10.00<br>50.00<br>40.00<br>10.00 |
| 12. | Fume extraction system (Induction + LRF) | 1 set | 25.00 |
| 13. | Refractory first fill | 1 set | 8.00 |
| 14. | Ingot cleaning and maintenance system<br>Surface grinding | 2 set<br>3 set | 5.00<br>5.00 |
| 15. | Maintenance tools & tackles | 1 lot | 2.00 |
| 16. | Man cooler | 3 set | 0.25 |
| 17. | Charging & teeming crane with magnet:<br>- 5 T<br>- 10 T | <br>1 no.<br>1 no.<br>(1 no. teeming & 1 no. mould maintenance) | <br>15.00<br>40.00 |
| 18. | Civil activity for equipment | 1 lot | 15.00 |
| 19. | Shed – 1 main shed & 2 Nos. Lintu shed including civil & structural | 1 lot | 250.00 |
| 20. | Shed & room lighting | 1 lot | 15.00 |
| 21. | Room & shed ventilation | 1 lot | 5.00 |
| 22. | Fire fighting | 1 lot | 5.00 |
| 23. | Compressed air system 500 OPM with air vessel | 2 no. | 6.00 |
| 24. | Electrical substation & distribution:<br>a) Incomer 33 kV<br>4 panel board,<br>Capacitor bank,<br>Aux: Transformer 1 MVA<br>b) LT distribution PDB<br>c) HT & LT power cable | <br><br>1 set<br>1 set<br>1set<br>1set<br>1 lot | <br><br><br>125.0-0<br><br><br> |
| 25. | Erection Cost | - | 30.00 |
| | **Total** | | **1,552.25** |

**Forward Integration**

We are also planning to pursue forward integration to change the grain size, refine its magnetic and electrical properties to increase the resistance against corrosion as well as against wear and tear. For that, we propose to set up state of art heat treatment plant which is capable of normalizing, annealing volume hardening and flame hardening, etc. In order to achieve such a vision, we propose to add some sophisticated machinery supported by latest laboratory equipments for Q&A and R&D for augmenting forging to machining with advanced world class facilities, all under one roof.

As a plan of forward integration of our products and to cater our requirements, our Company has acquired land measuring a total of 64 Satak situated at District Hooghly, D.S.R Hooghly, A.D.S.R Serampur, P.S- Serampur within the ambit of Baidyabati Municipality, Ward No.-22, Mouoza Chawk, J.L. No.-1. The said land is purchased from M/s. Sancheti Textiles Private Limited (Previously Devikripa Petrochem Private Limited), an Indian Company having its registered address at 23B, Netaji Subhas Road, Security House, 4$^{th}$ Floor, Room No. 6A, P.O-GPO, P.S.- Hare Street, Kolkata-700001 for a consideration of ₹115.00 Lakhs as per the Deed of Sale dated July 13, 2022. In addition to that, our Company intends to make capital expenditure towards purchase of additional piece of land (including construction and civil work)

and plant & machinery thereon to facilitate manufacturing process. Our Company proposes to use part of net proceeds to the extent to ₹682.95 Lakhs to meet capital expenditure in relation to:

- **Acquisition of Land for setting up manufacturing unit**

To acquire Land measuring total of 60 Decimals lying and situated at Mouza-Chawk, J.L. No. 1, A.D.S.R Office, Serampore, under P.S. Serampore in Hooghly district of West Bengal from Associated Manufacture and Industries Corporation, a partnership firm having its registered office at 3A, Garstine Place, Hare Street, Kolkata – 700001 (a partnership firm in which promoter is the partner) for a consideration of ₹ 270.00 Lakhs payable in cash as derived upon independent valuation of the said land conducted by Dilip Kumar Dutta, Government Registered Valuer and consulting & Chartered Engineer. Details pertaining to the land is as follows:

| Sr. No. | R.S. Dag No. | R.S. Khatian No. | L.R. Dag No. | L.R. Khatian No. | Total Area (Decimal) | Bought Area (Decimal) |
|---|---|---|---|---|---|---|
| 1 | 19 | 625 | 19 | 212 | 16.00 | 10.00 |
| 2 | 20 | 94 | 20 | 212 | 14.00 | 10.00 |
| 3 | 21 | 625 | 21 | 276, 377,372 and 503 | 16.00 | 13.00 |
| 4 | 23/965 | 41 | 23/965 | | 13.00 | 9.00 |
| 5 | 24/966 | 562 | 24/966 | 276,377,372 and 503 | 13.00 | 12.00 |
| 6 | 26/975 | | 26/975 | 178 | 8.00 | 4.00 |
| 7 | 24 | 174 | 24 | 53 | 36.59 | 1.00 |
| 8 | 25 | | 25 | 178 | 14.72 | 1.00 |
| **Total** | | | | | **131.31** | **60.00** |

The said land is free from all encumbrances, having a clear title and is proposed to be transferred to our company upon payment of consideration from the Issue Proceeds. Once the consideration is paid and the title is transferred, our company shall apply to all authorities for applicable licenses/permits, as may be required to set up a manufacturing unit on the said land, details of which are mentioned below.

- **Construction of Shed**

Such land will require construction and furnishing work such as, to tie beams and pillars and construction of shed for the proposed manufacturing unit. These costs would include costs in relation to designing, construction of shed along with its foundation including tie-beams and pillars, steel work finishing with standard building accessories etc. We have prepared a cost estimate for executing, designing, supervision and producing all relevant construction cost based on quotations dated June 02, 2023 received from Aditrri Smart International Limited and dated August 22, 2023 received from JoyMa Construction which aggregates to ₹173.47 Lakhs. The detailed break-down of the estimated cost of construction along with details of the quotation, as applicable, is set forth below:

| Sr. No. | Particulars | Amount (In ₹ Lakhs) | Quotation details |
|---|---|---|---|
| 1. | Civil work including supply of fabricated material with painting for 7.5 MT Crane Shed including standard building accessories and steel work finish. | 103.02 | Quotation received from Aditrri Smart International Private Limited Dated 02.06.2023 |
| 2. | Construction of shed foundation: 4 no. F1 of size 3000x3000, 16 No. F2 of size 3500x3000, 4 no. F3 of size 2300x1950, construction of 158.03 M of tie-beam of size 300x650 and 3000 no. (approx.) piling work with labour charges | 70.45 | Quotation received from JoyMa dated 22.08.2023 |
| | **Total** | **173.47** | |

**Above estimates are exclusive of GST*

- **Purchase of Machineries**

Our company proposes to incur a total expenditure of approximately ₹ 239.48 lakhs towards purchase of new machineries and equipments i.e. Machines, tools and equipment's to be installed in the manufacturing unit. The estimates for the aforesaid costs are based on quotations as mentioned in the table below:

| Sr. No. | Product Description | Qty | Amount (In ₹ Lakhs) | Quotation details |
|---|---|---|---|---|
| 1. | Verticle Turret Lathe Model-VTX 800 | 1 | 38.00 | Quotation received from MacPower CNC Machines Private Limited For Rs. 47.20 Lakhs dated 17.05.2023 for which Purchase Order issued dated 18.05.2023 along with an advance payment of Rs. 9.20 Lakhs |
| 2. | Verticle Turret Lathe Model-VTX 600 | 1 | 30.00 | Quotation received from MacPower CNC Machines Private Limited For Rs. 37.20 Lakhs dated 17.05.2023 for which Purchase Order issued dated 18.05.2023 along with an advance payment of Rs. 7.20 Lakhs |
| 3. | Extra Heavy Duty Plano Milling Machine | 1 | 46.50 | Quotation received from Sound Machinery Makers dated 03.08.2023 |
| 4. | 5 Ton EOT Single Capacity Girder Crane + Installation | 3 | 42.15 | Quotation received from S M Construction Co. dated 10.07.2023 |
| 5. | 200 & 160 D.G Set | 1 | 27.90 | Quotation received from Tekron Agency dated 17.08.2023 |
| 6. | Electro Furnace 4.5 Mtr. (4200x600x600) | 2 | 29.30 | Quotation received from Balmukund Singh |
| 7. | Electro Furnace (1200x1400) | 1 | 8.21 | Quotation received from Balmukund Singh |
| 8. | Electro Furnace (1200x1000) | 1 | 7.55 | Quotation received from Balmukund Singh |
| 9. | Electro Furnace (48.20x20) | 1 | 5.58 | Quotation received from Balmukund Singh |
| 10. | Electro Furnace (14x14x36) | 1 | 4.29 | Quotation received from Balmukund Singh |
| **Total** | | | **239.48** | |

**Above estimates are exclusive of GST*

**Notes:**

1. We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

2. All quotations received from the vendors mentioned above are valid as on the date of this Prospectus. However, except as stated above, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the machineries/Equipments or at the same costs.

3. The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of vendor or any modification/addition/deletion of machineries or equipments) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipments or utilities, as required. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipments and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.

4. We are not acquiring any second-hand machinery.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of our internal accruals.

**2) To Meet Working Capital Requirements**

Our business is working capital intensive. We finance our working capital requirement from our internal accruals. Considering the existing and future growth, the working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹1,567.64 Lakhs for FY 2023-2024. We intend to meet our working capital requirements to the extent of ₹750.00 Lakhs from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

***Basis of estimation of working capital***

The details of our Company's composition of working capital as at June 30, 2023, March 31, 2023, 2022 and 2021 based on the Audited Financial Statements and working capital estimates for March 31, 2024 and the source of funding of the same are as set out in the table below:

*(₹ in lakhs)*

| Particulars | March 31, 2021 | March 31, 2022 | March 31, 2023 | June 30, 2023 | March 31, 2024 |
|---|---|---|---|---|---|
| | Audited | Audited | Audited | Audited | Estimated |
| **Current Assets** | | | | | |
| Inventories | 103.12 | 21.40 | 646.21 | 320.58 | 1,019.40 |
| Trade Receivables | 901.04 | 1,387.46 | 2,174.39 | 2,315.95 | 3,152.87 |
| Cash and Cash Equivalents | 15.63 | 18.48 | 9.99 | 5.60 | 50.00 |
| Short Term Loans & Advances | - | - | 32.56 | 41.69 | 48.84 |
| Other Current Assets | 12.08 | 18.00 | 225.87 | 774.84 | 271.04 |
| **Total (I)** | **1,031.87** | **1,445.34** | **3,089.02** | **3,458.66** | **4,542.14** |
| | | | | | |
| **Current Liabilities** | | | | | |
| Trade Payables | 463.14 | 1,250.10 | 2,914.74 | 2,139.23 | 2,769.00 |
| Other Current Liabilities | 29.45 | 55.98 | 789.65 | 1,562.01 | 201.85 |
| Short Term Provisions | 0.08 | 0.49 | 2.43 | 0.16 | 3.65 |
| **Total (II)** | **492.67** | **1,306.57** | **3,706.82** | **3,701.40** | **2,974.50** |
| | | | | | |
| **Net Working Capital (I) – (II)** | **539.20** | **138.77** | **(617.80)** | **(242.74)** | **1,567.64** |
| | | | | | |
| **Funding Pattern:** | | | | | |
| Short-Term Borrowings from Banks | 44.31 | 108.79 | - | - | 92.13 |
| Internal Accruals | 494.89 | 29.98 | - | - | 725.51 |
| Part of the IPO Proceeds | | | | | **750.00** |

***Assumptions for working capital requirement***

Assumptions for Holding Levels

***(In days)***

| Particulars | Holding level as on March 31, 2021 (Actual) | Holding level as on March 31, 2022 (Actual) | Holding level as on March 31, 2023 (Actual) | Holding level as on March 31, 2024 (Estimated) |
|---|---|---|---|---|
| ***Current Assets*** | | | | |
| Inventories | 14 | 1 | 20 | 24 |
| Trade Receivables | 125 | 71 | 69 | 76 |
| ***Current Liabilities*** | | | | |
| Trade Payables | 71 | 67 | 106 | 81 |

***Justification for Holding Period Levels***

| Particulars | Detail |
|---|---|
| **Inventories** | Inventories have increased rapidly in 2023 as per the growth and requirements of the clients. The estimated inventory value is in line with the trend of previous year and based on the fact that the company is planning to expand via forward and backward integration of manufacturing process.<br>Additionally, the expansion will require raw-materials for processing, which needs to be maintained at a certain level to decrease inventory turnover period. |
| **Trade Receivable** | Trade receivable has increased over the years due to increase in volume of sales.<br>The credit facilities provided by the Company to increase sales is another reason for increase in Trade Receivables over the years.<br>In view of the past trends, trade receivables has been estimated to maintain consistency and better services to customers. |

| | |
|---|---|
| **Cash & Cash Equivalents** | Cash & Cash Equivalents is in line with the previous years. The said balance is to maintain liquidity for day-to-day operations of the company. |
| **Short-Term Loans & Advances** | Advance to Suppliers in the year 2022- 2023 has been done to procure raw materials for processing. The company intends to continue the same system in coming years to speed up the manufacturing process. |
| **Other Current Assets** | It includes Balances with Government Authorities which has increased over the years. It includes GST and TDS deducted by the customers and the estimate shows an increase in line with the previous year trend. |
| **Trade Payables** | Trade Payable has increased over the years due to the increase in volume of purchases. However, the company intends to reduce the outstanding payables in coming years to take benefits of trade discounts, hence, reduced Trade Payable is shown as an estimation. |
| **Other Current Liabilities** | Advance from Customers has increased in line with the sales over the years, and the same has been continued in the estimates.<br>Salaries and Expenses payables have increased over the years based on increase in expenses and outstanding balances of March which is paid in next month of the subsequent financial year.<br>Statutory Dues Payable has increased year-by-year due to increase in purchase and GST / TDS deducted thereon.<br>Effect of all these factors have been considered in the estimates. |
| **Short-Term Provisions** | Provision for Taxation has increased as per the profitability of the company. The provision for taxation as estimated is based on the estimated profits at current prevailing tax rates.<br>The company has started making provisions for Gratuity which is in parity with all the years.<br>Due to increase in Profits above threshold limits, the company has started making provisions for CSR which has been considered in the estimated. |

Pursuant to the certificate dated November 21, 2023, M/s. AAA & Associates, Chartered Accountants, have verified the working capital requirements for the period ended on June 30, 2023 and year ended on March 31, 2023, 2022 and 2021 from the Restated Consolidated Financial Statements and working capital estimates for the financial year 2024 as approved by the Board pursuant to its resolution dated November 21, 2023.

**3) General Corporate Purposes**

Our management will have flexibility to deploy ₹99.92 lakhs, aggregating to 2.87% of the Gross Proceeds towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and strategic entity/ business acquisitions, branding, marketing, new client referral fees meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any offer related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230(2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

**Proposed Year wise Deployment of Funds / Schedule of Implementation**

The entire Net Fresh Issue Proceeds are proposed to be deployed in the Financial Year 2023 – 24.

**Public Issue Expense**

The estimated Issue related expenses include Issue Management Fee, Marketing Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee, Listing Fee, etc. The total expenses for this Issue are estimated to be approximately ₹ 395.00 Lakhs. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

*(₹ in lakhs)*

| Particulars | Expenses (₹ In Lakh) | % of Total Issue Expenses | % of Total Issue size |
|---|---|---|---|
| Payment to the Lead Manager | 22.50 | 5.70% | 0.65% |
| Underwriting Fees | 174.00 | 44.05% | 5.00% |
| Market Making Fees | 160.60 | 40.66% | 4.61% |
| Fees payable to Registrar to Issue | 2.50 | 0.63% | 0.07% |
| Fees to Legal Advisor | 1.75 | 0.44% | 0.05% |
| Advertisement Expenses | 4.00 | 1.01% | 0.11% |
| Fees payable to Regulators including Stock Exchange | 8.00 | 2.03% | 0.23% |
| Printing & Distribution Expenses | 0.75 | 0.19% | 0.02% |
| Marketing & Selling Expenses | 17.40 | 4.41% | 0.50% |
| Payment to Sponsor Bank | 2.00 | 0.51% | 0.06% |
| Statutory & Other Reports | 1.50 | 0.38% | 0.04% |
| **Total** | **395.00** | **100.00%** | **11.35%** |

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

| | |
|---|---|
| *Portion for Retail Individual Bidders* | 0.001*% of the Amount Allotted* (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders* | 0.001*% of the Amount Allotted* (plus applicable taxes)* |
| *Portion for QIB* | 0.001*% of the Amount Allotted* (plus applicable taxes)* |

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

*No additional processing fees shall be payable to the SCSBs on the applications directly procured by them.*

*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.*

*Processing fees payable to the SCSBs of Rs. 10.00 per valid application (plus applicable taxes) for processing the Bid cum Application of Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking. In case the total ASBA processing charges payable to SCSBs exceeds Rs.* 1.00 Lakh*, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed Rs.*1.00 Lakh*.*

***For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs***

***Brokerages, selling commission and processing/uploading charges*** *on the portion for Retail Individual Bidders (using the UPI mechanism), portion for Non-Institutional Bidders and Eligible Employees which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:*

| | |
|---|---|
| *Portion for Retail Individual Bidders* | 0.001*% of the Amount Allotted* (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders* | 0.001*% of the Amount Allotted* (plus applicable taxes)* |
| *Portion for QIB* | 0.001*% of the Amount Allotted* (plus applicable taxes)* |

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

*The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member.*

*The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.*

*The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.*

*Uploading charges/ processing charges of Rs.10/- valid application (plus applicable taxes) is applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: for applications made by Retail Individual Investors using the UPI Mechanism. In case the total processing charges payable under this head exceeds Rs.* 1.00 Lakh*., the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs.* 1.00 Lakh*.)*

*Uploading charges/processing charges of Re.1/- valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, RTAs and CDPs: (a) for applications made by Retail Individual Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total processing charges payable under this head exceeds Rs.* 1.00 Lakh*., the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed Rs.1.00* Lakh*.*

*The Bidding/uploading charges payable to the Syndicate/ Sub-Syndicate Members, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE.*

***For Registered Brokers:***

*Selling commission payable to the registered brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows:*

| | |
|---|---|
| *Portion for Retail Individual Bidders and Non-Institutional Bidders* | *₹ 1 /- per valid application* (plus applicable taxes)* |

**Based on valid applications.*

**Appraisal by Appraising Fund**

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 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 variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

**Shortfall of Funds**

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

**Bridge Financing Facilities**

As on the date of this Prospectus, we have not raised any bridge loans, which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/ cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

**Monitoring Utilization of Funds**

As the size of the Fresh Issue does not exceed ₹10,000 Lakhs, in terms of Regulation 262 of the SEBI (ICDR) Regulations, 2018, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the SEBI (LODR) Regulation, 2015, our Company shall on a half-yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulation, 2015 our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

**Interim Use of Proceeds**

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

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

**Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

**Other Confirmations**

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

## BASIS FOR ISSUE PRICE

***Investors should read the following summary with the chapter titled "Risk Factors", the details about our Company under the chapter titled "Our Business" and its financial statements under the chapter titled "Restated Consolidated Financial Statements" beginning on pages 28, 112 and 169 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.***

The Issue Price has been determined by the Company in consultation with the Book Running Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹ 126.00 which is 12.6 times of the face value.

**Qualitative Factors**

Some of the qualitative factors, which form the basis for the Issue Price, are:

1. Experienced Promoters and Management Team
2. Scalable Business Model
3. Large & Diverse Product Portfolio
4. Advanced Manufacturing Processes
5. Well Developed Distribution Network
6. Strong Sales, Marketing and Distribution Capabilities
7. Adherence to quality standards

For further details, see "***Risk Factors***" and "***Our Business***" beginning on pages 28 and 112, respectively.

**Quantitative Factors**

Some of the information presented in this chapter is derived from the Restated Consolidated Financial Statements. For further information, see "***Financial Information***" beginning on page 169.

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

**Basic Earnings and Diluted Earnings per Equity Share (EPS) as per Accounting Standard 20**

**As per Restated Consolidated Financial Statements (Pre-Bonus)**

| Period | Basic and Diluted EPS (in ₹) | Weight |
|---|---|---|
| March 31, 2021 | 9.10 | 1 |
| March 31, 2022 | 12.18 | 2 |
| March 31, 2023 | 127.58 | 3 |
| **Weighted Average** | **69.37** | |
| For the period ended on June 30, 2023 (Non-Annualised) | 41.93 | |

**As per Restated Consolidated Financial Statements (Post-Bonus)**

| Period | Basic and Diluted EPS (in ₹) | Weight |
|---|---|---|
| March 31, 2021 | 0.75 | 1 |
| March 31, 2022 | 1.14 | 2 |
| March 31, 2023 | 12.83 | 3 |
| **Weighted Average** | **6.92** | |
| For the period ended on June 30, 2023 (Non-Annualised) | **4.66** | |

****Notes:***

1. *Basic and diluted earnings/ (loss) per equity share: Basic and diluted earnings per equity share are computed in accordance with Accounting Standard 20 – "Earnings per Share" issued by the Institute of Chartered Accountants*

*of India.*

2. *The ratios have been computed as below:*

- *Basic EPS is calculated as Profit/(loss) for the year/period attributable to owners of parent divided by the adjusted weighted average number basic equity shares outstanding during the year/period.*

- *Diluted EPS is calculated as Profit/(loss) for the year/period attributable to owners of parent divided by the adjusted weighted average number of adjusted diluted equity shares outstanding during the year/period.*

3. *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.*

4. *Weighted average is aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. {(EPS x Weight) for each year} / {Total of weights}.*

*For further details, see "**Other Financial Information**" on page 169.*

**Price/Earning ("P/E") Ratio in relation to the Price Band of ₹ 121.00 to ₹ 126.00 per Equity Share:**

| Particulars | P/E at Floor Price (no.of times) | P/E at Cap Price(no. of times) |
|---|---|---|
| **Based on Restated Consolidated Financial Statements** | | |
| P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-23 | 1.05 | 1.01 |
| P/E ratio based on the Weighted Average Basic & Diluted EPS, as restated | 0.57 | 0.55 |

***Note:*** *The P/E ratio has been computed by dividing Issue Price with EPS*

**Return on Net Worth as per Restated Consolidated Financial Statements**

| Period | RONW (%) | Weight |
|---|---|---|
| March 31, 2021 | 8.27 | 1 |
| March 31, 2022 | 11.29 | 2 |
| March 31, 2023 | 49.40 | 3 |
| **Weighted Average** | **29.84** | |
| For the period ended on June 30, 2023 (Non-Annualised) | 15.39 | |

***Note****: The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.*

**As per Restated Financial Statements:**

Minimum return on Post Issue Net Worth to maintain the Pre-Issue EPS (Post Bonus) for the financial year ended on 31st March, 2023- 24.81 %

**Net Asset Value (NAV) per Equity Share**

**As per Restated Consolidated Financial Statements – Pre-Bonus**

| Sr. No. | Particulars | On the basis of Restated Consolidated Financial Statements (₹) |
|---|---|---|
| a) | As on March 31, 2021 | 110.10 |
| b) | As on March 31, 2022 | 107.96 |
| c) | As on March 31, 2023 | 258.25 |
| d) | As on June 30, 2023 | 272.39 |

**As per Restated Consolidated Financial Statements – Post-Bonus**

| Sr. No. | Particulars | On the basis of Restated Consolidated Financial Statements (₹) |
|---|---|---|
| a) | As on March 31, 2021 | 9.09 |
| b) | As on March 31, 2022 | 10.12 |
| c) | As on March 31, 2023 | 25.98 |
| d) | As on June 30, 2023 | 30.27 |
| e) | **Net Asset Value per Equity Share after the Issue at Issue Price** | 51.71 |
| f) | **Issue Price*** | **126.00** |

*Notes:*

1. *NAV has been calculated as Net worth divided by number of Equity Shares at the end of the year.*

2. *Net asset value per equity share = net worth attributable to the owners of the parent as at the end of the year/period divided by adjusted number of equity shares outstanding as at the end of year/period.*

3. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of statement of profit and loss, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off and non-controlling interest, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write- back of depreciation and amalgamation.*

4. *Net Worth and the number of equity shares as at the end of the year/period have been adjusted to give effect to the consequent increase in share capital on the assumption that options outstanding to subscribe for additional equity capital (i.e. outstanding share warrants and employee stock options), wherever applicable, were exercised in the respective financial year/period. The computation considering aforementioned effects has been carried out in accordance with the requirements of SEBI ICDR Regulations and therefore the net worth and the number of equity shares outstanding as at the end of the year/period has not been derived from Restated Consolidated Financial Information.*

*For further details, see "**Other Financial Information**" on page 169.*

***Comparison with Listed Industry Peer:***

| Particulars | CMP* | EPS (₹) | PE Ratio | RONW (%) | NAV (₹) | Face Value (₹) | Revenue from Operations (₹ in Lakh) |
|---|---|---|---|---|---|---|---|
| Amic Forging Limited | 126.00 | 12.83 | 9.82 | 49.40 | 25.98 | 10.00 | 11,585.41 |
| **Peer Group **** | | | | | | | |
| Maiden Forgings Limited | 116.70 | 9.21 | 10.42 | 23.59 | 40.00 | 10.00 | 22,082.00 |
| Ramkrishna Forgings Limited | 796.20 | 4.81 | 139.21 | 18.77 | 85.16 | 2.00 | 3,19,289.51 |

** CMP for our Company is considered as Issue Price*
*** Source: www.bseindia.com.*

*Notes:*

*(i) The figures of Amic Forging Limited are based on consolidated financial statements as restated as on March 31, 2023.*

*(ii) Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.*

*(iii) Current Market Price (CMP) is the closing price of peer group scrips as on December 01, 2023.*

*(iv) The figures for the peer group are based on the audited financials for the year ended March 31, 2023.*

The face value of our share is ₹10.00 per share and the Issue Price is of ₹126.00 per share are 12.6 times of the face value.

**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 in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 21, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s. AAA & Associates, Chartered Accountants, by their certificate dated November 21, 2023.

The KPIs of our Company have been disclosed in the sections titled "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators***" on pages 112 and 170 respectively.

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

**Key Performance Indicators of Our Company**

***(Rs. In Lakhs)***

| Key Financial Performance | For the period ended on June 30, 2023 | For the financial year ended on March 31, 2023 | For the financial year ended on March 31, 2022 | For the financial year ended on March 31, 2021 |
|---|---|---|---|---|
| Revenue from operations[(1)] | 2,954.57 | 11,585.41 | 7,111.97 | 2,640.88 |
| EBITDA[(2)] | 495.77 | 1,356.95 | 219.18 | 150.74 |
| EBITDA Margin[(3)] | 16.78% | 11.71% | 3.08% | 5.71% |
| PAT | 359.69 | 980.01 | 86.59 | 56.27 |
| PAT Margin[(4)] | 12.17% | 8.46% | 1.22% | 2.13% |
| Networth[(5)] | 2,338.43 | 1,983.75 | 767.28 | 680.69 |
| RoE %[(6)] | 16.64% | 71.25% | 11.96% | 9.85% |
| RoCE% [(7)] | 17.86% | 55.78% | 10.31% | 10.05% |

**Notes:**

[(1)] Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements

[(2)] EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

[(3)] 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

[(4)] 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

[(5)] Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets.

[(6)] Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

[(7)] Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term borrowings.

**Explanations for KPI Metrics**

| KPI | Explanation |
|---|---|
| Revenue from Operation | 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 in key verticals |
| 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. |

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

| **Key Financial Performance** | **Amic Forging Limited** | | | **Maiden Forgings Limited** | | | **Ramkrishna Forgings Limited** | | |
|---|---|---|---|---|---|---|---|---|---|
| | **FY 2022-23** | **FY 2021-22** | **FY 2020-21** | **FY 2022-23** | **FY 2021-22** | **FY 2020-21** | **FY 2022-23** | **FY 2021-22** | **FY 2020-21** |
| Revenue from Operations [(1)] | 11,585.41 | 7,111.97 | 2,640.88 | 22,082.00 | *#Not Available* | *#Not Available* | 319289.51 | 232024.66 | 128893.21 |
| EBITDA[(2)] | 1356.95 | 219.18 | 150.74 | 2197.23 | *#Not Available* | *#Not Available* | 51231.88 | 51699.2 | 22270.58 |
| EBITDA Margin[(3)] | 11.71% | 3.08% | 5.71% | 9.95% | *#Not Available* | *#Not Available* | 16.05% | 22.28% | 17.28% |
| PAT | 980.01 | 86.59 | 56.27 | 960.56 | *#Not Available* | *#Not Available* | 24810.84 | 19802.69 | 2066.83 |
| PAT Margin[(4)] | 8.46% | 1.22% | 2.13% | 4.35% | *#Not Available* | *#Not Available* | 7.77% | 8.53% | 1.6% |
| Networth[(5)] | 1983.75 | 767.28 | 680.69 | 4000 | *#Not Available* | *#Not Available* | 132176.32 | 107838.55 | 88258.5 |
| RoE %[(6)] | 71.25% | 11.96% | 9.85% | *#Not Available* | *#Not Available* | *#Not Available* | *#Not Available* | *#Not Available* | *#Not Available* |
| RoCE% [(7)] | 55.78% | 10.31% | 10.05% | 32.13% | *#Not Available* | *#Not Available* | 21.88% | 16.93% | 6.8% |

***All the information for listed industry peers mentioned above is sourced from the Annual Reports of FY 22-23, FY 21-22 and FY 20-21.*

*#Not Available = Data of certain KPI's of the Company's listed peers is either not available in the public domain or the basis and manner of calculation of the figures mentioned is not ascertainable and therefore, may not be an accurate comparison with the Company's information and hence not mentioned.*

**Notes:**

[(1)] Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements

[(2)] EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

[(3)] 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

[(4)] 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

[(5)] Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

(6) Return on Equity is ratio of Profit after Tax and Shareholder Equity

(7) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings.

**Weighted Average Cost of Acquisition**

(a) The price per share of our Company is based on the primary issuance of equity shares.

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

| Date of Allotment | No. of equity Shares allotted | Face value per Equity share (₹) | Issue price per Equity share (₹) | Nature of allotment | Nature of consideration | Total Consideration (in ₹ lakhs) |
|---|---|---|---|---|---|---|
| June 18, 2022 | 55,940 | 10.00 | 160.00 | Right Issue | Cash | 89.50 |
| February 8, 2023 | 91,850 | 10.00 | 160.00 | Right Issue | Cash | 146.96 |
| July 14, 2023 | 68,67,920 | 10.00 | -- | Bonus Isse | Other than Cash | -- |

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

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

(c) Weighted average cost of acquisition, floor price and cap price:

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Shares) | Floor price (i.e. ₹ 121.00) | Cap price (i.e. ₹ 126.00) |
|---|---|---|---|
| Weighted average cost of acquisition of primary issuance as per paragraph (a) above | 3.37 | 35.91 times | 37.39 times |
| Weighted average cost of acquisition for secondary transaction as per paragraph (b) above | Nil | Nil | Nil |

The Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹ 126.00 per share for the Public Issue is justified in view of the above parameters. Investor should read the above-mentioned information along with the chapter titled "***Risk Factors***" beginning on page 28 of this Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled *"**Financial Statements as Restated**"* beginning on page 169 of this Prospectus

## STATEMENT OF SPECIAL TAX BENEFITS

**To**
**The Board of Directors**
**AMIC FORGING LIMITED**
3A, Garstin Place, 2nd Floor
Kolkata – 700 001

Dear Sir,

**Sub: Statement of Possible Special Tax Benefits ("the Statement") available to AMIC FORGING LIMITED ("the Company") and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ("the Regulations")**

We hereby report that this certificate along with the annexure (hereinafter referred to as **"The Statement"**) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ('IT Act') (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2023 (i.e. applicable to F.Y. 2023-24 relevant to A.Y. 2024-25) (hereinafter referred to as the "IT Regulations") and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions, which based on business imperatives, which the Company may or may not choose to fulfill or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the Preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company's management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

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

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

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

The information provided below sets out the Possible Special Direct Tax & Indirect Tax benefits available to the Company, and its Shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of Equity Shares, under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company, and the Shareholders of the Company to derive the direct and indirect tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, and the Shareholders of the Company may or may not choose to fulfil. Further, certain tax benefits may be optional, and it would be at the discretion of the Company or the Shareholders of the Company to exercise the option by fulfilling the conditions prescribed under the Tax Laws.

The following overview 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 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.

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**For AAA & Associates,**
**Chartered Accountants,**
**Firm Registration No.: 324719E**

Sd/-
**Anil Kumar Madhogaria**
**Partner**
**Membership No.: 057211**
**UDIN: 23057211BGUCMJ8235**

Date: August 21, 2023
Place: Kolkata

**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO AMIC FORGING LIMITED ("THE COMPANY") AND IT'S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the possible special tax benefits available to the Company and its shareholders as per the Income tax Act, 1961 ("IT Act") as amended from time to time and applicable for financial year 2023-24 relevant to assessment year 2024-25(AY 2024-25) and Indirect Tax Laws as amended from time to time and applicable for financial year 2023-24. 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.

**I. Under the IT Act**

**1. Special Tax Benefits to the Company**

- Lower Corporate Tax rate under Section 115BAA

A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ("the Amendment Act, 2019") granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%) from the Financial Year 2019-20, provided such companies do not avail specified exemptions/incentives (e.g. deduction under Section 10AA, 32(1) (iia), 33ABA, 35(2AB), 80-IA etc.)

The Amendment Act, 2019 also provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ("MAT") under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02,2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. Corresponding amendment has been inserted under Section 115JAA dealing with MAT credit.

The Company has exercised the above option.

**2. Special Tax Benefits available to Shareholders**

There are no Special Tax Benefits available to the Shareholders (other than Resident Corporate Shareholder) of the Company.

With respect to a Resident Corporate Shareholder, a new section 80M is inserted in the Finance Act, 2020, to remove the cascading effect of taxes on inter-corporate dividends during financial year 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other Domestic Company or a Foreign Company or a Business Trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other Domestic Company or Foreign Company or Business Trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139.

**NOTES:**

- The above statement of Possible Special Tax Benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

- The above statement covers only certain Special Tax Benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

- The above statement of Possible Special Tax Benefits is as per the current Direct Tax Laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.

- As the Company has opted for concessional corporate income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions:

- Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)

- Deduction under clause (iia) of sub-section (1) of section 32 (Additional Depreciation)

- Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, Site restoration fund)

- Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section or subsection (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)

- Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)

- Deduction under section 35CCD (Expenditure on skill development)

- Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or section 80M;

- No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above

- No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred above

- This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax 54 consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

**II. Under the Indirect Tax Laws**

**1. Special Indirect Tax Benefits available to the Company**

The Company is not entitled to any special tax benefits under indirect tax laws

**2. Special Tax Benefits available to Shareholders**

The Shareholders of the Company are not entitled to any Special Tax Benefits under indirect tax laws

**NOTES**:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

3. The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y.2023-24 relevant to A.Y. 2024-25.

4. 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 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.

***YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAXIMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.***

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

**For AAA & Associates,**
**Chartered Accountants,**
**Firm Registration No.: 324719E**

Sd/-
**Anil Kumar Madhogaria**
**Partner**
**Membership No.: 057211**
**UDIN: 23057211BGUCMJ8235**

Date: August 21, 2023
Place: Kolkata

## SECTION VIII: ABOUT THE ISSUER COMPANY

## OUR INDUSTRY

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

### GLOBAL ECONOMY AT LARGE

**Near-Term Resilience, Persistent Challenges**

- Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. While the forecast for 2023 is modestly higher than predicted in the April 2023 World Economic Outlook (WEO), it remains weak by historical standards. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

- The recent resolution of the US debt ceiling standoff and, earlier this year, strong action by authorities to contain turbulence in US and Swiss banking, reduced the immediate risks of financial sector turmoil. This moderated adverse risks to the outlook. However, the balance of risks to global growth remains tilted to the downside. Inflation could remain high and even rise if further shocks occur, including those from an intensification of the war in Ukraine and extreme weather-related events, triggering more restrictive monetary policy. Financial sector turbulence could resume as markets adjust to further policy tightening by central banks. China's recovery could slow, in part as a result of unresolved real estate problems, with negative cross-border spillovers. Sovereign debt distress could spread to a wider group of economies. On the upside, inflation could fall faster than expected, reducing the need for tight monetary policy, and domestic demand could again prove more resilient.

- In most economies, the priority remains achieving sustained disinflation while ensuring financial stability. Therefore, central banks should remain focused on restoring price stability and strengthening financial supervision and risk monitoring. Should market strains materialize, countries should provide liquidity promptly while mitigating the possibility of moral hazard. They should also build fiscal buffers, with the composition of fiscal adjustment ensuring targeted support for the most vulnerable. Improvements to the supply side of the economy would facilitate fiscal consolidation and a smoother decline of inflation toward target levels.

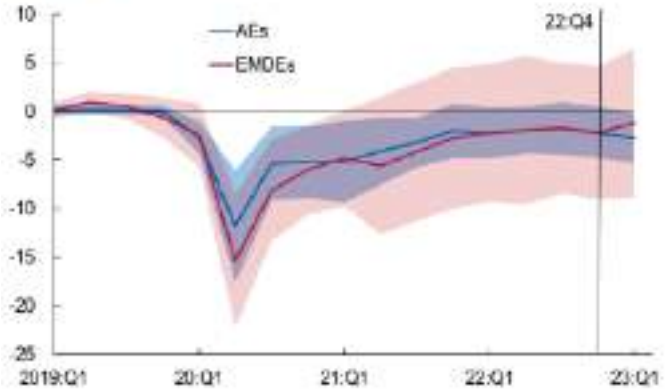
**Forces Shaping the Outlook**

The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine is slowing amid widening divergences among economic sectors and regions.

The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a "global health emergency." Supply chains have largely recovered, and shipping costs and suppliers' delivery times are back to pre-pandemic levels. But forces that hindered growth in 2022 persist. Inflation remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. Immediate concerns about the health of the banking sector have subsided, but high interest rates are filtering through the financial system, and banks in advanced economies have significantly tightened lending standards, curtailing the supply of credit. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments.

As a result, output losses compared with pre-pandemic forecasts remain large, especially for the world's poorest nations. Despite these headwinds, global economic activity was resilient in the first quarter of 2023, with that resilience driven mainly by the services sector. The post-pandemic rotation of consumption back toward services is approaching completion in advanced economies (including in tourism-dependent economies of southern Europe), and it accelerated in a number of emerging market and developing economies in the first quarter (Figure 1). However, as mobility returns to pre-pandemic levels, the scope for further acceleration appears more limited.

**Figure 1. Value Added in the Services Sector: Distance to Pre-Pandemic Trends**
*(Percent)*




Sources: Haver Analytics; and IMF staff calculations.
Note: The lines denote means and the bands represent one standard deviation around the means. For 18 AEs, the sample comprises AUS, CAN, CHE, CZE, DEU, DNK, ESP, FRA, GBR, ISR, ITA, KOR, NOR, NZL, SGP, SWE, TWN, and USA. For 16 EMDEs, the sample comprises ARG, BRA, CHL, CHN, COL, HUN, IDN, IND, MEX, MYS, PER, PHL, RUS, THA, TUR, and ZAF. Economy list uses International Organization for Standardization (ISO) country codes. AEs = advanced economies; EMDEs = emerging market and developing economies.

At the same time, non-services sectors, including manufacturing, have shown weakness, and high-frequency indicators for the second quarter point to a broader slowdown in activity. Amid softening consumption of goods, heightened uncertainties regarding the future geoeconomic landscape, weak productivity growth, and a more challenging financial environment, firms have scaled back investment in productive capacity. Gross fixed capital formation and industrial production have slowed sharply or contracted in major advanced economies, dragging international trade and manufacturing in emerging markets with them. International trade and indicators of demand and production in manufacturing all point to further weakness. Excess savings built up during the pandemic are declining in advanced economies, especially in the United States, implying a slimmer buffer to protect against shocks, including those to the cost of living and those from more restricted credit availability.

**Core Inflation Declining More Gradually Than Headline Inflation**

Global headline inflation is set to fall from an annual average of 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024, broadly as projected in April, but above pre-pandemic (2017–19) levels of about 3.5 percent. About three-quarters of the world's economies are expected to see lower annual average headline inflation in 2023. Monetary policy tightening is expected to gradually dampen inflation, but a central driver of the disinflation projected for 2023 is declining international commodity prices. Differences in the pace of disinflation across countries reflect such factors as different exposures to movements in commodity prices and currencies and different degrees of economic overheating. The forecast for 2023 is revised down by 0.2 percentage point, largely on account of subdued inflation in China. The forecast for 2024 has been revised upward by 0.3 percentage point, with the upgrade reflecting higher-than-expected core inflation.

Core inflation is generally declining more gradually. Globally, it is set to decline from an annual average of 6.5 percent in 2022 to 6.0 percent in 2023 and 4.7 percent in 2024. It is proving more persistent than projected, mainly for advanced economies, for which forecasts have been revised upward by 0.3 percentage point for 2023 and by 0.4 percentage point for 2024 compared with the April 2023 WEO. Global core inflation is revised down by 0.2 percentage point in 2023, reflecting lower-than-expected core inflation in China, and up by 0.4 percentage point in 2024. On an annual average basis, about half of economies are expected to see no decline in core inflation in 2023, although on a fourth-quarter-over-fourth-quarter basis, about 88 percent of economies for which quarterly data are available are projected to see a decline. Overall, inflation is projected to remain above target in 2023 in 96 percent of economies with inflation targets and in 89 percent of those economies in 2024.

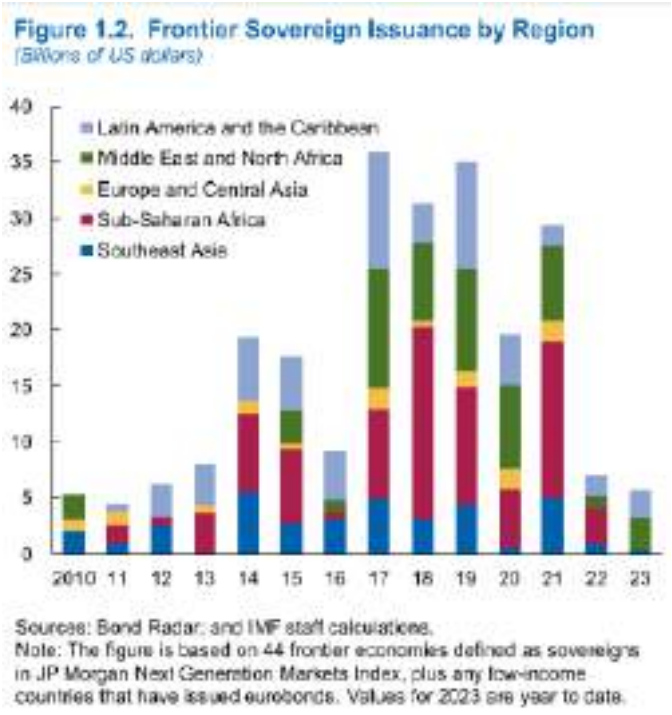
**Policy Priorities**

Conquer inflation. Central banks in economies with elevated and persistent core inflation should continue to clearly signal their commitment to reducing inflation. A restrictive stance—with real rates above neutral—is needed until there are clear signs that underlying inflation is cooling. Multilayered uncertainty complicates the task for central banks: Levels of neutral rates and lags of policy transmission are difficult to estimate with confidence, and the potency of the transmission mechanism may differ across economic sectors. In view of these uncertainties, adjusting policy in a data-dependent manner and avoiding a premature easing before price pressures have adequately receded is warranted, while continuing to use tools to maintain financial stability when needed. Although the primary responsibility for restoring price stability lies with central banks, legislated government spending cuts or tax increases aimed at ensuring public debt sustainability can, by reducing aggregate demand and reinforcing the overall credibility of disinflation strategies, further ease inflation. This is especially the case in countries with overheated economies and steep inflation-unemployment trade-offs.

Maintain financial stability and prepare for stress. The fast pace of monetary policy tightening continues to put the financial sector under pressure. Strengthened supervision (by implementing Basel III and removing forbearance measures) and monitoring risks to anticipate further episodes of banking sector stress is warranted. The intensity of supervision must be commensurate with banks' risks and systemic importance, and it is essential to address oversight gaps in the nonbank financial sector. Macroprudential policy measures could be employed pre-emptively to address emerging risks in banks and nonbank financial institutions. Where market strains emerge, deploying tools that provide liquidity support promptly and forcefully, while mitigating the risk of moral hazard, would limit contagion. Because central banks are not equipped to deal with insolvency problems, it is important for governments to rebuild fiscal space in the event real resources need to be mobilized. Countries at risk of external shocks can make full use of the global financial safety net afforded by international financial institutions, including IMF precautionary financial arrangements.

Rebuild fiscal buffers while protecting the vulnerable. With fiscal deficits and government debt above pre-pandemic levels, credible medium-term fiscal consolidation is in many cases needed to restore budgetary room for maneuver and ensure debt sustainability. Fiscal adjustment is currently projected International Monetary Fund | July 2023 9 to average 0.5 percent of GDP in 2024 (based on the change in structural fiscal balances) in both advanced economies and emerging market and developing economies. For economies with access to international markets, the pace of fiscal consolidation should depend on the strength of private demand. The composition of fiscal adjustment should protect targeted support for the most vulnerable. Phasing out untargeted fiscal measures, including those that blunt price signals such as energy subsidies is warranted, especially since energy prices have broadly returned to pre-pandemic levels. In cases in which countries are in or at high risk of debt distress, achieving debt sustainability may require not only well-timed fiscal consolidation, but also debt restructuring.

**GLOBAL FINANCIAL STABILITY UPDATE**



Financial markets appear sanguine, and financial conditions have mostly continued to ease. Since the April 2023 Global Financial Stability Report, central banks have communicated that they could need to tighten monetary policy further. Even as yield curves remain inverted and recession concerns are prominent, financial conditions have mostly eased (Figure 1.1). A rally in the technology sector and higher equity prices, undoing some of the disinflationary impulses from tighter monetary policy, has supported this easing. In such circumstances, upside surprises to inflation could cause a sudden, sharp repricing of financial assets. The resulting tightening in global financial conditions could then interact with existing vulnerabilities in the financial system, which could amplify the tightening. Immediate concerns about the banking sector have eased, but growth in bank loans in advanced economies has slowed, and high interest rates will likely lead to tighter credit conditions. The shift of deposits in the United States from regional to large banks and money market funds has subsided, but a tighter monetary environment continues to challenge banks and nonbank financial intermediaries. In the euro area, mandatory repayments of loans from targeted longer-term refinancing operations are confronting banks that had relied on this source of funding, whereas in the United States, ongoing quantitative tightening and issuance of large amounts of Treasury bills after the recent debt ceiling episode could lead to further outflows from the banking

system. In the meantime, the quality of business borrowers' credit is weakening as higher rates are starting to bite, raising credit costs, further curtailing bank lending, and slowing corporate debt issuance. Moreover, falling prices for commercial real estate—particularly office space—and residential property in many jurisdictions could add to pressures on indebted households and firms and weaken nonbank financial institutions exposed to vulnerable sectors. Major emerging markets have generally remained resilient in this uncertain environment and largely avoided the banking sector turmoil in March 2023. However, many lower-rated issuers of sovereign bonds in emerging and frontier markets are still struggling to maintain access to international markets. In the second quarter, spreads for investment-grade sovereigns have stayed at about average historical levels, while spreads on those below investment grade have remained well above the historical range for issuances (880 basis points). Notably, 18 countries have spreads at distressed levels (more than 1,000 basis points). These high spreads have made issuance of new hard-currency debt very challenging for frontier markets so far in 2023 (Figure 1.2).

*(*https://www.imf.org/en/Publications/WEO/Issues/2023/07/10/world-economic-outlook-update-july-2023 )

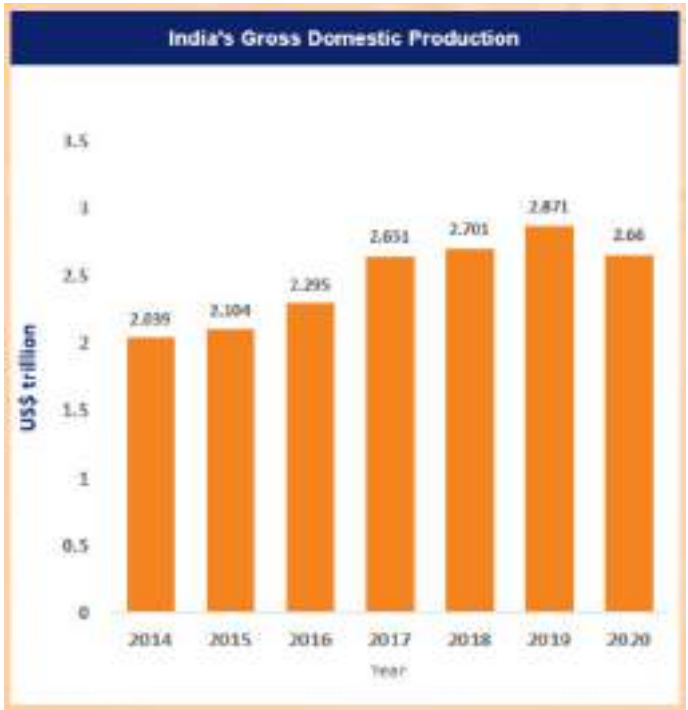
## INDIAN INDUSTRY OVERVIEW

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

### MARKET SIZE




India's nominal gross domestic product (GDP) at current prices is estimated to be at Rs. 232.15 trillion (US$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 2.1% of GDP in the first quarter of FY 2022-23.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Indian exports are expected to reach US$ 1 trillion by 2030.

## RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- As of September 21, 2022, India's foreign exchange reserves stood at US$ 524,520 million.
- The private equity-venture capital (PE-VC) sector investments stood at US$ 2 billion in September 2022.
- Merchandise exports in September 2022 stood at US$ 32.62 billion.
- PMI Services remained comfortably in the expansionary zone at 56.7 during April-September 2022
- In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 147,686 crore (US$ 17.92 billion).

## GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US$ 747.64 million).
- In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.

## ROAD AHEAD

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of

improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

## INDIAN FORGING INDUSTRY

The global metal forging market size was valued at $83.4 billion in 2022, and is projected to reach $168 billion by 2032, growing at a CAGR of 7.2% from 2023 to 2032. Metal forging is a process of forming and shaping metal by compressive force. It is commenced at room temperature or at an elevated temperature, known as cold forging or hot forging respectively. Forged metal has a properly aligned grain structure, making the resultant metal component stronger, less brittle, and more durable. Such properties of the forged metal make it suitable for demanding and critical applications in industries such as automotive, aerospace, railways, marine, industrial machinery, and others.

The forging of metal has been a standard practice for metal forming and shaping for centuries. It is a suitable method for producing components that are to be used in challenging applications having high pressure, force, and temperature. The market for metal forgings is driven by a rise in the automotive industry, and a rise in energy sectors such as oil & gas refineries, and thermal power plants. Industries in the energy sector utilize various industrial components such as flanges, fittings, valves, studs and nuts, pressure vessels, pipes, and many others which are commonly made using the forging process. Gulf countries and countries in Latin America are few of the major oil & gas producers, and demand for forged metal components in these regions is anticipated to rise with various planned and ongoing oil & gas projects. For instance, in March 2022, Aramco along with North Huajin Chemical Industries Group Corporation and Panjin Xincheng Industrial Group planned to develop a petroleum refinery with 300,000 bpd capacity. Similarly, Kineticor Resources Corp. is developing and constructing a gas-fired power plant in Edson, Alberta, Canada. The estimated total cost of the project is expected to be $1.5 billion, which is projected to be completed by 2025. These projects are expected to demand forged metal flanges, fittings, valves, studs and nuts, pressure vessels, and others. Furthermore, the automotive industry is witnessing a rise owing to the rising disposable income of people, and rising urbanization. For instance, in January 2023, the total sales volume of vehicles was 1,065,937 units, which increased to 1,384,676 units in March 2023, an increase of nearly 30%. Moreover, India and China have emerged as major automotive markets in the last decade. According to International Energy Agency, India has approximately 25 vehicles per thousand people as of 2020, and the number is expected to cross 150 vehicles by the year 2040. The automotive industry makes extensive use of forged metal components, such as engine components, transmission components, suspension components, and body sheet. Thus, growth in automotive industry is anticipated to drive metal forging market growth, and is also expected to improve the metal forging market outlook. However, limitations of the metal forging process are anticipated to restrain the metal forging market growth in the coming years. For example, producing a complicated shaped component, and a component with good surface finish are difficult to achieve with forging process. In addition, metal forging is slow as compared to other methods.

Moreover, technological advancements in the metal forging industry are expected to provide lucrative growth opportunities for players that operate in the metal forging market. Various companies involved in metal forging have adopted latest technologies coming under the umbrella term of ‘Industry 4.0 technology’. Industry 4.0 technology includes utilization of Internet of Things (IoT), Artificial Intelligence (AI), cloud connectivity, automation, improved operator interface, and various other features, that makes the metal forging industry more efficient that before. Bharat Forge, and major player in the forge metal forging market, stated that it achieved an Overall Equipment Effectiveness (OEE) of 15% in 2021. The demand for metal forgings decreased in 2020, owing to low demand from different industries due to lockdowns imposed by the government of many countries. The COVID-19 pandemic led to the shutdown of the automotive, aerospace, and machinery manufacturing industry across the world, leading to a halt in demand for forged metal components. This hampered the growth of the metal forging market significantly during the pandemic. The major demand for forged metal components was previously noticed from major manufacturing hubs in the worlds, including China, the U.S., Germany, Brazil, India, Indonesia, Japan, Italy, and Indonesia. These countries were negatively affected by the spread of coronavirus, thereby halting demand for metal forgings. However, owing to the introduction of various vaccines, the severity of the COVID-19 pandemic reduced significantly. This has led to the full-fledged reopening of businesses involved in the metal forging market and led to increased activities in the construction sector. Furthermore, it has been more than two and a half years since the outbreak of this pandemic, and many companies have already shown notable signs of recovery. Contrarily, during the beginning of 2023, the number of COVID-19 cases surged again, especially in China, which had an unfavorable impact on the metal forging market for a short duration. Thus, businesses

involved in metal forging market must focus on protecting their workforce, operations, and supply chains to respond to any looming threat of COVID-19. For instance, as of April 2023, COVID-19 cases are rising in India. In addition to COVID-19, another global event; worldwide inflation, driven by the Ukraine-Russia war and quantitative easing done in some parts of the world during COVID-19 has also negatively affected the construction and mining sector.

**Segmental Overview**

The metal forging market is segmented on the basis of raw material, technique, application, and region. By raw material, the market is categorized into carbon steel, aluminum, stainless steel, and others. Depending on technique, the market is bifurcated into open die forging, closed die forging, and ring forging**.** On the basis of application, it is divided into automotive, aerospace and defense, railway, industrial machinery, and others. Region wise, it is analyzed across North America (U.S., Canada, and Mexico), Europe (Germany, France, Italy, UK, and rest of Europe), Asia-Pacific (China, India, Japan, South Korea, and rest of Asia-Pacific), and LAMEA (Latin America, Middle East, and Africa).

By raw material: The metal forging market is divided into carbon steel, aluminum, stainless steel, and others. In 2022, the carbon steel segment dominated the metal forging market, in terms of revenue, and the stainless steel segment is expected to grow with a higher CAGR during the forecast period. Carbon steel is widely used for making parts and components of machinery owing to its high strength and durability. In addition, with the hot forging method, shaping and forming carbon steel is easier. Industries such as automotive, railways, and industrial machinery manufacturers extensively utilize this metal in their products. Owing to such factors, the carbon steel segment accounted for a higher market share in 2022. Moreover, stainless steel has greater appearance, resistance to corrosion, and high strength, making it favorable material in the construction sector, automotive industry, machinery manufacturing, and others.

In 2022, Asia-Pacific dominated the metal forging market share in terms of revenue, and is anticipated to secure the leading position during the forecast period. This growth is attributed to the extensive economic growth of the region which is driving the growth of the industrial sector. Moreover, governments in India, China, Vietnam, and Indonesia have introduced various favorable guidelines to help their domestic industries grow. Moreover, the growth of population and urbanization in the region has also provided a favorable boost to the automotive industry, as well as agriculture machinery manufacturing, and railways components manufacturing. In addition, these countries are also witnessing considerable growth in their aerospace and defense industry. For instance, in November 2020, Boeing, a major aircraft manufacturer in the U.S., anticipates that China's airlines will buy $1.4 trillion worth of 8,600 new aircraft, and will spend about $1.7 trillion for the services over the next 20 years. The metal forging industry has grown significantly as a result of surge in demand for forged metal components from sectors such as automotive, aerospace, and defense industries. Furthermore, rise in industrialization drives demand for industrial machinery, which has a positive impact on the metal forging market. The forging industry is an integral part of the manufacturing industry. Thus, countries across the globe such as India, China, Germany, the U.S., Italy, Japan, and South Korea, that have large manufacturing industries are witnessing tremendous growth in the metal forging market. The metal forging industry primarily consists of small and medium-sized enterprises (SMEs).

Moreover, forging industries are highly polluting, and are therefore strictly regulated by the environmental protection agencies in their respective countries. Thus, the demand for eco-friendlier forging machines is higher. In addition to this, demand for technologically advanced forging machines is also high, as they offer high productivity. In addition, demand for technically sophisticated forging machines has resulted in decreased material consumption, higher production flexibility, cheaper overall production costs, and improved the quality of produced material. The workers' safety during the forging operation is one of the core factors driving the adoption of technologically advanced metal forging machines that can perform automatically at a lower operating cost. Contrarily, limitations of the forging process in the production of complex shaped and superior appearance are anticipated to restrain the market growth to a certain extent.

***(Source:https://www.alliedmarketresearch.com/metal-forging-market-A74841#:~:text=The%20global%20metal%20forging%20market,shaping%20metal%20by%20compressive%20force.)***

The India metal forging market size was valued at USD 3.86 billion in 2021. The market is projected to grow from USD 4.32 billion in 2022 to USD 8.80 billion by 2029, showing a CAG of 10.69% during the forecast period. The global COVID-19 pandemic has been unprecedented and staggering, with metal forging experiencing higher-than-anticipated demand across India compared to pre-pandemic levels. Based on our analysis, the India metal forging market exhibited a decline of -23.32% in 2020 compared to 2019.

Forging is a metal forming process that was developed in the past and has witnessed the integration of innovative techniques. In the metal forging process, a metal is deformed with the help of compressive forces, including rolling, hammering, and pressing in controlled conditions to give a desired geometric change to the material. The forging process produces high-quality metal parts, consisting of stainless steel, alloy steel, and aluminium alloys with increased material

strength. The forging process provides a wide range of products of forging components having different shapes, sizes, materials, and finishes.

In India, forging OEMs provide close die forged products used in the automotive sector; India's market share of automotive forging is higher than other end-users such as aerospace and defence, railway, industrial, machinery, and others. Further, close die forging is a hot forging technique in which two or more dies are brought together to surround a heated raw material such as steel or aluminium either entirely or partially. Similarly, the open die forging technique is a hot forging technique similar to the closed die technique, except it does not enclose the work piece.

Moreover, rolled ring forging is a process that starts with a circular form of metal that has already been pierced to make a hollow doughnut shape. The increasing demand for forged products is attributable to its application in mechanical equipment, construction, automotive, oil & gas, and aerospace.

## COVID-19 IMPACT

### *COVID-19 Declined Automotive Production and Sales to Hamper the Market Growth*

COVID-19 had a massive impact on the Indian economy. Economic activities had contracted significantly due to the pandemic resulting in a negative demand shock across nearly all the forging products in India. According to primary research, in India, roughly 60% of the demand for forged products is in the domestic automotive industry. Therefore, the COVID-19 induced downturn in the automotive industry due to semiconductor shortage, supply chain disruption, and closed manufacturing facilities hampered the growth of India's domestic automotive and forging industry. For instance, the International Organization of Motor Vehicle Manufacturers (OICA) published that in 2020, the total automotive production volume in India declined by 25% compared to 2019.

## LATEST TRENDS

*Rising Adoption of Automation in Manufacturing to Drive Market Growth*

Increasing adoption of 'Industry 4.0' by leading key players in India's metal forging industry to improve efficiency is the ongoing trend in the market. Industry 4.0 is the latest phase in manufacturing digitalization that involves multiple innovations that can be utilized through enhanced connectivity, processing power, and data analysis.

The metal forging industry in India is not much developed in terms of advanced technologies. However, Bharat forge, Sansera, and a few other companies have already adopted Industry 4.0 for their forging lines to boost efficiency. Additionally, collaborative research by collaborating suppliers, end-users, government, institutes, and other forging companies to improve or create significant existing and new technologies is an essential strategy adopted by different OEMs in the forging industry. The rising research and development activities by forging OEMs will aid the India metal forging market growth during the forecast period.

## DRIVING FACTORS

### *Increasing Export of Forging Products to Drive Market Growth*

Globally, India is considered one of the major metal forging production hubs. The increase in domestic manufacturing capacity and competitiveness is helping India's exports grow rapidly. According to the Engineering Export Promotion Council of India (EEP), the metal forging sector is one of the key sectors for export growth. Additionally, government initiatives, such as 'Make in India', have boosted the manufacturing industry in the region by creating a positive business environment. The prominent players operating in the Indian metal forging industry are bagging export orders from various economies, likely to drive the growth of the Indian metal forging market.

***Increasing Foreign Direct Investment (FDI) to Boost Market Growth***

FDI is one of the critical drivers of economic growth in India. It is a non-debt financial resource for industrial and economic development in India. Foreign companies prefer to invest in the Indian manufacturing sector to take advantage of the well-established manufacturing industry and special investment privileges such as tax exemptions, lower wages, and other benefits. Additionally, government initiatives in recent years, such as relaxing FDI norms across various sectors, are expected to drive the FDI growth in the coming years, influencing the growth of India's manufacturing and forging industries. The DPIIT published FDI equity inflow was USD 572.81 billion between April 2000 - December 2021. India witnessed growth in FDI inflow from USD 74.39 billion in FY 2019-2020 to USD 81.72 in FY 2020-2021, registering an increase of nearly 10%.

**RESTRAINING FACTORS**

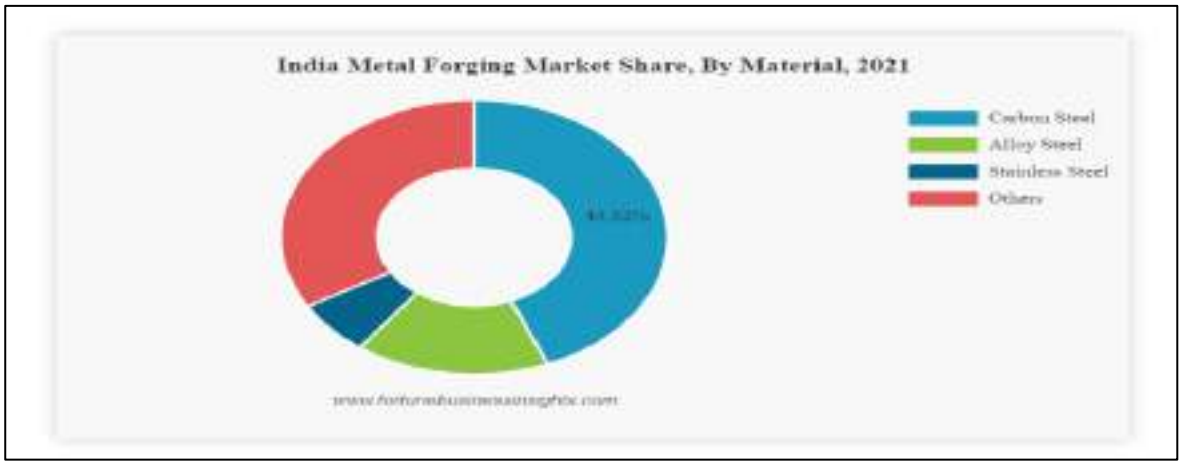
***Electrification in Automotive Industry to Slow Down Market Growth***

The domestic automotive industry in India is the leading customer for forged products and parts. Approximately, more than 60% of the forging units in India are involved in automotive component manufacturing. Therefore, the market is highly dependent on the domestic automotive industry. Currently, the automotive industry is going through once in a century revolution. Rising environmental concerns, government initiatives to promote green mobility, increasing number of stringent emission regulations, and rising fuel prices are driving electrification in the automotive industry.
Nearly all the leading automakers are focused on developing electric vehicles as future mobility solutions. However, electric vehicles have fewer moving parts and forged components compared to conventional vehicles. In India, the domestic automotive industry is likely to hamper the market growth of the market during the forecast period.

In 2021, electric 4W sales increased by 206.3% to 14,218 in 2021. Moreover, electric bus sales were relatively neutral, and FAME Il-backed electric bus deployment will support the strong growth of this segment.

**SEGMENTATION**

**By Material Analysis**




***Carbon Steel Segment to holds the Largest Material Owing to its Machinability, Good Strength, and Other Properties***

Based on material, the market is break down into carbon steel, alloy steel, stainless steel, and others. Carbon steel is mainly used as raw material in forging manufacturing; it is preferred over materials in the automotive industry for manufacturing control arms, rocker arms, and crankshafts. It provides cost-effectiveness for structural application, balancing strength and ductility, malleability, high strength, toughness, temperature resistance, good machinability, wear resistance, and corrosion resistance in a mild atmosphere. These benefits of carbon steel have created tremendous demand

in the automotive sector. Alloy steel is the second most used raw material in forging. It is a strong and tough material that offers higher wear resistance as compared to carbon steel forging.

**By Technique Analysis**

***Close Die Segment to be Dominant Due to its Accuracy and Better Surface Finish***

Based on technique, the market is classified into close die forging, open die forging, and ring forging. The close die forging segment, also called impression die forging, is the key technology used for this type of forging. In the close die forging process, dies move toward each other and cover the workpiece; this process can be used to create different products of almost all metal materials such as steel, aluminium, titanium, and others. These advantages of the close die forging process increase its use in forged components.

Open die forging is the second-largest technique in the market. This process is increasingly preferred owing to less material waste, better fatigue resistance, valuable cost-saving, reduced chance of error or hole, improved microstructure, continuous grain flow, and finer grain size.

**By Installation Capacity Analysis**

***Small (100 MT to 12500 MT) Segment to be Dominant Installation Capacity Due to Rising Demand for Small Forging Part***

Based on installation capacity, the market is segmented into small (100 MT to 12,500 MT), medium (12,500 to 30,000 MT), and heavy (above 30,000 MT). The small segment comprises forging units with a capacity of 100 MT to 12,500 MT. In small installation capacity, most of the automotive parts are produced; rising demand for EV forged parts boosts the growth of the small installation capacity segment. The medium (12,500 to 30,000 MT) segment is anticipated to witness the fastest growth rate during the forecast period, with the inclining focus of players to diversify their product portfolio for non-automotive industries such as industrial machinery, aerospace, mining equipment, and others.

**By End-user Analysis**

***Automotive to be Fastest Growing End-user due to Rising Growth of Electric Vehicles***

Based on end-user, the market is segmented into automotive, aerospace and defence, railway, industrial machinery, marine, and others (agriculture, power, mining, and construction). Automotive is the dominant segment and the fastest-growing end-user in the market. The automotive segment comprises all the forging applications in the automotive industry, including demand for all the automotive forging parts such as connecting rods, camshafts, crankshafts, and others. The automotive industry is growing considerably, owing to increasing demand for commercial & passenger vehicles and the growing adoption of electric vehicles. Hence, the rising automotive industry will propel the demand for forged parts and increase market growth.

The aerospace and defence segment plays a key role in the forging market. Increasing demand for lightweight aluminum and stainless steel forged parts in the aerospace and defence sectors is driving the segment growth.

**KEY INDUSTRY PLAYERS**

***Key Players Adopt Inorganic Growth Strategies to Sustain their Market Position***

The India market is dominated by some key companies due to their diversified product portfolio and key strategic decisions. Metal forging OEMs are majorly focusing on business expansion by different contracts for developing advanced techniques. The OEMs are expanding their business by adopting contracts, joint development, agreements, mergers and acquisitions, and design and engineering strategies.

(https://www.fortunebusinessinsights.com/india-metal-forging-market-106788 )

## INDIAN MANUFACTURING INDUSTRY

**INTRODUCTION**

Manufacturing is emerging as an integral pillar in the country's economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India's GDP pre-pandemic and is projected to be one of the fastest growing sectors. The

machine tool industry was literally the nuts and bolts of the manufacturing industry in India. Today, technology has stimulated innovation with digital transformation a key aspect in gaining an edge in this highly competitive market.

Technology has today encouraged creativity, with digital transformation being a critical element in gaining an advantage in this increasingly competitive industry. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity. Technology has today encouraged creativity, with digital transformation being a critical element in gaining an advantage in this increasingly competitive industry. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity.

India has the capacity to export goods worth US$ 1 trillion by 2030 and is on the road to becoming a major global manufacturing hub. With 17% of the nation's GDP and over 27.3 million workers, the manufacturing sector plays a significant role in the Indian economy. Through the implementation of different programmes and policies, the Indian government hopes to have 25% of the economy's output come from manufacturing by 2025. India now has the physical and digital infrastructure to raise the share of the manufacturing sector in the economy and make a realistic bid to be an important player in global supply chains.

**MARKET SIZE**

India's manufacturing exports for FY22 reached an unprecedented US$ 418 billion, an overall growth of more than 40% compared to the US$ 290 billion from the previous year. By 2030, Indian middle class is expected to have the second-largest share in global consumption at 17%.

India's gross domestic product (GDP) at current prices stood at Rs. 51.23 lakh crore (US$ 694.93 billion) in the first quarter of FY22, as per the provisional estimates of gross domestic product for the first quarter of 2021-22. The manufacturing GVA at current prices was estimated at US$ 77.47 billion in the third quarter of FY22 and has contributed around 16.3% to the nominal GVA of during the past ten years. India has potential to become a global manufacturing hub and by 2030, it can add more than US$ 500 billion annually to the global economy. As per the economic survey reports, estimated employment in manufacturing sector in India was 5.7 crore in 2017-18, 6.12 crore in 2018-19 which was further increased to 6.24 crore in 2019-20. India's display panel market is estimated to grow from ~US$ 7 billion in 2021 to US$ 15 billion in 2025. As per the survey conducted by the Federation of Indian Chambers of Commerce and Industry (FICCI), capacity utilisation in India's manufacturing sector stood at 72.0% in the second quarter of FY22, indicating significant recovery in the sector.

**GOVERNMENT INITIATIVES**

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

In the Union Budget 2023-24:

- Startups incorporated within a time-period and meeting other conditions can deduct up to 100% of their profits; the end of this period has been extended from March 31, 2023 to March 31, 2024. In addition, the period within which losses of startups may be carried forward has been extended from seven to ten years.

- As per the Union Budget 2023 – 23, the income tax rate for new co-operative societies engaged in manufacturing activities has been lowered from 22% to 15% (plus 10% surcharge).

- The upper limit on turnover for MSMEs to be eligible for presumptive taxation has been raised from Rs 2 crore (US$ 2,43,044) to Rs 3 crore (US$ 3,64,528). The upper limit on gross receipts for professionals eligible for presumptive taxation has been raised from Rs 50 lakh (US$ 60,754) to Rs 75 lakh (US$ 91,132).

- Expenditure on fertilizer subsidy is estimated at Rs 1,75,100 crore (US$ 21.2 billion) in 2023-24. This is a decrease of Rs 50,120 crore (US$ 6.09 billion) (22.3%) from the revised estimate of 2022-23. Fertilizer subsidy for 2022-23 was increased substantially in response to a sharp increase in international prices of raw materials used in the manufacturing of fertilizers.

- The Centre will facilitate one crore farmers to adopt natural farming. For this, 10,000 Bio-Input Resource Centres will be set-up, creating a national-level distributed micro-fertilizer and pesticide manufacturing network.

- To avoid cascading of taxes on blended compressed natural gas, excise duty on GST-paid compressed bio-gas contained in it has been exempted from excise duty. Customs duty exemption has been extended to import of capital goods and machinery required for manufacture of lithium-ion cells for batteries used in electric vehicles.

- To further deepen domestic value addition in manufacture of mobile phones, the finance minister announced relief in customs duty on import of certain parts and inputs like camera lens. The concessional duty on lithium-ion cells for batteries will continue for another year. Basic customs duty on parts of open cells of TV panels has been reduced to 2.5%. The Budget also proposes changes in the basic customs duty to rectify inversion of duty structure and encourage manufacturing of electrical kitchen chimneys.

- Basic customs duty on seeds used in the manufacture of Lab Grown Diamonds has also been reduced.

**ROAD AHEAD**

- India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country. The manufacturing sector of India has the potential to reach US$ 1 trillion by 2025. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors. The Indian Cellular and Electronics Association (ICEA) predicts that India has the potential to scale up its cumulative laptop and tablet manufacturing capacity to US$ 100 billion by 2025 through policy interventions.

- One of the initiatives by the Government of India's Ministry for Heavy Industries & Public Enterprises is SAMARTH Udyog Bharat 4.0, or SAMARTH Advanced Manufacturing and Rapid Transformation Hubs. This is expected to increase competitiveness of the manufacturing sector in the capital goods market. With impetus on developing industrial corridors and smart cities, the Government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

***(Source: https://www.ibef.org/industry/manufacturing-sector-india )***

## OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Prospectus, including the information contained in the section titled ***"Risk Factors",*** beginning on page no. 28 of this Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled ***"Risk Factors"***, ***"Financial Statement"*** beginning on page no. 28 and 169 respectively, of this Prospectus.

Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to ***"we", "us", "our"*** and ***"our Company"*** are to Amic Forging Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Statements.

### OVERVIEW OF OUR BUSINESS

Our company is a manufacturer in forging industry and is engaged in manufacturing of forged Components catering to various industries. We manufacture precision machined components as per customer specifications and International Standard catering to the requirements of various industry such as Heavy Engineering, Steel Industry, Oil & Gas, Petrochemicals, Chemicals, Refineries, Thermal Power, Nuclear Power, Hydro Power, Cement Industry, Sugar and other related industries.

We have expertise in manufacturing different forging components as per international standards like AISI, BS, IS, DIN etc. Some of our common running components are Rounds, Shafts, Blanks and complete finished engineering, spare parts e.g. Gear coupling, Hub, Round, Flange, other all kinds of engineering spares as per customer specifications. These products are mainly manufactured in carbon steel, alloy steel, stainless steel, Nickel and Tools Alloys. The company has a state-of-the-art forging facilities and machining capabilities to cater to the requirements of its domestic & international customers. By integrating several processes under one facility, our company is in position to minimise cost and lead time. Our company has its well established design center with latest 3D software and highly trained technicians. We believe in continues improvement, hence challenging ourselves by adhering to high quality standards and on time delivery. We have earned our name in a short span of time because of committed delivery and premium quality product. To achieve international quality standards requirements, every process is linked with stage inspection. Material moved from one process to other process only after stage inspection clearance. Samples are also taken at every stage to test during manufacturing process. Every single product is being tested for its quality parameters defined in specification or as per customer requirements.

Our product diversity helps our company to maintain an edge over competition, since our company can provide customized and specialized solutions to its customers. Further, our company is planning to expand via backward integration with starting the manufacturing of Steel Melting & Ingot Casting this backward integration would increase our product base and also increase our output due to easily availability of raw material. With a large infrastructure, zero tolerance quality policies and an energetic team of experts, our Company makes sure that it can fulfil any special customer requirements for various critical product applications.

We have established a strong position in the domestic market and specializes in manufacturing a wide range of open forgings, including rounds, shafts, blanks, and complete finished engineering spare parts like gear couplings, hubs, flanges, and other custom-engineered components.

We place great emphasis on quality and safety and holds ISO 9001:2015 certification as a testament to our commitment. We ensure the highest safety standards by implementing the right procedures, employing skilled manpower, and utilizing top-quality equipment. We believe in manufacturing and delivering quality products and our manufacturing process is under constant supervision by Engineers. The entire system is backed by proper documentation, traceability until the end product, with full proof checks required as per ISO regulations. We are dedicated towards supply of quality products by controlling the procurement of our raw material, monitoring the process parameters and maintaining appropriate measures to comply with applicable statutory and regulatory requirements of our products. Our Company is equipped with in-house testing standards for checking of our raw materials, working in process materials and finished products. Raw material purchased by us undergoes testing and quality check by our engineer to ensure that they are of relevant quality and match the standards as specified. The finished products are checked by our engineer to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched. To meet the evolving needs of our customers, we have continuously expanded our forging facilities and machining capabilities. This strategic expansion has enabled us to provide a comprehensive range of forgings and engineering spare parts, meeting customer specifications and requirements.

Our manufacturing facilities has a forging unit with a 6 M/ton capacity Electro Hydraulic Hammer along with 1 M/ton capacity Pneumatic Hammer, each hammer run with support of Manipulator with 3 Overhead Cranes, Jib Cranes, 3 oil fired furnace (Temperature controlled) with all necessary accessories. Also we have a Heat Treatment Plant which has oil bogie hearth automatically controlled furnace with four-point recording arrangement & temperature graph indicator/recorder with water and oil quenching arrangement. Apart from above we also have a machine shop which contains many machines required for manufacturing process.

**Our Mission**

Our mission at Amic Forging is to consistently achieve customer satisfaction, employee well-being, and contribute positively to society and our country. We accomplish this by delivering superior quality products, ensuring on-time deliveries, and offering competitive pricing.

**Our Vision**

We aspire to be the foremost forging and engineering industry, recognized under the esteemed brand "AMIC." Our vision is centered on exceeding customer expectations, fostering strong relationships, and becoming the preferred choice for unparalleled quality and service.

## OUR PRODUCTS

| Sr. No | Name of Product | Image |
|---|---|---|
| 1. | **Main Shaft for Wind Energy** | |
| 2. | **Drum Tube Sheet** | |
| 3. | **Casting Mold** | |
| 4. | **Forged Shell** | |

| | | |
|---|---|---|
| 5. | **Tube Sheet** | |
| 6. | **Channel Cover** | |
| 7. | **Trunnion for Nuclear Power Plant** | |
| 8. | **Forged Neck** | |
| 9. | **Wheel** | |
| 10. | **Nozzle for Oil & Gas** | |

| | | |
|---|---|---|
| | | |

Our Company was originally incorporated on June 19, 2007 as a private limited company in the name of "Kali Mata Forging Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Further, we changed our name from "Kali Mata Forging Private Limited" to "Amic Forging Private Limited" through a special resolution passed by our shareholders in an Extra Ordinary General Meeting held on January 02, 2017. The registrar of companies, Kolkata, issued a fresh certificate of incorporation dated January 09, 2017. Subsequently, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on January 04, 2023 our Company was converted from a private limited company to public limited company and the name of our Company was changed to "Amic Forging Limited" and a fresh certificate of incorporation consequent to conversion was issued on August 09, 2023 by the Registrar of Companies, Kolkata bearing Corporate Identification Number U27100WB2007PLC116674. For further Details of Incorporation and Change in Registered Office of our Company, please refer to section titled *'**Our History and Certain Other Corporate Matters**'* beginning on page 134 of this Prospectus.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

***(Rs. In Lakhs)***

| Key Financial Performance | For the period ended on June 30, 2023 | For the financial year ended on March 31, 2023 | For the financial year ended on March 31, 2022 | For the financial year ended on March 31, 2021 |
|---|---|---|---|---|
| Revenue from operations[(1)] | 2,954.57 | 11,585.41 | 7,111.97 | 2,640.88 |
| EBITDA[(2)] | 495.77 | 1,356.95 | 219.18 | 150.74 |
| EBITDA Margin[(3)] | 16.78% | 11.71% | 3.08% | 5.71% |
| PAT | 359.69 | 980.01 | 86.59 | 56.27 |
| PAT Margin[(4)] | 12.17% | 8.46% | 1.22% | 2.13% |
| Networth[(5)] | 2,338.43 | 1,983.75 | 767.28 | 680.69 |
| RoE %[(6)] | 16.64% | 71.25% | 11.96% | 9.85% |
| RoCE% [(7)] | 17.86% | 55.78% | 10.31% | 10.05% |

***Notes:***

*[(1)] Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements*

*[(2)] EBITDA is calculated as Profit before tax + Depreciation + Interest Expense - Other Income*

*[(3)] 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*

*[(4)] 'PAT Margin' is calculated as PAT for the period/year divided by Revenue from Operations.*

*[(5)] Net worth means the aggregate value of the Paid-up Share Capital and Reserves and Surplus of the company less Deferred Tax Assets.*

*[(6)] Return on Equity ratio is calculated as of Profit after Tax divided by Shareholder Equity*

*[(7)] Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings.*

## OUR LOCATIONS

| | |
|---|---|
| **Registered Office** | 3A, Garstin Place, 2nd Floor, Kolkata West Bengal 700001 India. |
| **Unit-1 and Unit-2** | 2/A/7/A, N. T. Road II (W-22), via Delhi Road, (Opp Balajee Forest) Baidyabati, Hooghly-712222. |

## OUR COMPETITIVE STRENGTHS

**Experienced Promoters**

Our Promoters have played a key role in guiding, developing, and growing our business. Under the leadership and experience of our Promoters, our company has seen significant growth in the overall business. Our Promoters, have a proven background and experience in the Industry. Our Company is managed by a team of personnel having experience in domestic and international markets. The team comprises of personnel having technical, operational, and business development experience in Forging Industry. We believe that our management team's experience and their understanding of the industry, regulatory affairs, manufacturing, quality control, sales, marketing, and finance will enable us to continue to take advantage of both current and future market opportunities within India and Abroad. We believe our Promoters and Management's overall experience and vision will enable us to manage and grow our business in the existing markets and to enter new geographies with our competitive advantage.

**Integrated manufacturing facility**

We do continuous endeavour to maintain the requisite infrastructure and technological upgradation for the smooth running of the manufacturing process as well as to cope up with the changing market demand situation. There is a continuous change in the technology and the markets are very dynamic to the change in technology. We keep ourselves technologically upgraded with the latest machines and infrastructure.

**Long Standing Relation with Customers**

Our business is customer centric and requires optimum utilization of our existing facilities, assuring quality supply of raw materials and achieving consequent economies of scale. We have been able to build trust and establish relations with our major customers for a long time. We deal with various companies and been able to deliver them with consistent products all these years. We produce components which act as an input for these companies and therefore each customer has their own stringent condition relating to quality, time and use of components. We provide prompt assistance, and go the extra mile to resolve any issues or concerns. We make our customers feel heard, valued, and appreciated. We have been able to cater their requirement timely and as specified and therefore over years trust has been built. We regularly ask for feedback on our products, services, and overall experience. We actively listen to their suggestions and address any concerns immediately.

**Quality Assurance and Control**

We follow a practice of testing our products for the desired quality and customer requirement before dispatching & installation the same to the customers. We perform test such as visual inspection, mechanical test, Insulation resistance test, operational test, Continuity test and temperature & strength test to ensure the quality and safety of the products.

## OUR BUSINESS STRATEGIES

**Focus on Increase in Volume of Sales**

As a part of our growth strategy our focus is on increasing sales volume through expansion, diversification and spread in geographical outreach. We believe that our growth in domestic and international market can fetch us new business expansion and opportunities. We are currently catering mainly in Kolkata because of capacity constraints but have started connecting to other states to understand their requirement. The company is pursuing lot of opportunities to increase its production capacity. With this increased production capacity, we shall be able to grow our client base geographically also.

**Continue to strive for cost efficiency**

We aim to continue to maintain our focus on cost management, including our manufacturing capabilities to deliver growth as well as to achieve economies of scale. We will continue to seek to manage our supply chain costs through optimal inventory levels, economic orders and other measures. Economies of scale will also enable us to continuously improve our operational efficiencies. Further, we intend to leverage technology for effective utilization of our machinery which would enable effective monitoring of the machine status and study of various shop floor patterns thereby allowing us to

address the bottlenecks and to improve our output efficiency. We also wish to target economies of scale to gain increased negotiating power on procurement.

**Focus on consistently meeting quality standards**

We maintain a strong internal quality control checks in the key functional and operational areas, including various policies and procedures which ensure the orderly and efficient execution of work orders, including adherence to management's policies, safeguarding of assets, prevention and detection of fraud and error, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. We will continue to strengthen the quality control processes for the products which we offer. Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer point of view and regulatory point of view. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with customers.

**Focus on Advanced Products**

We intend to leverage our design and engineering capabilities to increase our focus on advanced 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 believe that the construction industry is evolving rapidly both in terms of products and also in terms of quality. We would keep upgrading our product portfolio to meet every changing dynamic, to further improve the quality of our products and our introducing technology-oriented products and to add new products to our portfolio. For instance, we are testing Grouting couplers a product used in precast concrete structure for mechanical splicing of joints Saves cost and time. Further, these grouting couplers can be customised to meet our customer specifications. We believe that an expanded product portfolio will assist us in developing long-term relationships with our customers.

**Increase Brand awareness**

We believe that it's critical for success to have strong brand recognition and recall value. We intend to enhance the brand recognition of our services through our presence in major cities. We also intend to focus on use of targeted marketing initiatives such as digital and print advertisements, as well as marketing through traditional channels such as outdoor advertising. Our marketing and advertising initiatives shall be directed to increase brand awareness, acquire new customers, drive customer traffic across our retail channels and strengthen our brand recall value.

**Strategic Acquisition and Alliance Opportunities**

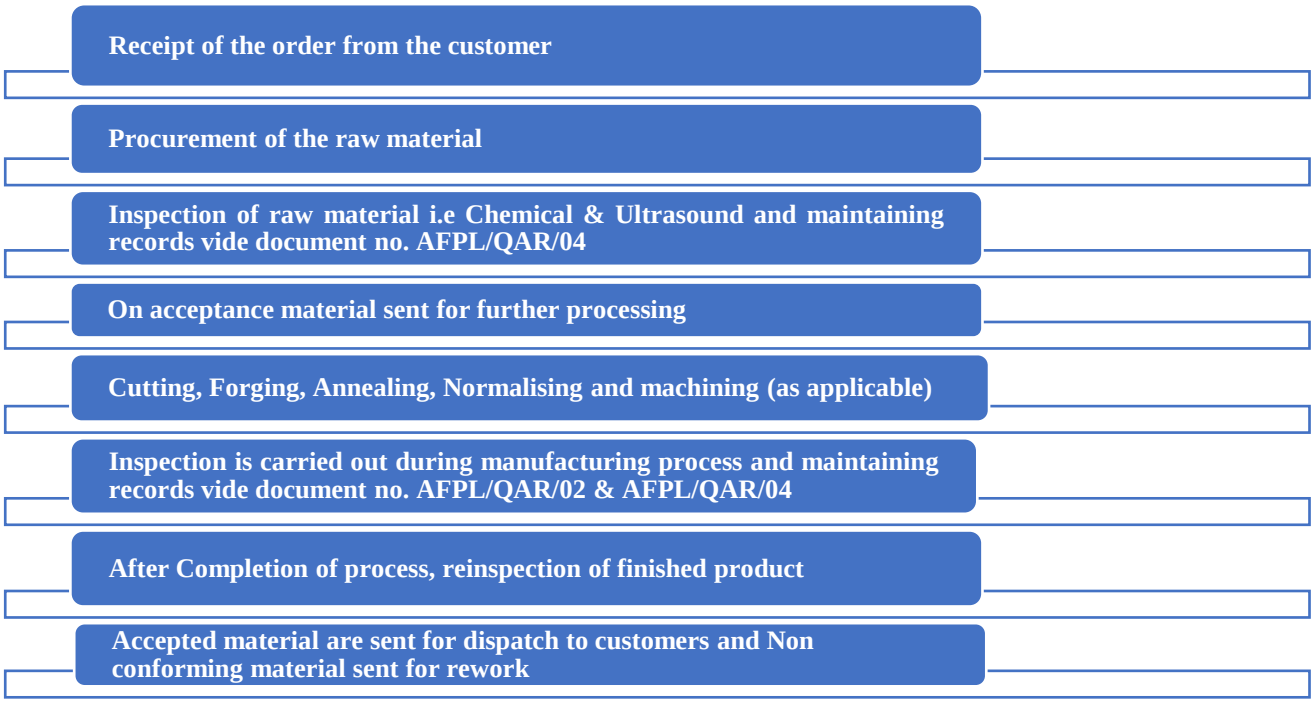
We intend to explore and evaluate strategic acquisition and technology alliance opportunities to gain access to new clients and sectors, add new technology capabilities to our offerings that drive synergies with our existing business ventures.

## SWOT ANALYSIS OF OUR COMPANY

| STRENGTHS | WEAKNESSES |
|---|---|
| • Product Quality gives a market edge from most of the suppliers.<br>• Diversification of product basket to diversified industries<br>• Manufacturing of our products and its demand for which is continuously rising.<br>• Competitive edge in terms of quality and competitive bidding.<br>• Marketing & distribution network.<br>• Experience of the Promoters in the Field. | • Intense domestic competition<br>• High Cost and fluctuation in prices of Inputs<br>• Low productivity due to semi & unskilled labour |
| **OPPORTUNITIES** | **THREATS** |
| • 100% FDI will result in innovative products and technologies. | • Changes in government policies. |

| | |
|---|---|
| • Development in non-automotive sector like railway, defense etc.<br>• Increase in Export | • Cheap imports from China<br>• Variation in raw material quality and pricing<br>• Technological changes and customer preferences<br>• Pricing pressure from OEM's |

## MANUFACTURING PROCESS FLOW CHART




## SALES, MARKETING AND DISTRIBUTION

Our Sales and Marketing team keeps a track of new leads and stay in touch with our existing customers for procuring and execution of orders. We undertake a detailed exercise periodically to identify existing and prospective clients with the potential to develop into a large clientele base. The senior management is actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels. In order to maintain good relation with our customers, our promoters and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency in purchases. We market and sell our products across India directly and through various dealers and distributors.

## MARKETING STRATEGY

We have a sales and marketing team focusing on customer development and maintaining customer relationship. This team is also responsible for the marketing of our products, negotiating prices, procuring repeat orders and ensuring timely dispatch and deliveries. Our sales team has built long-term relationships with a number of our customers. As a response to the same, our Company bids for the particular order. Our sales and marketing team replies with quotations to such enquires and we receive purchase orders subject to acceptance of quotations or final negotiations.

## HUMAN RESOURCE

Human resource is the key element for our Company's growth strategy and handling the day-to-day activities within the organization. We focus on attracting and retaining the best possible talent. Our team is a blend of experienced professionals. Our Company does not have any Employee Unions. As of June 30, 2023, we had 80 Employees in our company consisting of 56 permanent employees and 24 temporary labour. We have our principal and corporate office in Kolkata office which conducts administrative and reporting activities for us and extends support to factory. We have not experienced any material strikes, work stoppages, labour disputes or actions by or with our employees.

The Managing Director of the Company himself leads the marketing activities work along with the capable marketing team. He builds customers relationship by personal involvement by giving the customers the most importance. He puts customer and his satisfaction at the centre of the business and ensures the same by solution-based approach and performance on ground. And all the employees who are employed in their respective departments also work with integrity to make sure the operation the company are fulfilled and the targets the company has set are achieved.

## COMPETITION

There are good numbers of manufacturers of similar products in India and globally and although they can be considered competition, however, considering the demand, potential growth and multiple uses and wide range of the quality products being manufactured, our Company has been able to withstand the competition and believes that in future also, there is no significant threat from the competition. Further, experience of top management in the same industries with good knowledge of products and market, enables the Company to anticipate the likely changes in the market scenario and take corrective actions in advance. Also, the quality and delivery of the Company is highly rated by its customers and has a brand recognition in the market. Further, the demand of the products manufactured by the Company is high globally as compared to available supplies, reducing any significant competition possibilities.

## COLLABORATIONS

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Prospectus.

## INFRASTRUCTURE

Our registered office and corporate office are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. Our factory has computer controlled Metal working machinery which enables us to efficiently.

## IMPORTS-EXPORTS AND IMPORT-EXPORT OBLIGATIONS

There are no Import- Export Obligation as on date of filing this Prospectus.

## COMMON PURSUITS OF OUR PROMOTERS

Except as disclosed below, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

| Sr. No | Name of Entity |
|---|---|
| 1. | Associate Manufacture & Industries Corporation |
| 2. | Mackeil Ispat & Forging Limited |

## INTELLECTUAL PROPERTY RIGHTS

As on the date of the Prospectus, our Company has made application for registering our logo trademark.

| Sr. No. | Word/ Label/ Mark/Design | Application No. | Class | Registration/Application date | Status/ Validity |
|---|---|---|---|---|---|
| 1. | * | 6042044 | 6 | July 28, 2023 | Formalities Check Pass |
| **The said Trademark belongs to Amic Forging Private Limited. The Company is in the process of changing its name from Amic Forging Private Limited to Amic Forging Limited in all its approvals.* | | | | | |

## CAPACITY AND CAPACITY UTILIZATION

| Year | Products | Installed Capacity (in Metric Ton) | Production (in Metric Ton) | % of the utilization |
|---|---|---|---|---|
| 2020-21 | Steel Forgings & Engineering Components | 6,300 | 3961 | 62.87 % |
| 2021-22 | Steel Forgings & Engineering Components | 12,600 | 8991 | 71.36 % |

| | | | | |
|---|---|---|---|---|
| 2022-23 | Steel Forgings & Engineering Components | 12,600 | 10695 | 84.88 % |
| April 01, 2023 to June 30, 2023 | Steel Forgings & Engineering Components | 12,600 | 2640 | 83.06 % |

## HEALTH, SAFETY, SECURITY AND ENVIRONMENT

We have also adopted best practices, including deployment of advanced technology at our factory and regularly undertaking mock drills and other safety orientation programmes to promote a safe working environment. Our operations are subject to governmental, state and municipal laws and regulations relating to the protection of the environment, including requirements for water discharges, air emissions, the use, management and disposal of solid or hazardous materials or wastes and the cleanup of contamination. However, typically in contracts entered by us all the necessary approvals and environmental clearances for the project of the project are to be procured by our clients.

## INSURANCE

Operating our business involves many risks, which, if not insured, could adversely affect our business and results of operations. We maintain insurance coverage that we consider customary in the industry against certain of the operating risks. Our insurance policies include Policy Schedule for Burglary, Fire Insurance Policy, Vehicles Own damage and Package insurance policies. We believe that our current level of insurance is adequate for our business and consistent with industry practice, and we have not historically experienced a loss in excess of our policy limits. We may not be able to obtain insurance coverage in the future to cover all risks inherent in our business, or insurance, if available, may be at rates that we do not consider to be commercially reasonable.

## OUR PROPERTIES

The following Properties are owned by our company

| Sr.no | Particular | Usage | Status (Owned/rented) | Licensor/ Lessor/ vendor |
|---|---|---|---|---|
| 1. | 3A, Garstin Place, 2nd Floor, Na Kolkata- 700001, West Bengal, India. | Registered Office | Owned | Venkatesh Conclave Private Limited |
| 2. | 2/A/7/A. N. T. Road II (W-22), via Delhi Road, (Opp Balajee Forest) Baidyabati, Hooghly-712222. | Factory | Owned | Mohan Merchandise Private Limited |
| 3. | R.S & L.R. DAG NOS-19, 20, 21,22, 23/965 & 24/966, 25, 26/975. Mouza Chawk, J.L No- Q Serampore, District, Hoogly, Under Baidyabati Municipality. | Open Land | Rented | M/s. Associated Manufacture & Industries Corporation |
| 4. | District Hooghlt, D.S.R Hoogly, A.D.S.R. Serampore, P.S- Serampore, within the ambit of Baidyabati Municipality, Ward no. 22, Mouza Chawk, J.L no, 1, R.S. & L.R. Dag No. 16, 17, 8, 19, 20, 24, 25, 24/966, 14 West Bengal, India. | Open Land | Owned | Sancheti Textiles Private Limited (Previously Known as Devkripa Petrochem Private Limited) |
| 5. | R.S. & L.R. Dag no. 2516 under L.R. Khatian No. 157, 209, 273, 370, 661, 701 at Mouza Palarah, J.L. no. 15, under P.S. Bhadreswar, District Hooghly | Open Land | Owned | Shreesatya Metal & Alloys Private Limited (Previously known as Sachin Ispat Private Limited) |
| 6. | R.S. & L.R. plot no. 2464 under L.R. Khatian no. 727 kri, at Mouza Palarah, J.L. no. 15 under P.S. Bhadreswar, District Hooghly | Open Land | Owned | P.K. Engg. & Forging P. Limited |

## PICTURES OF OUR MANUFACTURING UNIT

A heavy forging unit having undernoted Equipments:

- 6M/ton capacity Electro Hydraulic Hammer
- 1 M/ton Capacity Pneumatic Hammer

## KEY INDUSTRY REGULATIONS AND POLICIES

*Except as otherwise specified in this Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of providing precision forging solutions. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "***Government and Other Statutory Approvals***" beginning on page number 191 of this Prospectus.

### APPLICABLE LAWS AND REGULATIONS

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations 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 substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

### BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:

**National Steel Policy, 2017**

The NSP 2017, notified on May 8, 2017, seeks to enhance domestic steel consumption, ensure high quality steel production, and create a technologically advanced and globally competitive steel industry in India. As per the NSP 2017, the Ministry of Steel will facilitate research and development in the sector, through the establishment of Steel Research and Technology Mission of India (SRTMI). The initiative is aimed to spearhead research and development of national importance in the iron and steel sector, by utilizing tripartite synergy amongst industry, national research and development laboratories and academic institutes. The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferro-alloys, land, water, power, infrastructure and logistics, and environmental management. Through policy measures the Ministry of Steel will ensure availability of raw materials such as iron ore, coking coal, natural gas, etc. at competitive rates. The NSP 2017 envisions that in the steel industry, an environment will be created to promote domestic steel and thereby create a scenario where production meets the anticipated pace of growth in consumption, through a technologically advanced and globally competitive steel industry.

**Steel and Steel Products (Quality Control) Order, 2020**

The Steel and Steel Products (Quality Control) Order, 2020, as amended, was notified by the Ministry of Steel, Government of India, to bring specified steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020.

**The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the

investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

**Bureau of Indian Standards Act, 2016**

The Bureau of Indian Standards Act, 2016, as amended, provides for the standardization, marking and quality certification of goods. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) recognize as an Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specify a standard mark to be called the Bureau of Indian Standards Certification Mark; and (c) make such inspection and take such samples of any material or substance as may be necessary.

**Legal Metrology Act, 2009**

The Legal Metrology Act came into effect on April 1, 2011, and has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that no person shall manufacture, repair, sell, or offer, expose, or possess for repair or sale, any weight or measure unless he holds a license issued by the controller.

The Legal Metrology Act contains provisions for verification of prescribed weight or measure by Government approved test center. Qualifications are prescribed for legal metrology officers appointed by the Central Government or State Government. It also provides for exemption regulations of weight or measure norms for goods manufactured exclusively for export. Fees are levied under the Legal Metrology Act for various services. A director may be nominated by a company who is responsible for complying with the provisions of the enactment. There is a penalty for offences and provision for compounding of offences under the Legal Metrology Act. Further, it provides for appeal against the decision of various authorities and empowers the Central Government to make rules for enforcing the provisions of the enactment.

## LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:

**Shops and establishments laws in various states**

As per the provisions of local Shops and Establishments laws applicable in the West Bengal, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

**Stamp Act in various states**

The purpose of Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Government of West Bengal is empowered to prescribe or alter the stamp duty as per their need.

**Professions, Trade, Callings and Employments Act in various states**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of West Bengal is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

## GENERAL CORPORATE:

**Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

**The Sale of Goods Act, 1930**

The Sale of Goods Act, 1930 governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

**The Registration Act, 1908**

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 was 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.

**The Indian Contract Act, 1872**

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

**The Specific Relief Act, 1963**

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

**Negotiable Instruments Act, 1881**

In India, 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.

**Consumer Protection Act, 2019 ("CPA") and rules framed thereunder.**

The CPA, which repeals the Consumer Protection Act, 1986, was enacted to provide simpler and quicker access to redress consumer grievances. It seeks to protect and promote the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. Further, the definition of "consumer" has been expanded under the CPA to include persons

engaged in online and offline transactions through electronic means or by tele-shopping, or direct-selling or multi-level marketing.

In line with the CPA, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India has also notified the Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules") which provides a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce.

## ENVIRONMENTAL LEGISLATIONS:

### The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms, and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.

### National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, considering present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

1. Conservation of Critical Environmental Resources

2. Intra-generational Equity: Livelihood Security for the Poor

3. Inter-generational Equity

4. Integration of Environmental Concerns in Economic and Social Development

5. Efficiency in Environmental Resource Use

6. Environmental Governance

7. Enhancement of resources for Environmental Conservation.

### National Green Tribunal Act, 2010

The NGT Act is an act under which the National Green Tribunal ("NGT") has been constituted for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto. The Tribunal's jurisdiction in environmental matters shall provide speedy environmental justice and help reduce the burden of litigation in the higher courts. The Tribunal shall not be bound by the procedure laid down under the Code of Civil Procedure, 1908, but shall be guided by principles of natural justice. The tribunal is mandated to make and endeavor for disposal of applications or appeals finally within 6 months of filing of the same. Initially, the NGT is proposed to be set up at five places of sittings and will follow circuit procedure for making itself more accessible; New Delhi is the Principal Place of Sitting of the Tribunal and Bhopal, Pune, Kolkata, Allahabad and Chennai shall be the other place of sitting of the Tribunal.

### Air (Prevention and Control of Pollution) Act, 1981

Air (Prevention and Control of Pollution) Act 1981 (-the Act) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act

has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

**Water (Prevention and Control of Pollution) Act, 1974**

The Water (Prevention and Control of Pollution) Act, 1974 (-the Act) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

**The Plastic Waste Management Rules, 2016**

Plastic has multiple uses and the physical and chemical properties lead to commercial success. However, the indiscriminate disposal of plastic has become a major threat to the environment. In particular, the plastic carry bags are the biggest contributors of littered waste and every year, millions of plastic bags end up in to the environment vis-a-vis soil, water bodies, water courses, etc. and it takes an average of one thousand years to decompose completely. In view thereof, the Plastic Waste Management Rules, 2016 was enacted (a) to bring in the responsibilities of producers and generators, both in plastic waste management system and to introduce collect back system of plastic waste by the producers/brand owners, as per extended producers responsibility; (b) to introduce collection of plastic waste management fee through pre-registration of the producers, importers of plastic carry bags/multilayered packaging and vendors selling the same for establishing the waste management system; (c) to promote use of plastic waste for road construction as per Indian road congress guidelines or energy recovery, or waste to oil etc. for gainful utilization of waste and also address the waste disposal issue; and (d) to entrust more responsibility on waste generators, namely payment of user charge as prescribed by local authority, collection and handing over of waste by the institutional generator and event organizers.

**The Municipal Solid Wastes (Management and Handling) Rules, 2000 as superseded by Solid Waste Management Rules, 2016**

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

**The Hazardous and other Wastes (Management & Transboundary Movement) Rules, 2016**

Hazardous Waste Management Rules are notified to ensure safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of Hazardous Waste. These Rules came into effect in the year 1989 and have been amended later in the years 2000, 2003 and with final notification of the Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 in supersession of former notification. The Rules lay down corresponding duties of various authorities such as MoEF, CPCB, State/UT Govts., SPCBs/PCCs, DGFT, Port Authority and Custom Authority while State Pollution Control Boards/ Pollution Control Committees have been designated with wider responsibilities touching across almost every aspect of Hazardous wastes generation, handing and their disposal.

**TAX RELATED LEGISLATIONS:**

**Income Tax Act, 1961**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT 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 IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like.

**Central Goods and Services Tax Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

**Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

## EMPLOYMENT AND LABOUR LAWS:

**The Code on Wages, 2019 (the "Code")**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. 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.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the "PoB Act")**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions,

training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

**Occupational Safety, Health and Working Conditions Code, 2020**

The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The law that concerns our business is as follows –

- **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

**Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which relates to the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union must be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders")**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

**Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act,1923, the

Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. 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 Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

**The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991**

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance

policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

**Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

**The Employees' Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is a member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

**The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The "CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

## INTELLECTUAL PROPERTY LEGISLATIONS:

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

**Trade Marks Act, 1999**

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

## FOREIGN INVESTMENT LAWS:

**Foreign Trade (Development and Regulation) Act, 1992**

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, 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. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

**Foreign Exchange Management Act, 1999 & Rules thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

**The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974**

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments tissue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harbouring any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

## ANTI-TRUST LAWS

**Competition Act, 2002**

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

## GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Transfer of Property Act, 1882, Information Technology Act, 2000 and etc.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### BRIEF HISTORY AND CORPORATE PROFILE

Our Company was originally incorporated on June 19, 2007 as a private limited company in the name of "Kali Mata Forging Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Further, we changed our name from "Kali Mata Forging Private Limited" to "Amic Forging Private Limited" through a special resolution passed by our shareholders in an Extra Ordinary General Meeting held on January 02, 2017. The registrar of companies, Kolkata, issued a fresh certificate of incorporation dated January 09, 2017. Subsequently, pursuant to a special resolution of our Shareholders passed in the Extra Ordinary General Meeting held on January 04, 2023 our Company was converted from a private limited company to public limited company and the name of our Company was changed to "Amic Forging Limited" and a fresh certificate of incorporation consequent to conversion was issued on August 09, 2023 by the Registrar of Companies, Kolkata bearing Corporate Identification Number U27100WB2007PLC116674.

Our company is a manufacturer in forging industry and is engaged in manufacturing of forged Components catering to various industries. We manufacture precision machined components as per customer specifications and International Standard catering to the requirements of various industry such as Heavy Engineering, Steel Industry, Oil & Gas, Petrochemicals, Chemicals, Refineries, Thermal Power, Nuclear Power, Hydro Power, Cement Industry, Sugar and other related industries.

We have expertise in manufacturing different forging components as per international standards like AISI, BS, IS, DIN etc. Some of our common running components are Rounds, Shafts, Blanks and complete finished engineering, spare parts e.g. Gear coupling, Hub, Round, Flange, other all kinds of engineering spares as per customer specifications. These products are mainly manufactured in carbon steel, alloy steel, stainless steel, Nickel and Tools Alloys. The company has a state-of-the-art forging facilities and machining capabilities to cater to the requirements of its domestic & international customers. By integrating several processes under one facility, our company is in position to minimise cost and lead time. Our company has its well established design center with latest 3D software and highly trained technicians. We believe in continues improvement, hence challenging ourselves by adhering to high quality standards and on time delivery. We have earned our name in a short span of time because of committed delivery and premium quality product. To achieve international quality standards requirements, every process is linked with stage inspection. Material moved from one process to other process only after stage inspection clearance. Samples are also taken at every stage to test during manufacturing process. Every single product is being tested for its quality parameters defined in specification or as per customer requirements.

As on date of this Prospectus, our Company has 43 (Forty-Three) shareholders.

Our Company is promoted by Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria, Ms. Manju Chamaria and Mr. Rashmi Chamaria.

For information on our Company's business profile, activities, services, managerial competence, and customers, see chapters titled, "***Our Business***", "***Financial Statements as Restated***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on page 112, 169, and 170 respectively of this Prospectus.

### ADDRESS OF REGISTERED OFFICE

Our company's registered office situated at 3A, Garstin Place, 2nd Floor, Kolkata West Bengal 700001, India.

### CHANGES IN OUR REGISTERED OFFICE

There have been no changes in the registered office of the company from incorporation till date.

### MAJOR EVENTS AND MILESTONES

The table below sets forth some of the key events in the history of our Company:

| Calendar Year | Particulars |
|---|---|
| 2007 | Incorporation of our company in the name and style of "Kali Mata Forging Private Limited" |
| 2017 | Our name was changed from "Kali Mata Forging Private Limited" to "Amic Forging Private Limited" |
| 2021 | Awarded as Technology Friendly Firm Award by Confederation of West Bengal Trade Associations. |

| | |
|---|---|
| 2022 | Among Top-3 Open-Die Forging Manufacturers in India in Terms of Capacity with Fully Integrated Infrastructure in Tata Growth Shop- Vendor Conclave. |
| 2023 | Our company converted from Private Limited to a Public Limited Company. |
| 2023 | The company achieved a Turnover of Rs. 100 crores for the First time since incorporation. |

## MAIN OBJECTS OF OUR COMPANY

The object clause of the Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised in the present Issue.

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

To set up Induction furnace plant, Ferro Manganese Plant, Silico Manganese Plant, Ferro Vanadium plant, Ferro Titanium plant, Ferro Alloys plant, mini steel plants, Integrated steel plants, composites steel plants, hot rolling steel mills, cold rolling steel mills, bloom and billet mills, steel furnace, steel forgings plant, concast rolling mill, Sponge Iron plant and to carry on business of manufacturers, producers, assemblers, filters, engineers, converters, processors, crushing, founders, moulders, casters, forgers, makers, fabricators, erectors, smellers, refiners, drawers, snickers, miners, repairers, rollers, re-rollers, stores, formers, extruders, reconditioners, machinists, finishers, exporters, Importers, - traders, suppliers, dealers, distributors, stockiest, buyers, sellers, agents or merchants and otherwise for the manufacturing, producing, converting, extracting, treating or processing of all types, grades and size of steels, stainless steel, special steels, sponge iron, Ferro alloys and its allied products; and power generation, pig Iron and its products, high speed steels, die steels, electrical steels, case hardening steels, any other type of steel present or future and any product or by-product, hot briquetted iron and its products, wrought Iron and its products, metal scraps, ferrous alloys, cast iron, alloys steels, carbon steel, tool alloys steel, tor steel, shafting bars, rods, flats, squares from scraps, billets, prereduced billets, ingots, channels, tubes, poles, sheets, wire rails, joists, squares structural, rollers, ferrous and nonferrous castings of all kinds and in particular. continuous castings, chilled castings, malleable and special alloys castings, gun metal, copper, brass and aluminium castings, copper and foundry works of all kinds, and metal goods and any of the by products which will be obtained in the process of manufacturing of there products, coal wading and to establish work, ropes for manufacture of any equipment required for any of the industries which the company can undertake and to dealing such equipment, to carry on the business as tubers, selers, traders, commission agents of iron and iron products, mines & power generation on an business or activity connected or required for the attainment of the above

To carry on in India and elsewhere the traders or business of iron-masters, steel makers, steel converters manufactureres, miners, smelters, engineers, tin plate makers and iron founders, in all their respective branches and to deal in ferro alloys of all grades and forms such as silico Manganese, ferro Silicon, ferro managanese, etc. To search for, get, work, raise, make merchantable, sell and deal in iron, coal, iron ore, lime stone, dolmite, manganese ore, Ferro-manganese, magnesite clay, fire clay, brick earth, bricks and other metals, minerals and substances, and to manufacture and sell briquettes and other fuel and generally to undertake and carry on any business, tansaction or operation commonly undertaken or carried on by expoters, or concessionaires and to search for, win, work, get, reduce, amalgamate, dress, refine and prepare for the market any quartz and are and minerals and mineral products, plant and machinery and other things capable of being used in connection with mining mettalurgical operations or required by the workmen and others employed by the Company.

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

The following changes have been made in the Memorandum of Association of our Company in last ten (10) years:

| Date of Meeting | Meeting | Nature of Amendment |
|---|---|---|
| December 27, 2007 | EGM | ***Alteration in Capital Clause:***<br><br>The Company has Increase its Authorised Capital from ₹10,00,000 to ₹ 50,00,000. |
| January 02, 2017 | EGM | ***Alteration in Name Clause:***<br><br>Our Company name was changed from ***"Kali Mata Forging Private Limited"*** to ***"Amic Forging Private Limited."*** |
| November 28, 2018 | EGM | ***Alteration in Capital Clause:***<br><br>The Company has Increase its Authorised Capital from ₹50,00,000 to ₹10,000,000. |
| November 30, 2022 | EGM | ***Alteration in Capital Clause:*** |

| | | |
|---|---|---|
| | | The Company increased its Authorised Capital from ₹1,00,00,000 to ₹ 11,00,00,000 vide Special Resolution. |
| January 4, 2023 | EGM | ***Alteration of Name Clause:***<br><br>Alteration of name clause by way of conversion of company from Private Limited to Public Limited i.e., Change of name from ***"Amic Forging Private Limited"*** to ***"Amic Forging Limited".*** |

## DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKINGS, MERGERS, AMALGAMATIONS OR REVALUATION OF ASSETS

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

## DETAILS REGARDING HOLDING / SUBSIDIARY AND JOINT VENTURE

As on date of filing of this Prospectus, our Company does not have any Holding or Subsidiary or Joint Venture

## DETAILS REGARDING ASSOCIATE

Except as stated below, as on date of filing of this Prospectus, our Company does not have any Associate Company:

M/s. Dakor Logistcs LLP

## CAPACITY / FACILITY CREATION, LOCATION OF PLANTS

For information on our Company's business profile, Capacity and location of Plant, see chapters titled, ***"Our Business".***

## GUARANTEES PROVIDED BY OUR PROMOTERS

As on the date of this Prospectus, no guarantee has been issued by Promoters except as disclosed in the ***"Statement of Financial Indebtedness"*** on page 185 of this Prospectus.

## CHANGES IN THE ACTIVITIES OF OUR COMPANY SINCE INCORPORATION

There have been no changes in the activities of our Company since incorporation which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## DEFAULTS OR RESCHEDULING OF BORROWINGS FROM FINANCIAL INSTITUTIONS / BANKS

There have been no defaults or rescheduling / restructuring of borrowings with financial institutions / banks in respect of borrowings of our Company.

## LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the units of our Company.

## TIME AND COST OVER RUNS

Our Company has not implemented any projects and has therefore, not experienced any time or cost overrun in setting up of projects.

## SHAREHOLDERS' AGREEMENTS

As on the date of this Prospectus, our Company has not entered into any Shareholders' Agreements.

## AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTER OR ANY OTHER EMPLOYEE OF THE COMPANY

Except as mentioned in Chapter titled '***Our Management***' beginning on page 138 of this Prospectus, there are no agreements entered into by key managerial personnel or a Director or Promoter or any other employee of the Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

## MATERIAL AGREEMENTS

As on the date of this Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company. For details on business agreements of our Company, please refer to the section titled '***Our Business***' beginning on page 112 of this Prospectus.

## STRATEGIC PARTNERS

As of the date of this Prospectus, our Company does not have any Strategic Partners.

## FINANCIAL PARTNERS

As on the date of this Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## OUR MANAGEMENT

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As on the date of this Prospectus, our Company has 5 (Five) Directors on the Board, 2 (Two) as Executive Director, 1 (One) as Non-Executive Directors and 2 (Two) as Independent Directors.

Set forth below are details regarding the Board of Directors as on the date of this Prospectus:

| Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term | Date of Appointment / Reappointment | Other Directorships / Designated Partners |
|---|---|---|
| **Mr. Girdhari Lal Chamaria**<br><br>**DOB:** October 20, 1954<br><br>**Age:** 68 Years<br><br>**Qualification:** Bachelor of Commerce<br><br>**Designation:** Managing Director<br><br>**Address:** 5, N.S.C Bose Road, Flat No 3b Regent Park, Kolkata-700040, West Bengal, India.<br><br>**Occupation:** Business<br><br>**Nationality:** Indian<br><br>**DIN:** 00513552<br><br>**Term:** Appointed as Managing Director of the Company for a period of 5 years w.e.f. January 05, 2023 upto January 04, 2028. | Appointed as First Director w.e.f. June 19, 2007<br><br>Appointed as Managing Director of the Company for a period of 5 years w.e.f. January 05, 2023 upto January 04, 2028. | **Companies**<br><br>Nil<br><br>**Limited Liability Partnerships**<br><br>1. Topvision Tradecom LLP<br><br>2. Topview Traders LLP<br><br>3. Topview Tradecom LLP<br><br>4. Evershine Vanijya LLP<br><br>5. Dharti Tradecom LLP<br><br>6. Evershine Dealcom LLP |
| **Mr. Anshul Chamaria**<br><br>**DOB:** October 13, 1980<br><br>**Age:** 42 Years<br><br>**Qualification:** Bachelor of Commerce<br><br>**Designation:** Executive Director<br><br>**Address:** 5, N.S.C Bose Road, Kolkata - 700040, West Bengal, India.<br><br>**Occupation:** Business<br><br>**Nationality:** Indian<br><br>**DIN:** 06586643<br><br>**Term:** Liable to retire by rotation | Appointed as a Non-Executive Director w.e.f. May 22, 2013.<br><br>Change in Designating from Non-Executive Director to Executive Director w.e.f. July 20, 2023. | **Companies**<br><br>1. Mackeil Ispat & Forging Limited<br><br>**Limited Liability Partnerships**<br><br>1. Dakor Logistics LLP<br><br>2. Dharti Tradecom LLP |
| **Ms. Rashmi Chamaria**<br><br>**DOB:** November 28, 1979 | Appointed as Non-Executive Director of the Company w.e.f. December 02, 2022. | **Companies**<br><br>Nil |

| Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term | Date of Appointment / Reappointment | Other Directorships / Designated Partners |
|---|---|---|
| **Age:** 43 Years<br><br>**Qualification:** Bachelor of Science<br><br>**Designation:** Non-Executive Director<br><br>**Address:** 5, N. S. C. Bose Road, Flat No 3B, Regent Park, Kolkata - 700040, West Bengal, India.<br><br>**Occupation:** Business<br><br>**Nationality:** Indian<br><br>**DIN:** 09810941<br><br>**Term:** Liable to retire by rotation | | **Limited Liability Partnerships**<br><br>1. Topvision Tradecom LLP<br><br>2. Topview Traders LLP<br><br>3. Topview Tradecom LLP<br><br>4. Evershine Vanijya LLP<br><br>5. Dharti Tradecom LLP<br><br>6. Evershine Dealcom LLP |
| **Mr. Pravin Poddar**<br><br>**DOB:** April 10, 1986<br><br>**Age:** 37<br><br>**Qualification:** Chartered Accountant<br><br>**Designation:** Independent Director<br><br>**Address:** Hd-35, Sachindralal Sarani, Ashwini Nagar, Baguiati, Rajarhat, Gopalpur, West Bengal – 700059, India.<br><br>**Occupation:** Professional<br><br>**Nationality:** Indian<br><br>**DIN:** 09003659<br><br>**Term:** Appointed as Independent Director of the Company for a period of 5 years w.e.f. March 01, 2023**.** | Appointed as Independent Director of the Company w.e.f. March 01, 2023 | **Companies**<br><br>1. Goel Food Products Limited<br><br>2. Steelman Telecom Limited<br><br>**Limited Liability Partnerships**<br><br>NA |
| **Mr. Parma Nand Gupta**<br><br>**DOB:** June 23, 1948<br><br>**Age:** 75 years<br><br>**Qualification:** Postgraduate Diploma in Business Management<br><br>**Designation:** Independent Director<br><br>**Address:** Oriole's Nest, FL-2B, Block-3, 5, N.S.C Bose Road, Tollygunj Metro Station, Kolkata-700040, West Bengal, India.<br><br>**Occupation:** Service | Appointed as Independent Director of the Company for a period of 5 years w.e.f. March 01, 2023**.** | **Companies**<br><br>Nil<br><br>**Limited Liability Partnerships**<br><br>Nil |

| Name, Father's / Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term | Date of Appointment / Reappointment | Other Directorships / Designated Partners |
|---|---|---|
| **Nationality:** Indian<br><br>**DIN:** 09824428<br><br>**Term:** Appointed as Independent Director of the Company for a period of 5 years w.e.f. March 01, 2023. | | |

## BRIEF PROFILE OF OUR DIRECTORS

**Mr. Girdhari Lal Chamaria**, aged 68 years, is the Founder, Promoter and Managing Director of our Company. He is the Director of the Company since Incorporation of the Company. He was later Appointed as Managing Director with effect from January 05, 2023 for a tenure of 5 years. He has a bachelor's degree in commerce from University of Calcutta. He has more than 45 years of experience. He is a visionary entrepreneur and has played a pivotal role in setting up business of our Company. He primarily looks after the overall business operations of the Company. He is the driving force behind the working of the company and has been the mentor to all the employees. As a leader, he always delivers value to the customers and endeavour in fulfilling / exceeding their expectations and is involved in day-to-day execution of projects. In a Company he is responsible for providing strategic advice and guidance to the members of the board, to keep them aware of developments within the industry and ensure that the appropriate policies are developed to meet the company's mission and objectives and to comply with all relevant statutory and other regulations.

**Mr. Anshul Chamaria**, aged 42 years, is the Executive Director of the Company. He was appointed as Non-Executive Director w.e.f. May 22, 2013, later was re-appointed as Executive Director w.e.f. July 20, 2023. He has been associated with company since almost a decade. His expertise has led the company grow. Currently, he is Director of the Company and operations head and oversees the execution of the company. His vast industry knowledge and experience has helped company to grow many folds.

**Ms. Rashmi Chamaria**, aged 43 is the Non-Executive Director of our Company. She was appointed as Non-Executive Director with effect from December 02, 2022. She has a bachelor's degree in Science from Jadavpur University. Her role in the company includes overseeing whether company's programmes are being executed in right direction as per its aim and objectives, recommending business policies to the board governing the company, establishing long-term business plans for supporting the vision and values of the company.

**Mr. Pravin Poddar**, aged 37 is appointed as an Independent Director of our company with effect from March 01, 2023. He is a Chartered Accountant and has completed the examination of Chartered Accountancy from the Institute Chartered Accountant of India in the year 2011. He is guiding the Company with his Independent view and impartial opinion. He has experience in the area of keeping the company up-to-date with latest business trends, developing better business techniques and practices.

**Mr. Parma Nand Gupta**, aged 75 is appointed is an Independent Director of our company with effect from March 01, 2023 for a period of 5 years. He has completed his Postgraduate Diploma in Business Management from Xavier Labour Relations Institute, Jamshedpur in the year 1984. He is guiding the Company with his Independent view and impartial opinion.

## CONFIRMATIONS

a) Except as stated below none of the Directors and Key Managerial Personnel of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

| Sr. No. | Name of Director | Name of Director | Relationship |
|---|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | Mr. Anshul Chamaria | Son |
| 2. | Mr. Anshul Chamaria | Ms. Rashmi Chamaria | Spouse |
| 3. | Mr. Girdhari Lal Chamaria | Ms. Rashmi Chamaria | Father-in-Law / Daughter-in-Law |

b) There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or Member of Senior Management.

c) There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.

d) As on the date of this Prospectus, none of our directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.

e) As on the date of this Prospectus, none of our Directors are Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

f) As on the date of this Prospectus, none of our director is or was a director of any listed Company during the last 5 (five) years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.

g) As on the date of this Prospectus, none of our director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.

h) As on the date of this Prospectus, none of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other Company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

i) No proceedings / investigations have been initiated by SEBI against any Company, the Board of Directors of which also comprises any of the Directors of our Company.

## REMUNERATION / COMPENSATION TO OUR DIRECTORS

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 there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force). Set forth below is the remuneration payable by our Company to our Directors for a financial year:

Remuneration paid for F.Y. 2022-23, the directors have been paid gross remuneration as follows:

***(₹ in Lakh)***

| Sr. No. | Name of Director | Remuneration paid |
|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | 22.00 |
| 2. | Mr. Anshul Chamaria | 22.00 |
| | **Total** | **44.00** |

***(₹ in Lakh)***

| Sr. No. | Name of Director | Remuneration shall not exceed |
|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | 50.00 |
| 2. | Mr. Anshul Chamaria | 50.00 |
| | **Total** | **100.00** |

## TERMS AND CONDITIONS OF EMPLOYMENT OF OUR DIRECTORS

**Mr. Girdhari Lal Chamaria**

Mr. Girdhari Lal Chamaria, is the Founder, Promoter and Managing Director of our Company. He is the Director of the Company since Incorporation of the Company. He was later appointed as Managing Director with effect from January 05, 2023 for a period of 5 (five) years till January 04, 2028. The significant terms of his employment are as below:

| | |
|---|---|
| **Remuneration** | Upto 50.00 Lakh per annum |
| **Bonus and Profit-sharing Ratio** | Not Applicable |
| **Term** | Appointed as Managing Director for a period of 5 (five) years commencing from January 05, 2023 |
| **Remuneration in the event of loss or inadequacy of profits** | In the event of inadequacy or absence of profits in any financial years during his tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company. |

**Mr. Anshul Chamaria**

Mr. Anshul Chamaria, is the Executive Director of the Company. He was appointed as Non- Executive Director of our Company with effect from May 22, 2013, later was regularised to Executive Director w.e.f. July 20, 2023. He has been associated with company since almost a decade. The significant terms of his employment are as below:

| | |
|---|---|
| **Remuneration** | Upto 50.00 Lakh per annum |
| **Bonus and Profit-sharing Ratio** | Not Applicable |
| **Term** | Appointed as Non- Executive Director of our Company with effect from May 22, 2013, later was regularised to Executive Director w.e.f. July 20, 2023. |
| **Remuneration in the event of loss or inadequacy of profits** | In the event of inadequacy or absence of profits in any financial years during his tenure, the Director will be paid remuneration as mentioned in Schedule V as may be approved by the Shareholders of the Company. |

## SITTING FEES

Our Independent Directors are entitled to be paid sitting fees of such sum as may be decided by the Board of Directors which shall not exceed 1,00,000.00 (Rupees One Lakh Only) per meeting of the Board or Committee thereof, attended by such Director.

## BORROWING POWERS OF OUR BOARD

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their Extra Ordinary General Meeting held on January 04, 2023, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹ 2,500.00 Lakhs over and above the aggregate of the paid up share capital and free reserves which may have not been set apart for any purpose.

## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our directors to hold qualification shares.

As on date of this Prospectus, our directors hold the following number of Equity Shares of our Company:

| Sr. No. | Name of Directors | No. of Equity Shares Held (Pre-Issue) | % of pre-Issue capital |
|---|---|---|---|
| 1 | Mr. Girdhari Lal Chamaria | 8,12,250 | 10.51 |
| 2 | Mr. Anshul Chamaria | 13,29,840 | 17.21 |
| 3 | Ms. Rashmi Chamaria | 13,69,800 | 17.73 |
| 4 | Mr. Pravin Poddar | Nil | Nil |
| 5 | Mr. Parma Nand Gupta | Nil | Nil |

## INTEREST OF OUR DIRECTORS

Our Managing Director & Executive Director may be interested to the extent of remuneration paid to them, respectively for services rendered as a Directors of our Company and reimbursement of expenses payable to them. For details, please refer ***"Terms and conditions of employment of our Managing Director and Executive Director"*** above. Further, all our Non-Executive and Independent Directors may be interested to the extent of fees payable to them and / or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. The Independent Directors are paid sitting fees for attending the meetings of the Board and Committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Three of our Directors, Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria and Ms. Rashmi Chamaria may be deemed to be interested in the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them if any.

**Interest in promotion of our Company**

Except Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria, Ms. Rashmi Chamaria and Ms. Manju Chamaria, none of our directors have any interest in the promotion or formation of our Company as of the date of this Prospectus.

**Interest in the property of our Company**

Except as stated in the chapter titled ***"Related Party Transaction"*** beginning on page 164 of Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of this Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our directors do not have any interest in any immovable property to be acquired by the Company except otherwise disclosed in the heading titled ***"Our Properties"*** under the chapter titled ***"Our Business"*** beginning on page 112 of this Prospectus.

**Interest as Creditor of our Company**

As on the date of this Prospectus, except as stated in the chapter titled ***"Statement of Financial Indebtedness"*** and heading titled ***"Related Party Transactions"*** under chapter titled ***"Financial Statements as Restated",*** our Company has not availed loans from Directors of our Company.

**Interest in the business of Our Company**

Further, save and except as stated otherwise in ***"Statement of Related Parties' Transactions"*** in the chapter titled ***"Financial Statements as Restated"*** of this Prospectus, our directors do not have any other interests in our Company as on the date of this Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

**Interest in transactions involving acquisition of land**

Our directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated / referred to under the heading titled ***"Our Properties"*** under chapter titled ***"Our Business"*** beginning on page 112 of this Prospectus, our directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

**Interest as Member of a Company or Firm**

Except as stated in this chapter the section titled ***"Related Party Transactions"*** and the chapter ***"Our Business"*** beginning on page 164 and 112 of this Prospectus respectively, our Directors do not have any other interest in our business

**Other Interests**

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our directors or to the firms or companies in which they are interested as a member 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 or Company in which he is interested, in connection with the promotion or formation of our Company.

Further, our directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer chapters titled ***"Financial Statements as Restated"*** and ***"Related Party Transactions"*** beginning on page 169 and 164 of this Prospectus.

## PAYMENT OF BENEFITS

Except to the extent of remuneration payable to the Managing Director & Executive Director for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last 2 (two) years preceding the date of this Prospectus, and does not intend to pay, any amount or benefits to our directors.

## APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

Except as disclosed in this Prospectus, none of the relatives of our directors currently hold any office or place of profit in our Company.

## BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

None of our Directors are a party to any bonus or profit-sharing plan.

## POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

a) Policy on Code of Conduct for Directors and Senior Management

b) Policy of Audit Committee

c) Policy of Nomination and Remuneration Committee

d) Policy of Stakeholder Relationship Committee

e) Policy of Corporate Social Responsibility

f) Policy on Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

g) Policy of conducting and enquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information under the insider trading regulations

h) Policy on Disclosure and Internal Procedure for Prevention of Insider Trading

i) Policy on Whistle Blower and Vigil Mechanism

j) Policy on Related Party Transactions (RPT)

k) Policy for Preservation of Documents and Archival of Documents

l) Policy for Prevention of Sexual Harassment

m) Policy on Materiality for Disclosures of events to Stock Exchanges

n) Policy on Code of Independent Directors and Familiarization of Independent Director

o) Policy for identification of Materiality of outstanding Litigations involving Company, its subsidiary, Directors, Promoter and other Group Companies

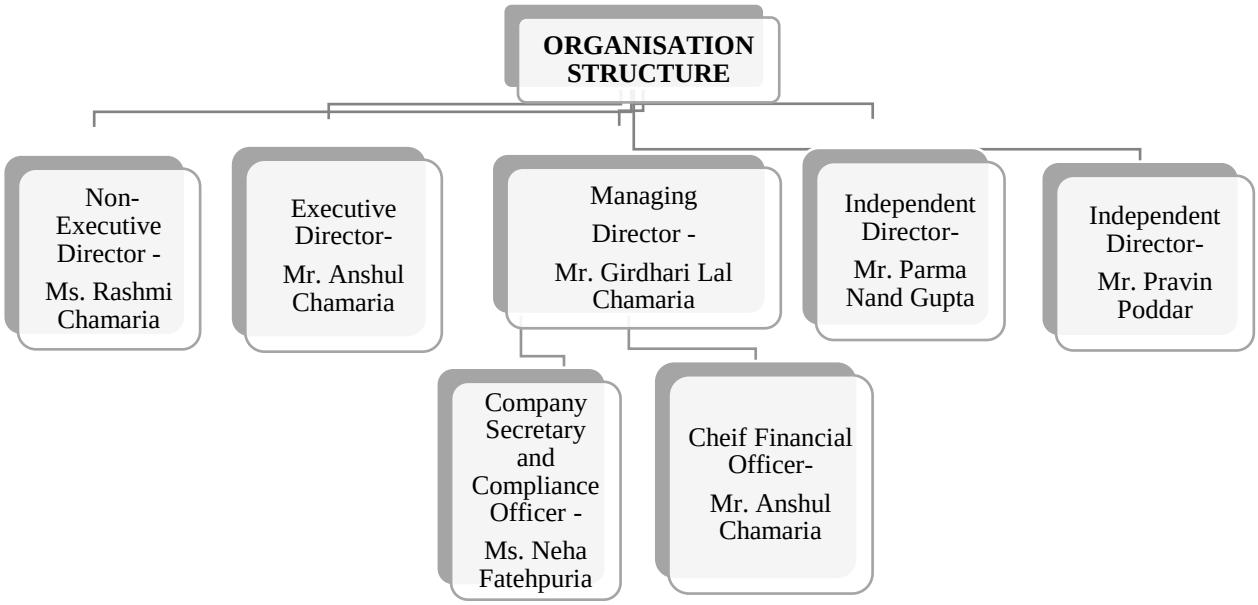
p) Policy on Material Outstanding due to the Creditors

## CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last 3 (three) years.

| Sr. No. | Directors | Date of Event | Event |
|---|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | January 05, 2023 | Appointed as Managing Director of the Company for a period of 5 years w.e.f. January 05, 2023 |
| 2. | Mr. Pravin Poddar | March 01, 2023 | Appointed as Independent Director w.e.f. March 01, 2023 |
| 3. | Mr. Parma Nand Gupta | March 01, 2023 | Appointed as Independent Director w.e.f. March 01, 2023 |
| 4. | Ms. Rashmi Chamaria | December 12, 2023 | Appointed as Non-Executive Director of the Company w.e.f. December 12, 2023 |

## ORGANISATION STRUCTURE




## CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to Corporate Governance, provisions of the SEBI (LODR) Regulation, 2015 will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees thereof.

The Corporate Governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Prospectus, there are 5 (Five) Directors on our Board out of which one third are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013.

## COMMITTEES OF OUR BOARD

The following committees have been constituted in terms of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013:

a) Audit Committee

b) Stakeholders' Relationship Committee

c) Nomination and Remuneration Committee

d) Corporate Social Responsibility Committee

e) Internal Complaints Committee

**Audit Committee**

Our Company has constituted an Audit Committee ("Audit Committee"), as per Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015; vide resolution passed at the meeting of the Board of Directors held on August 10, 2023.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the SEBI (LODR) Regulation, 2015, proposed to be entered into with the Stock Exchange in due course.

The committee presently comprises the following 3 (Three) directors:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---|---|---|---|
| 1 | Mr. Pravin Poddar | Chairman | Independent Director |
| 2 | Mr. Parma Nand Gupta | Member | Independent Director |
| 3 | Ms. Rashmi Chamaria | Member | Non-Executive Director |

The Company Secretary & Compliance Officer of our Company shall act as the Secretary to the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18(3) of the SEBI (LODR) Regulation, 2015.

**Meetings of Audit Committee and Quorum**

As required under Regulation 18 of the SEBI (LODR) Regulation, 2015, the Audit Committee shall meet at least 4 (four) times in a year, and not more than 120 (one hundred twenty) days shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

**Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

a) To investigate any activity within its terms of reference;

b) To seek information from any employee;

c) To obtain outside legal or other professional advice; and

d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of Audit Committee**

The role of the Audit Committee shall include the following:

a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of statutory auditor of the Company;

c) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

d) Approving payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013, as amended;

   ii. Changes, if any, in accounting policies and practices and reasons for the same;

iii. Major accounting entries involving estimates based on the exercise of judgment by the management;

iv. Significant adjustments made in the financial statements arising out of audit findings;

v. Compliance with SEBI Listing Regulations and other legal requirements relating to financial statements;

vi. Disclosure of any related party transactions; and

vii. Qualifications / modified opinion(s) in the draft audit report.

f) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;

g) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

h) Approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company subject to such conditions as may be prescribed;

i) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

j) Scrutinizing of inter-corporate loans and investments;

k) Valuing of undertakings or assets of the Company, wherever it is necessary;

l) Evaluating of internal financial controls and risk management systems;

m) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

o) 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;

p) Discussing with internal auditors of any significant findings and follow up there on;

q) 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;

r) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

s) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

t) Reviewing the functioning of the whistle blower mechanism;

u) Approving the appointment of the Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and

v) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and / or specified / provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

w) Reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

x) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders

Further, the Audit Committee shall mandatorily review the following information:

a) management discussion and analysis of financial condition and results of operations;

b) statement of significant related party transactions (as defined by the audit committee), submitted by management;

c) management letters / letters of internal control weaknesses issued by the statutory auditors;

d) internal audit reports relating to internal control weaknesses; and

e) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

f) statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

**Stakeholders' Relationship Committee**

Our Company has constituted a shareholder / investors grievance committee ***"Stakeholders' Relationship Committee"*** to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on August 10, 2023.

The Stakeholders' Relationship Committee comprises:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---|---|---|---|
| 1 | Mr. Parma Nand Gupta | Chairman | Independent Director |
| 2 | Ms. Rashmi Chamaria | Member | Non-Executive Director |
| 3 | Mr. Girdhari Lal Chamaria | Member | Managing Director |

The Company Secretary & Compliance Officer of our Company shall act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

**Tenure**

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

**Meetings**

The Stakeholder's Relationship Committee shall meet at least 1 (one) time in a year. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

**Role of the Stakeholders' Relationship Committee**

The Committee shall consider and resolve grievances of security holders, including but not limited to:

a) Efficient transfer of shares including review of cases for refusal of transfer / transmission of shares and debentures;

b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate / split / consolidated share certificates;

c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debentures;

d) Allotment and listing of shares in future;

e) Review of cases for refusal of transfer / transmission of shares and debentures;

f) Reference to statutory and regulatory authorities regarding investor grievances;

g) Ensure proper and timely attendance and redressal of investor queries and grievances; and

h) To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

**Nomination and Remuneration Committee**

Our Company has constituted a Nomination and Remuneration Committee in accordance Section 178 of Companies Act, 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on August 10, 2023.

The Nomination and Remuneration Committee comprises the following Directors:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---|---|---|---|
| 1 | Mr. Parma Nand Gupta | Chairman | Independent Director |
| 2 | Mr. Pravin Poddar | Member | Independent Director |
| 3 | Ms. Rashmi Chamaria | Member | Non-Executive Director |

The Company Secretary & Compliance Officer of our Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

**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 a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including atleast one independent director in attendance.

**Role of the Nomination and Remuneration Committee not limited to but includes:**

a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b) Formulating of criteria for evaluation of performance of independent Directors and the Board;

c) Devising a policy on Board diversity;

d) Identifying persons who are qualified to become directors of our Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Our Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report of our Company;

e) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

f) Analyzing, monitoring and reviewing various human resource and compensation matters;

g) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

h) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), usually consisting of a fixed and variable component;

i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

j) Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits) Regulations, 2014;

k) Framing suitable policies, procedures and systems to ensure that there is no violation, by and employee id any applicable laws in India or Overseas, including:

   i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

   ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable."

l) Performing such other activities as may be delegated by the Board of Directors and / or specified / provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

**Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee shall formulate and recommend a CSR policy to the Board, the Company has constituted a Corporate Social Responsibility Committee pursuant to resolution of the Board of Directors dated September. The Corporate Social Responsibility Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company, monitor the CSR policy of the Company from time to time and establish the transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by the company as per the requirements of the Companies Act, 2013, Listing Agreement and SEBI LODR for Corporate Governance.

The Corporate Social Responsibility Committee comprises the following members:

| Sr. No. | Name of Director | Status in Committee | Nature of Directorship |
|---|---|---|---|
| 1 | Mr. Girdhari Lal Chamaria | Chairman | Managing Director |
| 2 | Mr. Parma Nand Gupta | Member | Independent Director |
| 3 | Ms. Rashmi Chamaria | Member | Non-Executive Director |

***Role of the Corporate Social Responsibility Committee not limited to but includes:***

We further confirm that atleast one Director is an Independent Director.

Company Secretary & Compliance Officer of our Company shall act as the secretary to the Corporate Social Responsibility Committee.

**Measures**

In the aforesaid backdrop, policy on CSR of AMIC Forging Limited is broadly framed taking into account the following measures:

The CSR activities shall be undertaken by AMIC Forging Limited, as stated in this Policy, as projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

The CSR activities which are exclusively for the benefit of AMIC Forging Limited employees or their family members shall not be considered as CSR activity.

AMIC Forging Limited shall give preference to the local area or areas around it where it operates, for spending the amount earmarked for CSR activities.

The Board of AMIC Forging Limited may decide to undertake its CSR activities as recommended by the CSR Committee, through a registered trust or a registered society or a company established by the company or its holding or subsidiary or associate company pursuant to Section 135 of the Companies Act, 2013 and rules made there-under.

The following is the list of CSR projects or programs which AMIC Forging Limited plans to undertake pursuant to Schedule VII of the Companies Act, 2013:

a) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;

b) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

c) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

d) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;

e) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts:

f) measures for the benefit of armed forces veterans, war widows and their dependents;

g) training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;

h) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

i) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government

j) rural development projects;

Any other measures with the approval of Board of Directors on the recommendation of CSR Committee subject to the provisions of Section 135 of Companies Act, 2013 and rules made there-under.

**Organisational mechanism and responsibilities**

Constitution of Corporate Social Responsibility Committee

The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee of the Board ("CSR Committee") consisting of three or more directors, out of which at least one director shall be an independent director.

**The CSR Committee shall –**

a) Formulate and recommend to the Board, a CSR policy and activities to be undertaken by the company as per Schedule VII;

b) Recommend the amount of expenditure to be incurred on the activities; and

c) Monitor the Policy of the company from time to time.

The Board of the company shall after taking into account the recommendations made by the CSR Committee, approve the policy for the company and disclose contents of such Policy in its report and also place it on the company's website and ensure that the activities as are included in the CSR Policy of the company are undertaken by the company.

AMIC Forging Limited provide the vision under the leadership of its Managing Director, Mr. Girdhari Lal Chamaria.

At the Company, the Managing Director takes on the role of the mentor, while the onus for the successful and time bound implementation of the CSR activities / projects is on the HR Head and CSR teams.

To measure the impact of the work done, a social satisfaction survey / audit is carried out by an external agency.

**Activities, setting measurable targets with timeframes and performance management:**

Prior to the commencement of CSR activities / projects, we carry out a baseline study of the nearby area / villages of the Company's Site Locations.

The study encompasses various parameters such as – health indicators, literacy levels, sustainable livelihood processes, and population data – below the poverty line and above the poverty line, state of infrastructure, among others.

From the data generated, a 1-year plan and a 5-year rolling plan are developed for the holistic and integrated development of the affected people.

All activities / projects of CSR are assessed under the agreed strategy, and are monitored every quarter / year, measured against targets and budgets. Wherever necessary, midcourse corrections are made.

**Budgets**

A specific budget is allocated for CSR activities and spending on CSR activities shall not be less than 2% of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this policy.

In case Company fails to spend such amount, the Board shall specify the reasons for not spending the amount.

Approving authority for the CSR amount to be spent would be any one Director or the Managing Director / Chief Financial Officer of the Company after due recommendation of CSR Committee and approval of the Board of Directors of the Company.

The CSR Policy mandates that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.

The CSR projects or programs or activities undertaken in India only shall amount to CSR expenditure.

CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee, but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act 2013.

Tax treatment of CSR spent will be in accordance with the Income Tax Act as may be notified by CBDT.

**Information dissemination**

The Company's engagement in this domain is disseminated on its website & annual reports.

**Internal Complaints Committee**

An Internal Complaints Committee is constituted for our Company by the Board to look into the matters concerning sexual harassment pursuant to resolution of the Board of Directors dated August 10, 2023. The Internal Complaints consists of the following members.

| Sr. No. | Name | Status in Committee | Gender |
|---|---|---|---|
| 1. | Ms. Rashmi Chamaria | Presiding officer | Female |
| 2. | Ms. Lekha Sharma | Member | Female |
| 3. | Ms. Manju Chamaria | Member | Female |
| 4. | Mr. Siddharth Jalan | Member | Male |

A complainant can approach any member of the committee with her written complaint.

**Tenure**

The President and other members of the committee shall hold office for such period, not exceeding 3 (three) years, from the date of their nomination as may be specified by the employer.

**Scope**

This policy is applicable to employees, workers, volunteers, probationer and trainees including those on deputation, part time, contract, working as consultants or otherwise (whether in the office premises or outside while on assignment). This policy shall be considered to be a part of the employment contract or terms of engagement of the persons in the above categories.

Where the alleged incident occurs to our employee by a third party while on a duty outside our premises, the Company shall perform all reasonable and necessary steps to support our employee.

**What Constitutes Sexual Harassment?**

Sexual Harassment means such unwelcome sexually determined behaviour (directly or through implication), like physical contact and advances by the employee(s) including:

a) A demand or request for sexual favours, sexually coloured remarks, showing pornography, any other unwelcome physical conduct of sexual nature, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs;

b) Eve teasing, innuendos and taunts, physical confinement against one's will;

c) A demand or request for sexual favours, whether verbally or non-verbally, where the submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment or promotion / evaluation of work thereby denying an individual equal opportunity at employment;

d) An act or conduct by a person in authority which makes the environment at workplace hostile or intimidating to a person or unreasonably interferes with the individual's privacy and productivity at work;

e) Verbal harassment of a sexual nature, such as lewd comments, sexual jokes or references, and offensive personal references; demeaning, insulting, intimidating, or sexually suggestive comments (oral or written) about an individual's personal appearance or electronically transmitted messages (Jokes, remarks, letters, phone calls);

f) Any other behaviour which an individual perceives as having sexual overtones.

**Redressal Mechanism:**

Once the complaint is received by the Committee:

a) The person who is accused by the complainant will be informed that a complaint has been filed against him (he will be made aware of the details of the allegation and also the name of the complainant as it would be necessary for proper inquiry) and no unfair acts of retaliation or unethical action will be tolerated.

b) The complainant has the opportunity to ask for conciliation proceedings by having communication with the accused in the presence of the Committee. Please note that in such conciliation the complainant cannot demand monetary compensation.

c) The Committee shall provide the copies of the settlement as recorded during conciliation to the aggrieved employee and the respondent.

d) If the matter has been settled by conciliation but the respondent is not complying with the terms and conditions, the aggrieved party can approach the Committee for Redressal.

e) The Committee will question both the complainant and the alleged accused separately. If required, the person who has been named as a witness will need to provide the necessary information to assist in resolving the matter satisfactorily.

f) The Committee shall call upon all witnesses mentioned by both the parties.

g) The Committee can ask for specific documents from a person if it feels that they are important for the purpose of investigation.

h) The complainant has the option to seek transfer or leave so that the inquiry process can continue smoothly and to prevent recurrence of similar situations or discomfort to the complainant. The leave can extend for a maximum

period of 3 months. Leave granted under this provision will be paid leave and will not be counted in the number of leaves that the complainant is statutorily entitled to. The complainant may be required to work from home, if it is practicable, keeping in mind the nature of work of the complainant, health and mental condition. However, the complainant is under a good faith obligation and shall not abuse the process to request unjustifiably long periods of leave, keeping in mind the economic effects of the leave to the organization. The Committee shall have the discretion to grant leave of an appropriate duration, depending on the facts and circumstances of the case, or grant an alternate measure such as transferring the employee or the accused, as it deems fit.

Where leave is granted to the complainant, the Committee shall make best attempts to ensure speedy completion of the inquiry process and to minimize adverse economic consequences to the Company arising out of the absence of the complainant from the workplace.

i. The complainant and the accused shall be informed of the outcome of the investigation. The investigation shall be completed within 3 months of the receipt of the complaint. If the investigation reveals that the complainant has been sexually harassed as claimed, the accused will be subjected to disciplinary action accordingly.

    a) The report of the investigation shall be supplied to the employer (or the District Officer), the accused and the complainant within 10 days of completion of the investigation.

    b) The employer or the District Officer will act on the recommendations of the Committee within 60 days of the receipt of the report.

ii. The contents of the complaint made, the identity and addresses of the aggrieved employee, respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the Internal Committee and the action taken by the employer shall not be published, communicated or made known to the public, press and media in any manner

Any party aggrieved by the report can prefer an appeal in the appropriate Court or Tribunal in accordance with the service rules within 90 days of the recommendation been given to the employer / District Officer.

**Disciplinary Action:**

Where any misconduct is found by the Committee, appropriate disciplinary action shall be taken against the accused. Disciplinary action may include transfer, withholding promotion, suspension or even dismissal. This action shall be in addition to any legal recourse sought by the complainant.

If it is found out through evidence by the Committee that the complainant has maliciously given false complaint against the accused, disciplinary action shall be taken against the complainant as well.

Regardless of the outcome of the complaint made in good faith, the employee lodging the complaint and any person providing information or any witness, will be protected from any form of retaliation. While dealing with complaints of sexual harassment, the Committee shall ensure that the complainant or the witness are not victimized or discriminated against by the accused. Any unwarranted pressures, retaliatory or any other type of unethical behaviour by the accused against the complainant while the investigation is in progress should be reported by the complainant to the Complaints Committee as soon as possible. Disciplinary action will be taken by the Committee against any such complaints which are found genuine.

This policy shall be disseminated to each employee of the Company as well as new recruits who will have to acknowledge that they have read and understood the policy and that they shall abide by the policy.

## 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 ("SEBI PIT Regulations") will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (PIT) Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

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.

## OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013:

| Sr. No | Name of the KMPs | Designation |
|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | Managing Director |
| 2. | Ms. Neha Fatehpuria | Company Secretary & Compliance Officer |
| 3. | Mr. Anshul Chamaria | Chief Financial Officer |

## BREIF PROFILE OF KEY MANAGERIAL PERSONNEL:

**Mr. Girdhari Lal Chamaria –Managing Director**

Mr. Girdhari Lal Chamaria is the Managing Director of our Company. For details, see ***"Brief Profile of our Director",*** see ***"Our Management"*** chapter beginning on page 138 of this Prospectus.

**Mr. Anshul Chamaria - Chief Financial Officer**

Mr. Anshul Chamaria is the Chief Financial Officer of our Company. For details, see ***"Brief Profile of our Director",*** see ***"Our Management"*** chapter beginning on page 138 of this Prospectus.

| | |
|---|---|
| **Term of Office with expiration Date** | Appointed as Chief Financial Officer with effect from July 25, 2023. |
| **Details of service contract** | Not Applicable |
| **Function and areas of experience** | Accounting, Taxation and other related Matters |

**Ms. Neha Fatehpuria– Company Secretary & Compliance Officer**

Ms. Neha Fatehpuria, aged 39 years, is the Company Secretary & Compliance Officer of our Company. She was appointed as the Company Secretary & Compliance Officer of our Company at the meeting of the Board of Directors with effect from March 01, 2023 but her appointed was with effect from March 01, 2023. She is a qualified Company secretary from the Institute of Company Secretaries of India having a membership number A46217.

| | |
|---|---|
| **Term of Office with expiration Date** | Appointed as Company Secretary & Compliance Officer with effect from March 01, 2023. |
| **Details of service contract** | Not Applicable |
| **Function and areas of experience** | Securities law and Compliances |

## STATUS OF KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

## RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the above-mentioned key managerial personnel are related to each other. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

## RELATIONSHIP OF DIRECTORS / PROMOTERS WITH KEY MANAGERIAL PERSONNEL (KMPs)

Except as stated below none of the above-mentioned key managerial personnel are related to our Promoters or Directors. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel were selected as members of our senior management.

| Sr. No. | Name of Director/Promoters | Name of KMP | Relationship |
|---|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | Mr. Anshul Chamaria | Son |
| 2. | Ms. Manju Chamaria | Mr. Girdhari Lal Chamaria | Spouse |
| 3. | Ms. Rashmi Chamaria | Mr. Anshul Chamaria | Spouse |
| 4. | Ms. Manju Chamaria | Mr. Anshul Chamaria | Mother |
| 5. | Ms. Rashmi Chamaria | Mr. Girdhari Lal Chamaria | Daughter-in-Law/ Father-in-Law |

## SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date of this Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company

| Sr. No. | Name of Key Managerial Personnel | No. of Equity Shares Held (Pre-Issue) | % of pre-Issue capital |
|---|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | 8,12,250 | 10.51 |
| 2. | Mr. Anshul Chamaria | 13,29,840 | 17.21 |
| 3. | Ms. Neha Fatehpuria | Nil | Nil |
| | **Total** | **21,42,090** | **27.72** |

## REMUNERATION / COMPENSATION TO OUR KMPs

Set forth below is the remuneration paid by our Company to our KMPs for the financial year ended March 31, 2023:

***(₹ in Lakh)***

| Sr. No. | Name of KMPs | Designation | Remuneration paid |
|---|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | Managing Director | 22.00 |
| 2. | Mr. Anshul Chamaria | Chief Financial Officer* | Nil |
| 3. | Ms. Neha Fatehpuria | Company Secretary & Compliance Officer# | Nil |
| **Total** | | | **22.00** |

*Appointed as Chief Financial Officer of the Company w.e.f. July 25, 2023, he has drawn remuneration in the capacity of Director.
# Appointed as Company Secretary & Compliance Officer w.e.f March 01, 2023

The aforementioned KMP's are on the payrolls of our Company as permanent employees.

## BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

As on the date of this Prospectus, our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation as on date of this Prospectus.

## LOANS TO KEY MANAGERIAL PERSONNEL

Except as stated in the Prospectus, there is no loan outstanding against Key Managerial Personnel as on date of this Prospectus.

## INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and may also be interested to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration. Except as stated in the heading titled ***"Related Party Transactions"*** under the Section titled ***"Financial Statements as Restated"*** beginning on page 169 of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

## CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

Set forth below are the changes in our Key Managerial Personnel in the last 3 (three) years immediately preceding the date of this Prospectus:

| Sr. No. | Name | Date of Event | Reason |
|---|---|---|---|
| 1. | Mr. Girdhari Lal Chamaria | January 05, 2023 | Appointed as Managing Director |
| 2. | Mr. Anshul Chamaria | July 25, 2023 | Appointed as Chief Financial Officer |

| | | | |
|---|---|---|---|
| 3. | Ms. Neha Fatehpuria | March 01, 2023 | Appointed as Company Secretary and Compliance officer |

## EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme as on the date of filing of this Prospectus.

## PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated in this Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled ***"Financial Statements as Restated"*** beginning on page 169 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoters.

## ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer chapter titled ***"Our History and Certain Other Corporate Matters"*** beginning on page 134 of this Prospectus.

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are **Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria, Ms. Manju Chamaria and Ms. Rashmi Chamaria**.

As on the date of this Prospectus, Our Promoters holds an aggregate of **44,26,290** Equity Shares, representing **57.29%** of the Pre-Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "***Capital Structure – History of the Equity Share Capital held by our Promoters and Promoter group***", on pages 63 of this Prospectus.

### BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS

**Mr. Girdhari Lal Chamaria**, is the Founder, Promoter and Managing Director of our Company. He is the Director of the Company since Incorporation of the Company. He was later Appointed as Managing Director with effect from January 05, 2023 for a tenure of 5 years. He has a bachelor's degree in commerce from University of Calcutta. He has more than 45 years of experience. He is a visionary entrepreneur and has played a pivotal role in setting up business of our Company. He primarily looks after the overall business operations of the Company. He is the driving force behind the working of the company and has been the mentor to all the employees. As a leader, he always delivers value to the customers and endeavour in fulfilling / exceeding their expectations and is involved in day-to-day execution of projects. In a Company he is responsible for providing strategic advice and guidance to the members of the board, to keep them aware of developments within the industry and ensure that the appropriate policies are developed to meet the company's mission and objectives and to comply with all relevant statutory and other regulations.

**Qualification:** B.com PART - II

**Date of Birth:** October 20, 1954

**Age:** 68 years

**Residential Address:** 5, N.S.C Bose Road, Flat No 3B, Regent Park, Kolkata-700040, West Bengal, India.

**Nationality:** Indian

**PAN**: ACSPC7430J

**Directorship Held:**

1. Topvision Tradecom LLP
2. Topview Traders LLP
3. Topview Tradecom LLP
4. Evershine Vanijya LLP
5. Dharti Tradecom LLP
6. Evershine Dealcom LLP

**Mr. Anshul Chamaria**, aged 42 years, is the Promoter and Executive Director of the Company. He has been associated with company since almost a decade. He has a bachelor's degree in

| | |
|---|---|
| | commerce from University of Calcutta. His expertise has led the company grow. Currently, he is Director of the Company and operations head and oversees the execution of the company. His vast industry knowledge and experience has helped company to grow many folds.<br><br>**Qualification:** B.com<br><br>**Date of Birth:** October 13, 1980<br><br>**Age:** 42 years<br><br>**Residential Address:** 5, N.S.C Bose Road, Flat No 3B, Regent Park, Kolkata-700040, West Bengal, India.<br><br>**Nationality:** Indian<br><br>**PAN**: ADXPC4583E<br><br>**Directorship Held:**<br><br>1. Mackeil Ispat & Forging Limited<br><br>2. Dakor Logistics LLP<br><br>3. Dharti Tradecom LLP |
| | **Ms. Manju Chamaria**, aged 68 years, is the Promoter of the Company. She has several years of experience in same line of business.<br><br>**Date of Birth:** April 21, 1955<br><br>**Age:** 68 years<br><br>**Residential Address:** 5, N.S.C Bose Road, Flat No 3B, Regent Park, Kolkata-700040, West Bengal, India.<br><br>**Nationality:** Indian<br><br>**PAN**: ACQPC4593E<br><br>**Directorship Held:**<br><br>NIL |
| | **Ms. Rashmi Chamaria**, aged 43 years, is the Promoter and Non-Executive Director of our Company. She was appointed as Non-Executive Director with effect from December 02, 2022. She has a bachelor's degree in Science from Jadavpur University. Her role in the company includes overseeing whether company's programmes are being executed in right direction as per its aim and objectives, recommending business policies to the board governing the company, establishing long-term business plans for supporting the vision and values of the company.<br><br>**Date of Birth:** November 28, 1979<br><br>**Age:** 43 years |

| | |
|---|---|
| | **Residential Address:** 5, N.S.C Bose Road, Flat No 3B, Regent Park, Kolkata-700040, West Bengal, India.<br><br>**Nationality:** Indian<br><br>**PAN**: AERPA2885G<br><br>**Directorship Held:**<br><br>1. Topvision Tradecom LLP<br><br>2. Topview Traders LLP<br><br>3. Topview Tradecom LLP<br><br>4. Evershine Vanijya LLP<br><br>5. Dharti Tradecom LLP<br><br>6. Evershine Dealcom LLP |

For the complete profile of our Promoters - educational qualifications, professional experience, position / posts held in the past, directorships held, special achievements and business and financial activities, see *"**Our Management**"* on page 138 of this Prospectus.

## DECLARATION

We declare and confirm that the details of the Permanent Account Number, Aadhaar Card Number and Driving License Number, Passport Number and Bank Account Number of our Promoters will be submitted to the Stock Exchange i.e., BSE Limited, where the Equity Shares are proposed to be listed at the time of filing this Prospectus.

## UNDERTAKING / CONFIRMATIONS

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled ***"Outstanding Litigations and Material Developments"*** beginning on page 187 of this Prospectus.
- None of our Promoters person in control of our Company are or have ever been a promoters, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

## CHANGE IN CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

## EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter ***"Our Management"*** beginning on page 138 of this Prospectus.

## INTEREST OF OUR PROMOTERS

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company, and (ii) to the extent of their shareholding in our Company. For details on shareholding of our Promoter in our Company, see ***"Capital Structure"*** on page 63 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer the section titled *"**Related Party Transactions***" in chapter "***Financial Statements as Restated***" on page 169 of this Prospectus.

***Interest in promotion of our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

***Interest in the property, land, construction of building, supply of machinery, etc.***

Except as mentioned in the chapter titled '***Our Business***' beginning on page 112 of this Prospectus, our Promoters does not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 2 (two) years before filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

***Interest in our Company arising out of being a member of a firm or company***

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

***Interest in our Company other than as Promoters***

Except as mentioned in this chapter and chapters titled "***Our Business***", "***History and Certain Corporate Matters***", "***Our Management***" and "***Restated Consolidated Financial Statements***" beginning on pages 112, 134, 138 and 169, respectively, our Promoters does not have any other interest in our Company

***Payment or Benefit to the Promoters or Promoter Group in the last 2 (two) years***

Except as stated above in chapters "***Restated Consolidated Financial Statements*** " beginning on page 169 of this Prospectus, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing of this Prospectus or intended to be paid or given to any Promoters or member of our Promoter Group and no consideration for payment of giving of the benefit.

## COMMON PURSUITS OF OUR PROMOTERS

Except as disclosed below, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

| Sr. No | Name of Entity |
|---|---|
| 1. | Associate Manufacture & Industries Corporation |
| 2. | Mackeil Ispat & Forging Limited |

## MATERIAL GUARANTEES GIVEN TO THIRD PARTIES

Except as stated in the "***Restated Consolidated Financial Statements***" beginning on page 169 of this Prospectus, our Promoters has not given material guarantees to the third party(ies) with respect to the specified securities of our Company.

## SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled "***Capital Structure – Notes to Capital Structure***" beginning on page 63 of this Prospectus.

## LITIGATION INVOLVING OUR PROMOTERS

For details relating to legal proceedings involving the Promoters, please refer "***Outstanding Litigation and Material Developments****"* beginning on page 187 of this Prospectus.

## RELATED PARTY TRANSACTIONS

Except as stated in "***Annexure – XXXI Related Party Transactions"*** beginning on page 169 of this Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

## COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS

Our Promoters has not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

## OUR PROMOTER GROUP

**Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 is as under:**

**A.** ***Natural Persons who form part of our Promoter Group:***

| ***Promoters*** | **Mr. Girdhari Lal Chamaria** | **Mr. Anshul Chamaria** | **Ms. Manju Chamaria** | **Ms. Rashmi Chamaria** |
|---|---|---|---|---|
| **Relation with Promoters** | | | | |
| **Father** | Late Hari Ram Chamaria | Girdhari Lal Chamaria | Late Satyanarayan Narasaria | Late Kailash Prasad Agarwal |
| **Mother** | Rampyari Chamaria | Manju Chamaria | Late Srimati Narsaria | Sunita Devi Agarwal |
| **Spouse** | Manju Chamaria | Rashmi Chamaria | Girdhari Lal Chamaria | Anshul Chamaria |
| **Brother(s)** | -- | -- | Shreegopal Narsaria | Vinay Kumar Agarwal |
| **Sister(s)** | Lalita Dhanuka<br>Dr. Reeta Jain | Akshita Lundia | Lalita Gupta | Ritu Agarwala |
| **Son(s)** | Anshul Chamaria | -- | Anshul Chamaria | -- |
| **Daughter** | Akshita Lundia | -- | Akshita Lundia | -- |
| **Spouse's Father** | Late Satyanarayan Narasaria | Late Kailash Prasad Agarwal | Late Hari Ram Chamaria | Girdhari Lal Chamaria |
| **Spouse's Mother** | Late Srimati Narsaria | Sunita Devi Agarwal | Rampyari Chamaria | Manju Chamaria |
| **Spouse's Brother(s)** | Shreegopal Narsaria | Vinay Kumar Agarwal | -- | -- |
| **Spouse's Sister(s)** | Lalita Gupta | Ritu Agarwala | Lalita Dhanuka<br>Reeta Jain | Akshita Lundia |

**B.** ***In case promoter is a Body Corporate***

| **Sr. No.** | **Nature of Relationship** | **Name of the Promoter Entities / Company** |
|---|---|---|
| 1. | Subsidiary or holding company of Promoter Company | N.A. |
| 2. | Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which | N.A. |

| | | |
|---|---|---|
| | holds 20% or more of the equity share capital of the promoter (Body Corporate). | |

**C.** ***In case promoter is an Individual:***

| Sr. No. | Nature of Relationship | Entity |
|---|---|---|
| 1. | Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member. | • Dakor Logistics LLP<br>• Topvision Trade com LLP<br>• Topview Traders LLP<br>• Topview Tradecom LLP<br>• Evershine Vanijya LLP<br>• Evershine Dealcom LLP<br>• Dharti Tradecom LLP |
| 2. | Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital. | NIL |
| 3. | Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20%. | • Hariram Girdhari Lal HUF<br>• Girdhari Lal Chamaria HUF<br>• Anshul Chamaria HUF<br>• Amit Agarwala HUF<br>• Associated Manufacture & Industries Corporation<br>• Jai Maa Fashion<br>• Shubham Flora |

**D.** ***All persons whose shareholding is aggregated under the heading "shareholding of the Promoter Group":***

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

## RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to ***Annexure- XXXI*** of section titled "***Restated Consolidated Financial Statements*** " beginning on page 169 of this Prospectus.

## OUR GROUP COMPANIES

In terms of the SEBI (ICDR) Regulations, the term "group companies", includes

i. such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and

ii. any other companies considered material by the Board of Directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (other than our Subsidiary) with which there were related party transactions during the periods covered in the ***Restated Consolidated Financial Statements***, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI (ICDR) Regulations. For the purpose of avoidance of doubt and pursuant to regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018 it is clarified that our promoters and Subsidiary will not be considered as Group Companies.

In terms of the SEBI (ICDR) Regulations and in terms of the policy of materiality defined by the Board of Directors pursuant to its resolution dated August 10, 2023 our Group Companies includes:

Those companies disclosed as having related party transactions in accordance with Accounting Standard ("AS 18") issued by the Institute of Chartered Accountants of India, in the ***Restated Consolidated Financial Statements*** of the Company for the last three financial years.

Provided, companies which have been disclosed as related parties in the ***Restated Consolidated Financial Statements*** of our Company for the last three financial years, and which are no longer associated with our Company have not been disclosed as Group Companies.

All such companies which the Board has deemed to be material to be considered as Group Companies / Associates Companies.

Based on the above, **Mackeil Ispat & Forging Limited** is our Group Company: -

**Corporate Information–**

| | | |
|---|---|---|
| **Date of Incorporation** | August 04, 2005 | |
| **CIN** | U27109WB2005PLC104575 | |
| **PAN** | AAECM8197P | |
| **Registered Office** | Siddha Weston, 2nd Floor, Room No. 203, 9 Weston Street, Kolkata 700013, West Bengal, India. | |
| **Board of Directors*** | **Name of Directors** | **DIN** |
| | Mr. Bipin Agarwal | 01845017 |
| | Mr. Indranil Ghosh | 02991308 |
| | Mr. Deep Chand Lamba | 06546108 |
| | Mr. Anshul Chamaria | 06586643 |

**As on date of this Prospectus*

## FINANCIAL INFORMATION

In accordance with the SEBI (ICDR) Regulations, Details of Reserves (excluding Revaluation Reserves), Sales, Profit after Tax, Earnings per Share, Basis / Diluted Earnings Per Share and Net Asset Value, derived from the latest Audited Financial Statements available on a standalone basis of our Group Company is available on the website of our company at www.amicforgings.com.

## OTHER CONFIRMATIONS

a) Our Group Company Securities is not listed on any stock exchange nor any of the Group Company has made any public and / or rights issue of securities in the preceding three years.

b) Our Group Company is not in defaults in meeting any Statutory / bank / institutional dues and no proceedings have been initiated for economic offences against the Group Company.

c) Our Group Company is not a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up / insolvency proceedings.

d) Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

## LITIGATIONS

Except as mentioned in the Chapter "***Outstanding Litigation and Material Developments"*** beginning on page 187 of this Prospectus, there are no outstanding litigation involving our Group Company which may have a material impact on our Company.

## INTEREST OF OUR GROUP COMPANY

**Interest in the promotion of our Company**

Except as disclosed in this Prospectus, our Group Company has no interest in the promotion of our Company.

**Interest in the properties acquired or proposed to be acquired by our Company in the past three years or proposed to be acquired**

Except as mentioned in the chapter titled "***Our Business***" under the heading ***"Our Properties"*** beginning on page 112 of this Prospectus, Our Group Company don't have any interest in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Prospectus.

**Interest in the transactions for acquisition of land, construction of building and supply of machinery**

Our Group Company is not interested in any transaction for acquisition of land or supply of machinery to our Company.

## RELATED PARTY TRANSACTIONS BETWEEN OUR COMPANY & GROUP COMPANY AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Except as disclosed under the Note "***Related Party Transactions***" on page 164 of this Prospectus, there are no related business transactions of our Company with its Group Company and significance of the same on the financial performance of our Company.

## BUSINESS INTERESTS OF GROUP COMPANY IN OUR COMPANY

Other than as disclosed under the Note "***Related Party Transactions***" on page 164 of this Prospectus, the group company don't have any interest in the business of our Company or interest of any other nature as on the date of this Prospectus.

## PAYMENT OR BENEFIT TO OUR GROUP COMPANY

Except as stated under the Note "***Related Party Transactions***" beginning on page 164 of this Prospectus, there has been no payment of benefits to our group company during the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021.

## COMMON PURSUITS

Except as disclosed in "***Our Business***" and "***Related Party Transactions***" on pages 112 and 164, respectively, none of our Group Company is in the same line of business as our Company and there are no common pursuits between our Group Company and our Company.

## UNDERTAKING / CONFIRMATIONS BY OUR GROUP COMPANY

None of our Promoters or Promoter Group or Group company or person in control of our Company has been

a) Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or

b) Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Neither our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group company / Promoter Group entities have been declared as a wilful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

## DIVIDEND POLICY

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by majority of the Shareholders at the general meeting. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## SECTION IX: FINANCIAL INFORMATION

## RESTATED CONSOLIDATED FINANCIAL STATEMENTS


| Sr. No. | Particulars | Page No. |
|---|---|---|
| 1 | Restated Consolidated Financial Statements | F -1 to F - 31 |

## FINANCIAL STATEMENTS AS RESTATED

**Independent Auditor's Report for the Restated Consolidated Financial Statements of**
**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**

**Auditor's Report on the Restated Consolidated Statement of Assets and Liabilities for the financial period ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Cash Flow Statement for the periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 of "AMIC FORGING LIMITED" (collectively, the "Restated Summary Statements")**

To
The Board of Directors
**AMIC FORGING LIMITED**
**(Formerly AMIC FORGING PRIVATE LIMITED)**
3A, Garstin Place, 2nd Floor,
Kolkata-700001

Dear Sir,

1. We have examined the attached Restated Consolidated Statements of Assets and Liabilities of **AMIC FORGING LIMITED** (the "Company") along with significant accounting policies and related notes **for the period ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021, Restated Consolidated Statement of Profit & Loss and Restated Consolidated Statement of Cash Flow for the period ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021**, annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document (collectively the **"Restated Summary Statements"** or **"Restated Financial Statements")**. These Restated Consolidated Summary Statements have been prepared by the company and approved by the Board of Directors of the company in connection with the Initial its proposed Initial Public Offering ("IPO") on the SME Platform of BSE Limited.

2. These Restated Consolidated Summary Statements have been prepared in accordance with the requirements of:

- Section 26 and 32 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 (the 'SEBI ICDR Regulations') as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act,1992;

- The Guidance Note on Reports in Company Draft Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");

- The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and

- The terms of reference to our engagement letter with the company dated August 21, 2023 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on SME Platform of BSE Limited ("BSE SME") ("IPO" or "SME IPO").

3. These Restated Financial Information (included in Annexure I to XXXVI) have been extracted by the Management of the Company from:

   The Company's Consolidated Financial Statements for the financial period ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 which have been approved by the Board of Directors at their meeting respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Statements, are the responsibility of the Company's Management. The Consolidated Financial Statement of the Company for the financial periods ended

on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 has been audited by us being the Statutory Auditors of the Company and had issued unqualified reports for these years.

4. In accordance with the requirement of Section 26 and 32 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:

   (a) The **Restated Consolidated Statement of Assets and Liabilities** for the financial periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 examined by us, as set out in **Annexure I** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXXVI to this Report.

   (b) The **Restated Consolidated Statement of Profit and Loss** of the Company for the financial periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 examined by us, as set out in **Annexure II** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Profit and Loss, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXXVI to this Report.

   (c) The **Restated Consolidated Statement of Cash Flows** of the Company for the financial periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021, examined by us, as set out in **Annexure III** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Consolidated Summary Statement of Cash Flows, have been arrived at after making such adjustments and regroupings of the financial statements, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to XXXVI to this Report.

   As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

5. Based on the above, as per the reliance placed by us on the audited financial statements of the Company and report thereon given by us, the Statutory Auditor of the Company for the financial periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:

   (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at June30, 2023.

   (b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years to which they relate to;

   (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments;

   (d) There were no qualifications in the Audit Reports issued by us for the financial periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 which would require adjustments in this Restated Financial Statements of the Company;

   (e) Restated Consolidated Summary Statement of 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 Accounts as set out in Annexure IV to XXXVI to this report;

   (f) Adjustments in Restated Consolidated Summary Statements have been made in accordance with the correct accounting policies,

   (g) There was no change in accounting policies, which needs to be adjusted in the Restated Consolidated Summary Statements;

(h) There are no revaluation reserves, which need to be disclosed separately in the Restated Consolidated Financial Statements;

(i) The Company has not paid dividend during the financial years under review.

6. We have also examined the following other Restated Consolidated Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement, prepared by the management of the Company and approved by the Board of Directors of the company for the financial periods ended on 30th June 2023, 31st March 2023, 31st March 2022 and 31st March 2021 proposed to be included in the Draft Red Hearing Prospectus/Red Hearing Prospectus/Prospectus ("Offer Document") for the proposed IPO:

1. Statement of Share Capital, as restated in **Annexure V** to this report.
2. Statement of Reserves & Surplus, as restated in **Annexure VI** to this report
3. Statement of Long-Term Borrowings, as restated in **Annexure VII** to this report.
4. Statement of Deferred Tax Liabilities, as restated in **Annexure VIII** to this report.
5. Statement of Long-Term Provisions, as restated in **Annexure IX** to this report
6. Statement of Short-Term Borrowings as restated in **Annexure X** to this report.
7. Statement of Trade Payables as restated in **Annexure XI** to this report.
8. Statement of Other Current Liabilities as restated in **Annexure XII** to this report.
9. Statement of Short-Term Provisions as restated in **Annexure XIII** to this report.
10. Statement of Plant, Property & Equipment and Intangible Assets, as restated in **Annexure XIV** to this report.
11. Statement of Non-Current Investments as restated in **Annexure XV** to this report.
12. Statement of Long Term Loans & Advances as restated in **Annexure XVI** to this report.
13. Statement of Other Non-Current Assets as restated in **Annexure XVII** to this report.
14. Statement of Inventory as restated in **Annexure XVIII** to this report.
15. Statement of Trade Receivables as restated in **Annexure XIX** to this report.
16. Statement of Cash and Cash Equivalents as restated in **Annexure XX** to this report.
17. Statement of Short-Term Loans and Advances as restated in **Annexure XXI** to this report.
18. Statement of Other Current Assets as restated in **Annexure XXII** to this report.
19. Statement of Revenue from Operations as restated in **Annexure XXIII** to this report.
20. Statement of Other Income as restated in **Annexure XXIV** to this report.
21. Statement of Cost of Material Consumed as restated in **Annexure XXV** to this report.
22. Statement of Changes in Inventory as restated in **Annexure XXVI** to this report
23. Statement of Employee Benefit Expenses as restated in **Annexure XXVII** to this report.
24. Statement of Finance Cost as restated in **Annexure XXVIII** to this report.
25. Statement of Depreciation & Amortization as restated in **Annexure XXIX** to this report.

26. Statement of Other Expenses as restated in **Annexure XXX** to this report.

27. Statement of Related Party Transactions as restated in **Annexure XXXI** to this report.

28. Statement of Reconciliation of Restated Profit after Tax, Restated Equity/Net worth, as restated in **Annexure XXXII** to this report.

29. Statement of Capitalization as restated in **Annexure XXXIII** to this report

30. Statement of Other Financial Information as restated in **Annexure XXXIV** to this report.

31. Statement of Tax Shelters as restated in **Annexure XXXV** to this report.

32. Statement of Contingent Liabilities as restated in **Annexure XXXVI** to this report.

7. We, AAA & Associates, Chartered Accountants hold a valid peer review certificate issued by the "Peer Review Board" of the Institute of Chartered Accountants of India ("ICAI").

8. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

9. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Consolidated Financial Information referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. In our opinion, the above Restated Financial Statements contained in **Annexure I to XXXVI** to this report read along with the 'Significant Accounting Policies and Notes to the Financial Statements' appearing in **Annexure IV to XXXVI** after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 and 32 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.

12. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

**For AAA & Associates**
**Chartered Accountants**
**Firm Registration No.: 324719E**

**Sd/-**
**Anil Kumar Madhogaria**
**Partner**
**Membership No. 057211**

**UDIN:** 23057211BGUCPR5300

Place: Kolkata
Date: November 21, 2023

*Annexure - I*

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**
**RESTATED CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES**

*(Amount in Lakhs)*

| | Particulars | Note No. | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|---|---|
| **I.** | **EQUITY AND LIABILITIES** | | | | | |
| **1** | **Shareholders' Funds** | | | | | |
| | (a) Share Capital | **2** | 85.85 | 85.85 | 71.07 | 71.07 |
| | (b) Reserves and Surplus | **3** | 2,252.58 | 1,897.90 | 696.21 | 609.62 |
| **2** | **Non-Current liabilities** | | | | | |
| | (a) Long-term Borrowings | **4** | 387.39 | 425.12 | 962.54 | 392.19 |
| | (b) Deferred Tax Liabilities (Net) | **5** | 25.81 | 19.80 | 12.34 | 10.43 |
| | (c) Long-term Provisions | **6** | 14.82 | 12.46 | 6.36 | 1.79 |
| **3** | **Current Liabilities** | | | | | |
| | (a) Short-term Borrowings | **7** | (100.01) | (39.95) | 108.78 | 44.31 |
| | (b) Trade Payables | **8** | | | | |
| | -Due to Micro, Small and Medium Enterprises | | | | | |
| | -Due to Other than Micro, Small and Medium Enterprises | | 2,139.23 | 2,914.74 | 1,250.10 | 463.14 |
| | (c) Other Current Liabilities | **9** | 1,562.01 | 789.64 | 55.98 | 29.45 |
| | (d) Short-term Provisions | **10** | 0.16 | 2.43 | 0.49 | 0.08 |
| | **TOTAL** | | **6,367.84** | **6,107.99** | **3,163.87** | **1,622.07** |
| **II.** | **ASSETS** | | | | | |
| **1** | **Non-current Assets** | | | | | |
| | (a) Property, Plant & Equipment & Intangible Assets | **11** | | | | |
| | (i) Property, Plant & Equipment | | 1,005.34 | 781.68 | 530.99 | 407.14 |
| | (ii) Intangible Assets | | - | - | - | - |
| | (ii) Capital Work-in-progress | | - | - | - | - |
| | (b) Non- Current Investments | **12** | 765.09 | 765.34 | 250.00 | 150.00 |
| | (c) Long-term Loans and Advances | **13** | 1,098.09 | 1,434.05 | 903.09 | - |
| | (d) Other Non Current Assets | **14** | 40.66 | 37.90 | 34.45 | 33.07 |
| **2** | **Current Assets** | | | | | |
| | (a) Inventories | **15** | 320.58 | 646.21 | 21.40 | 103.12 |
| | (b) Trade Receivables | **16** | 2,315.95 | 2,174.39 | 1,387.46 | 901.04 |
| | (c) Cash and Cash Equivalents | **17** | 5.60 | 9.99 | 18.48 | 15.63 |
| | (d) Short Term Loans & Advances | **18** | 41.69 | 32.56 | - | - |
| | (e) Other Current Assets | **19** | 774.84 | 225.87 | 18.00 | 12.08 |
| | **TOTAL** | | **6,367.84** | **6,107.99** | **3,163.87** | **1,622.07** |

**The Significant Accounting Policies and accompanying notes 1 - 28 are integral part of financial statements**
**As per our report of even date**

**For AAA & Associates**
***Chartered Accountants***
**FRN: 324719E**

Sd/-
**Anil Kumar Madhogaria**
***Partner***
**Membership No. 057211**

Place: Kolkata
Date: 21-11-2023
UDIN: 23057211BGUCPR5300

**For & on behalf of the board of directors,**

Sd/-
**GIRDHARI LAL CHAMARIA**
**Managing Director**
**DIN: 00513552**

Sd/-
**ANSHUL CHAMARIA**
**Director & CFO**
**DIN: 06586643**

Sd/-
**NEHA FATEHPURIA**
**Company Secretary and Compliance Officer**

*Annexure - II*

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**
**RESTATED CONSOLIDATED STATEMENT OF PROFIT & LOSS**

*(Amount in Lakhs)*

| Particulars | Note No. | For the period ended 30.06.2023 | For the period ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|---|
| Revenue from Operations | **20** | 2,954.57 | 11,585.41 | 7,111.97 | 2,640.88 |
| Other Income | **21** | 24.75 | 97.60 | 26.86 | 2.49 |
| **Total Income** | | **2,979.32** | **11,683.01** | **7,138.82** | **2,643.37** |
| **Expenses:** | | | | | |
| Cost of Material Consumed | **22** | 2,353.40 | 9,993.38 | 6,772.94 | 2,377.61 |
| Change in Inventories | **23** | - | - | 9.90 | 49.69 |
| Employee Benefit Expenses | **24** | 30.39 | 103.77 | 50.46 | 12.64 |
| Finance Cost | **25** | 13.16 | 79.08 | 63.31 | 30.54 |
| Depreciation and Amortization Expenses | **26** | 17.05 | 60.35 | 58.74 | 44.77 |
| Other Expenses | **27** | 75.00 | 131.30 | 59.49 | 49.01 |
| **Total Expenses** | | **2,489.01** | **10,367.89** | **7,014.84** | **2,564.27** |
| **Profit before Extraordinary Items** | | **490.31** | **1,315.12** | **123.98** | **79.11** |
| Extraordinary Items- | | | | | |
| -Prior Period Items-Gratuity | | - | - | - | 1.19 |
| **Profit Before Tax** | | **490.31** | **1,315.12** | **123.98** | **77.92** |
| **Tax Expenses:** | | | | | |
| Current Tax | | 124.35 | 327.65 | 35.48 | 19.27 |
| Prior Period Tax | | - | - | - | 1.04 |
| Deferred Tax | | 6.02 | 7.46 | 1.91 | 1.34 |
| **Profit After Tax** | | **359.94** | **980.01** | **86.59** | **56.27** |
| Add: Share of Profit/(Loss) of Associate | | (0.25) | 0.00 | - | - |
| **Profit/(Loss) for the year** | | **359.69** | **980.01** | **86.59** | **56.27** |
| **Earnings per equity share:** | | | | | |
| Basic (in Rs.) | 28A | 41.90 | 127.58 | 12.18 | 9.10 |
| Diluted (in Rs.) | 28A | 41.90 | 127.58 | 12.18 | 9.10 |

**The accompanying notes 1 - 28 are integral part of financial statements**
**As per our report of even date**

**For AAA & Associates**
***Chartered Accountants***
**FRN: 324719E**

Sd/-
**Anil Kumar Madhogaria**
***Partner***
**Membership No. 057211**

**For & on behalf of the board of directors,**

Sd/-
**GIRDHARI LAL CHAMARIA**
**Managing Director**
**DIN: 00513552**

Sd/-
**ANSHUL CHAMARIA**
**Director & CFO**
**DIN: 06586643**

Place: Kolkata
Date: 21-11-2023
UDIN: 23057211BGUCPR5300

Sd/-
**NEHA FATEHPURIA**
**Company Secretary and Compliance Officer**

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**
**RESTATED CONSOLIDATED CASH FLOW STATEMENT**

*( Amount in Lakhs)*

| | Particulars | For the Period ended 30th June, 2023 | For the Period ended 31st March, 2023 | For the Year ended 31st March, 2022 | For the Year ended 31st March, 2021 |
|---|---|---|---|---|---|
| A | **CASH FLOW FROM OPERATING ACTIVITIES:** | | | | |
| | Net Profit before tax | 490.31 | 1,315.12 | 123.98 | 77.92 |
| | Depreciation | 17.05 | 60.35 | 58.74 | 44.77 |
| | (Profit)/Loss on sale of car | | | 0.05 | - |
| | Share of profit of LLP | (0.25) | | | |
| | Interest Received | (24.75) | (97.60) | (26.86) | (2.49) |
| | Gratuity Expenses | - | - | - | - |
| | Finance Cost | 12.00 | 77.05 | 58.48 | 24.14 |
| | **Operating Profit before Working Capital Charges** | **494.35** | **1,354.92** | **214.40** | **144.34** |
| | **Adjusted for:** | | | | |
| | (Increase)/Decrease in Trade Receivable | (141.56) | (786.93) | (486.42) | (596.08) |
| | (Increase)/Decrease in Inventories | 325.63 | (624.80) | 81.71 | (14.24) |
| | (Increase)/Decrease in Short-term Loan and Advances | (9.13) | (32.56) | - | - |
| | (Increase)/Decrease in Other Current Asset | (548.97) | (207.87) | (5.92) | - |
| | Increase/(Decrease) in Trade Payables | (775.51) | 1,664.64 | 786.96 | 257.41 |
| | Increase/(Decrease) in Other Non Current Assets | (2.76) | (3.45) | (1.38) | |
| | Increase/(Decrease) in Long Term provision | 2.36 | 6.10 | 4.57 | 1.79 |
| | Increase/(Decrease) in Short Term provision | (2.27) | 1.94 | 0.42 | 0.08 |
| | Increase/(Decrease) in Current Liabilities | 772.37 | 733.66 | 26.53 | 7.38 |
| | **Net cash generated/ (used in) from operating activities** | **114.50** | **2,105.64** | **620.87** | **(199.33)** |
| | Income Tax Paid | (124.35) | (327.65) | (35.48) | (12.45) |
| | **Net Cash Flow before Exceptional items** | **(9.85)** | **1,777.98** | **585.39** | **(211.78)** |
| | Prior period adjustment | | | | (0.43) |
| | **Net Cash Flow from Operating Activities** | **(9.85)** | **1,777.98** | **585.39** | **(212.21)** |
| B | **CASH FLOW FROM INVESTING ACTIVITIES:** | | | | |
| | Purchase of Property, Plant & Equipment | (240.71) | (311.04) | (184.48) | (26.59) |
| | Sale of Property, Plant & Equipment | - | - | 1.84 | - |
| | (Purchase)/Sale of Non-current Investments | 0.25 | (515.34) | (100.00) | (150.00) |
| | Interest Received | 24.75 | 97.60 | 26.86 | 2.49 |
| | Loans and Advances (Net) | 335.96 | (530.97) | (903.09) | (10.58) |
| | **Net Cash used in Investing Activities (B)** | **120.26** | **(1,259.75)** | **(1,158.87)** | **(184.68)** |
| C | **CASH FLOW FROM FINANCING ACTIVITIES:** | | | | |
| | Issue of Share Capital | - | 236.47 | - | 162.96 |
| | Issue related expenses | (5.00) | | | |
| | Proceeds / Repayment of Borrowings | (97.80) | (686.15) | 634.82 | 257.73 |
| | Interest Paid | (12.00) | (77.05) | (58.48) | (24.14) |
| | **Net Cash used in Financing Activities (C)** | **(114.80)** | **(526.73)** | **576.34** | **396.55** |
| | **Net Increase/(Decrease) in Cash and Cash Equivalents** | **(4.39)** | **(8.50)** | **2.86** | **(0.33)** |
| | **Cash and Cash Equivalents at the beginning of the year** | **9.99** | **18.49** | **15.63** | **15.96** |
| | **Cash and Cash Equivalents at the end of the year** | **5.60** | **9.99** | **18.49** | **15.63** |
| | | 0.00 | (0.00) | 0.00 | |

Note :-
1. Components of Cash & Cash Equivalent

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| a. Balances with banks | | | | |
| - Current Accounts | 0.15 | 0.15 | 0.29 | 0.39 |
| - Fixed deposit Accounts | | - | 11.85 | 11.32 |
| - Share Application Account | | | - | 0.27 |
| b. Cash on hand (As certified by the management) | 5.44 | 9.84 | 6.35 | 3.66 |
| **Total** | **5.60** | **9.99** | **18.48** | **15.63** |

2. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
3. Figures in Brackets represents outflow.

**The accompanying notes 1 - 28 are integral part of financial statements**
**As per our report of even date**

**For AAA & Associates**
***Chartered Accountants***
**FRN: 324719E**

Sd/-
**Anil Kumar Madhogaria**
***Partner***
**Membership No. 057211**

Place: Kolkata
Date: 21-11-2023
UDIN: 23057211BGUCPR5300

**For & on behalf of the board of directors,**

Sd/-
**GIRDHARI LAL CHAMARIA**
**Managing Director**
**DIN: 00513552**

Sd/-
**ANSHUL CHAMARIA**
**Director & CFO**
**DIN: 06586643**

Sd/-
**NEHA FATEHPURIA**
**Company Secretary and Compliance Officer**

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN- U27100WB2007PLC116674**

## CORPORATE INFORMATION

AMIC FORGING LIMITED is a Public Company domiciled in India originally incorporated as KALI MATA FORGING PRIVATE LIMITED on 19th June, 2007. Subsequently, name of the company was changed to AMIC FORGING PRIVATE LIMITED vide fresh certificate of incorporation dated 09th January, 2017. The company got converted to Public Limited Company vide certificate of incorporation dated 09th August,2023 issued by Registrar of Companies, Kolkata, having Corporate Identification Number U27100WB2007PLC116674. The company is in the business of manufacturing different forging components like Rounds, Shafts, Blanks and complete finished engineering, spare parts e.g. Gear coupling, Hub, Round, Flange, other all kinds of engineering spares as per customer specifications.

## NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Basis of preparation of financial statements

These financial statements are prepared under the historic cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP), on principles of Going Concern, Accounting Standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions thereof. The accounting policies are consistently applied by the Company.

The company holds 33.33% equity shares of M/s. Dakor Logistics LLP, hence Restated Consolidated Financial statements has been prepared in accordance with Accounting Standard-23 on the basis of Audited Consolidated financial statements of the company, however statutory audit of Consolidated financial statements for the F.Y. 2021-22 and 2020-21 have not been conducted by the company.

### 1.2 Revenue Recognition

- Revenue from sale of goods is recognised on accrual basis, net of rebates & discounts on transfer of significant risks & rewards of ownership to the buyer.
- Sale of goods is recognised net of Goods & Service Tax.
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- Share of Profit from Investment in LLP is taken on basis of Audited Financial Statements of those LLPs.

### 1.3 Property, Plant & Equipment & Intangible Assets

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it.

All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred.

Property, plant and equipment is stated at cost less accumulated depreciation and impairment.

Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses, if any are capitalised. Borrowing costs incurred during the period of construction is capitalised as part of cost of qualifying asset.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

### 1.4 Depreciation & Amortization

Depreciation is calculated on cost of items of property, plant and equipment over their estimated useful lives using the straight-line method, and is generally recognised in the Statement of Profit and Loss. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

### 1.5 Investments

Investments classified as long-term investments are stated at cost. Provision is made to recognize any diminution other than temporary in the value of such investments. Current investments are carried at lower of cost and fair value.

### 1.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business less estimated cost of completion and the estimated cost necessary to make the sale. Scrap (if any) is valued at net realisable value. The cost is calculated on FIFO method.

### 1.7 Employee Benefits

**(a) Defined Contribution Plan:**

Contributions as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 towards provident fund and pension fund are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due. There is no other obligation other than the contribution payable to the respective funds.

**(b) Defined Benefit Plan:**

Gratuity being unfunded and are provided based on actuarial valuation made at the end of each financial year using the projected unit credit method.

**1.8 Borrowing Costs**

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

**1.9 Taxes on Income**

1. To provide Current tax as the amount of tax payable in respect of taxable income for the period, measured using the applicable tax rates & tax laws.
2. To provide deferred tax on timing differences between taxable income & accounting income subject to consideration of prudence, measured using the tax rates & tax laws that have been enacted by the balance sheet date.

**1.10 Earnings per Share (EPS)**

(a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**1.11 Prior Period Items**

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements.

**1.12 Provisions / Contingencies**

(a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

(c) A Contingent Asset is not recognized in the Accounts.

**1.13 Segment Reporting**

**A. Business Segments:**

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment, which is manufacturing different forging components. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

**B. Geographical Segments:**

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

**1.14 Balance Confirmation**

Trade payables, Trade Receivables as well as other balances confirmation certificates including due to MSME and Non MSME registered parties are not made available for verification. However it is stated that they have been verified by the management.

**1.15 Government Grants**

Grants received from Government agencies for Project Capital Subsidy are credited to Capital Reserve. Revenue grants are recognised as Other Income or Reduced from respective expenses in the period in which it they are received.

**1.16 Regrouping**

Previous years figures have been regrouped and reclassified wherever necessary to match with current year grouping and classifiaction.

**1.17 Pandemic (Covid-19) impact**

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on 11 March 2020. On 24 March 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus. The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position for the year ended 31 March 2023 and has concluded that no there is no significant impact which is required to be recognized in the financial statements. Accordingly, no adjustments are required to be made to the financial statements.

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
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**ANNEXURE TO NOTE: 1.7**
**EMPLOYEE BENEFITS**

**I. Defined contribution plans**

The Company has classified the various benefits provided to employees as under:

a. Employee State Insurance Fund
b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

(Amount in Lakhs, Unless Otherwise Stated)

| Particulars | For the year ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Employers Contribution to Employee Provident Fund & ESI | 2.23 | 8.67 | 6.70 | 1.43 |

**II. Defined benefit plans**

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/-.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(Amount in Lakhs, Unless Otherwise Stated)

| | Defined benefit plans | For the year ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|---|
| | | Gratuity (Unfunded) | Gratuity (Unfunded) | Gratuity (Unfunded) | Gratuity (Unfunded) |
| **I** | **Expenses recognised in statement of profit and loss during the year:** | | | | |
| | Current service cost | 1.31 | 6.35 | 3.06 | 0.49 |
| | Past service cost | - | - | - | - |
| | Expected return on plan assets | - | - | - | - |
| | Net interest cost / (income) on the net defined benefit liability / (asset) | 0.27 | 0.50 | 0.14 | 0.08 |
| | Immediate Recognition of (Gain)/Losses | (1.50) | 1.20 | 1.79 | 0.11 |
| | Loss (gain) on curtailments | | | | - |
| | **Total expenses included in Employee benefit expenses** | **0.08** | **8.04** | **4.99** | **0.68** |
| | **Discount Rate as per para 78 of AS 15 R (2005)** | **7.38%** | **7.23%** | **7.36%** | **6.92%** |
| **II** | **Net asset /(liability) recognised as at balance sheet date:** | | | | |
| | Present value of defined benefit obligation | 14.98 | 14.90 | 6.85 | 1.99 |
| | Fair value of plan assets | | - | - | - |
| | **Funded status [surplus/(deficit)]** | **(14.98)** | **(14.90)** | **(6.85)** | **(1.99)** |
| **III** | **Movements in present value of defined benefit obligation** | | | | |
| | Present value of defined benefit obligation at the beginning of the year | 14.90 | 6.85 | 1.87 | 1.19 |
| | Current service cost | 1.31 | 6.35 | 3.06 | 0.49 |
| | Past service cost | - | - | - | - |
| | Interest cost | 0.27 | 0.50 | 0.14 | 0.08 |
| | Actuarial (gains) / loss | (1.50) | 1.20 | 1.79 | 0.11 |
| | Benefits paid | - | - | - | - |
| | **Present value of defined benefit obligation at the end of the year** | **14.98** | **14.90** | **6.85** | **1.87** |
| | **Classification** | | | | |
| | Current liability | 0.16 | 2.43 | 0.49 | 0.08 |
| | Non-current liability | 14.82 | 12.46 | 6.36 | 1.79 |

**IV Sensitivity analysis method**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

**V Actuarial assumptions:**

(Amount in Lakhs, Unless Otherwise Stated)

| Particulars | For the year ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Expected Return on Plan Assets | NA | NA | NA | NA |
| Discount rate | 7.38% | 7.23% | 7.36% | 6.92% |
| Expected rate of salary increase | 6.00% | 6.00% | 6.00% | 6.00% |
| Mortality Rate During Employment | IALM 2012-14 | IALM 2012-14 | IALM 2012-14 | IALM 2012-14 |
| Retirement age | 60 | 60 | 60 | 60 |

Notes:

a. The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**AMIC FORGING LIMITED**
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**NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION**

**NOTE 2**
**SHARE CAPITAL**

Annexure - V

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| | Amount | Amount | Amount | Amount |
| **Authorised** | | | | |
| 10,00,000 Equity Shares of Rs.10/- each | | - | 100.00 | 100.00 |
| 1,10,00,000 Equity Shares of Rs.10/- each | 1,100.00 | 1,100.00 | - | - |
| **Issued, Subscribed & Fully Paid-up** | | | | |
| 710700 Equity Shares of Rs.10/- each fully paidup | | - | 71.07 | 71.07 |
| 858490 Equity Shares of Rs.10/- each fully paidup | 85.85 | 85.85 | - | - |
| **Total** | **85.85** | **85.85** | **71.07** | **71.07** |

**NOTE 2A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Shares outstanding at the beginning of the year | 8,58,490 | 7,10,700 | 7,10,700 | 5,94,300 |
| Shares Issued during the year | - | 1,47,790 | - | 1,16,400 |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | **8,58,490** | **8,58,490** | **7,10,700** | **7,10,700** |

Our company issued 1,16,400 Equity shares of Rs. 10 each at a premium of Rs.130 each amounting to Rs. 140 each (Issue Price) vide resolution passed by the Directors in their meeting dated 16th January, 2021.

Our company issued 55,940 Equity shares of Rs. 10 each at a premium of Rs.150 each amounting to Rs. 160 each (Issue Price) vide resolution passed by the Directors in their meeting dated 18th June, 2022.

Our company issued 91,850 Equity shares of Rs. 10 each at a premium of Rs.150 each amounting to Rs. 160 each (Issue Price) vide resolution passed by the Directors in their meeting dated 08th February, 2023.

Our company issued 68,67,920 Equity shares of Rs. 10 each as bonus in the ratio of 8:1 (8 fully paid up equity share in lieu of every 1 fully paid up equity shares held) vide resolution passed by the Directors in their meeting dated 14th July, 2023 (i.e. after the period considered in this Consolidated Restated Financial Statements).

**NOTE 2B: Term/rights attached to equity shares:**

The Company has only one class of equity shares having face value of Rs. 10/- per share. Each holder of an equity share is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution to all secured and unsecured Creditors. The distribution will be in proportion to the number of the equity shares held by the shareholders.

**NOTE 2C : Shares held by promoters and promoter group at the end of the respective years**

| Sl. No. | Promoter Name | % of total shares | As at 30.06.202 No. of Shares | s at 31.03.202 No. of Shares | As at 31.03.2022 No. of Shares | As at 31.03.2021 No. of Shares | % Change during the period |
|---|---|---|---|---|---|---|---|
| **1** | Girdhari Lal Chamaria | 10.51% | 90,250 | 90,250 | 80,080 | 80,080 | -0.76% |
| **2** | Anshul Chamaria | 17.21% | 1,47,760 | 1,47,760 | 31,720 | 31,720 | 12.75% |
| **3** | Girdhari Lal Chamaria HUF | 5.93% | 50,940 | 50,940 | 50,940 | 50,940 | -1.23% |
| **4** | Hariram Girdharilal HUF | 15.14% | 1,30,000 | 1,30,000 | 96,200 | 96,200 | 1.61% |
| **5** | Manju Chamaria | 11.83% | 1,01,600 | 1,01,600 | 63,640 | 63,640 | 2.88% |
| **6** | Rashmi Chamaria | 17.73% | 1,52,200 | 1,52,200 | 59,140 | 59,140 | 9.41% |
| **Total** | | **78.36%** | **6,72,750** | **6,72,750** | **3,81,720** | **3,81,720** | **24.65%** |

**NOTE 2D : The details of Shareholders holding more than 5% shares:**

| Sl.No | Name of Shareholder | % of Holding | s at 30.06.202 No. of Shares held | As at 31.03.2023 No. of Shares held | As at 31.03.2022 No. of Shares held | As at 31.03.2021 No. of Shares held |
|---|---|---|---|---|---|---|
| 1 | Nitin Tradefins & Investment Pvt. Ltd. | 9.97% | 85,600 | 85,600 | 85,600 | 85,600 |
| 2 | Anshul Chamaria | 17.21% | 1,47,760 | 1,47,760 | 31,720 | 30,200 |
| 3 | Manju Chamaria | 11.83% | 1,01,600 | 1,01,600 | 63,640 | 63,640 |
| 4 | Rampyari Chamaria | 0.00% | 0 | 0 | 66,040 | 66,040 |
| 5 | Rashmi Chamaria | 17.73% | 1,52,200 | 1,52,200 | 59,140 | 59,140 |
| 6 | Girdharilal Chamaria | 10.51% | 90,250 | 90,250 | 80,080 | 80,080 |
| 7 | Girdhari Lal Chamaria(HUF) | 5.93% | 50,940 | 50,940 | 50,940 | 50,940 |
| 8 | Hariram Girdharilal (HUF) | 15.14% | 1,30,000 | 1,30,000 | 96,200 | 96,200 |
| 9 | Rashmi Maheshwari | 11.65% | 1,00,000 | 1,00,000 | 1,00,000 | 1,00,000 |

**NOTE 2E : Holding Company**

| | |
|---|---|
| **Name of Company :** | Not Applicable |
| **No. of Shares held :** | - |
| **% of Holding :** | - |

**NOTE 3**
**RESERVE & SURPLUS** Annexure - VI

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **a. Securities Premium Reserve** | | | | |
| Opening Balance | 688.35 | 466.66 | 466.66 | 315.34 |
| Add : Securities premium credited on Share issue | - | 221.69 | - | 151.32 |
| **Closing Balance** | **688.35** | **688.35** | **466.66** | **466.66** |
| | | | | |
| **b. Surplus/(Deficit) in Statement of Profit & Loss** | | | | |
| Opening balance | 1,198.26 | 218.25 | 131.66 | 75.40 |
| Add/(Less): Net Profit/(Net Loss) for the current year | 359.69 | 980.01 | 86.59 | 56.27 |
| Less : Issue related expenses | 5.00 | - | - | - |
| **Closing Balance** | **1,552.94** | **1,198.26** | **218.25** | **131.66** |
| | | | | |
| **c. Govt. Subsidy - W.B Govt. Hooghly Treasurer - II** | | | | |
| Opening Balance | 11.29 | 11.29 | 11.29 | 11.29 |
| Add : During the year | - | - | - | - |
| Less: Deductions | - | - | - | - |
| **Closing Balance** | **11.29** | **11.29** | **11.29** | **11.29** |
| **Total** | **2,252.58** | **1,897.90** | **696.21** | **609.62** |

**NOTE 4**
**LONG TERM BORROWINGS** Annexure - VII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **(i) SECURED LOANS** | | | | |
| Overdraft from HDFC Bank | - | 16.82 | 155.37 | 101.75 |
| Draw Down Credit Loan from Kotak Mahindra Bank | 275.54 | 292.39 | 362.90 | - |
| GECL Loan from Kotak Mahindra Bank | 11.42 | 13.92 | 23.44 | 29.37 |
| Car Loan from Kotak Mahindra Bank | 37.97 | 40.47 | 50.00 | - |
| | 324.94 | 363.59 | 591.72 | 131.12 |
| **(ii) UNSECURED LOANS** | | | | |
| From Related Parties | 22.55 | 22.10 | 143.10 | 52.00 |
| From Body Corporates | 132.63 | 130.00 | 315.00 | 215.00 |
| | 155.17 | 152.10 | 458.10 | 267.00 |
| **Total (i)+(ii)** | 480.11 | 515.69 | 1,049.82 | 398.12 |
| **(iii) Less: Current Maturities of Long Term Debts (Refer Note No. 7)** | 92.72 | 90.57 | 87.28 | 5.93 |
| **Total (i) + (ii) - (iii)** | **387.39** | **425.12** | **962.54** | **392.19** |

For details of secured and unsecured loans, please refer note-4.1 and 7.1

**NOTE 5**
**STATEMENT OF DEFERRED TAX ( ASSETS/LIABILITIES)** Annexure - VIII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Depreciation as per Companies Act | 17.05 | 60.35 | 58.74 | 44.77 |
| Depreciation as per Income Tax | 40.88 | 81.94 | 60.67 | 49.24 |
| Difference of WDV | 23.83 | 21.59 | 1.93 | 4.47 |
| Loss on Sale of Fixed Asset | - | - | (0.05) | - |
| Gratuity Provision & other disallowances | 0.08 | 8.04 | 4.99 | 0.68 |
| Total Timing Difference | 23.91 | 29.63 | 6.87 | 5.14 |
| Tax Rate as per Income Tax | 25.17% | 25.17% | 27.82% | 26.00% |
| DTA / (DTL) | 6.02 | 7.46 | 1.91 | 1.34 |
| **Total** | **6.02** | **7.46** | **1.91** | **1.34** |

**DEFERRED TAX ASSETS and LIABILITIES SUMMARY**

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Opening Balance of DTA/ (DTL) | 19.80 | 12.34 | 10.43 | 9.09 |
| Current year provision of DTA / (DTL) | 6.02 | 7.46 | 1.91 | 1.34 |
| **Closing deferred tax liability DTA / (DTL)** | **25.81** | **19.80** | **12.34** | **10.43** |

**NOTE 6**
**LONG TERM PROVISIONS** Annexure - IX

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Provision for Employee Benefits:** | | | | |
| 'Provision for Gratuity | 14.82 | 12.46 | 6.36 | 1.79 |
| **Total** | **14.82** | **12.46** | **6.36** | **1.79** |

**NOTE 7**
**SHORT TERM BORROWINGS** Annexure - X

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Securend Loans:** | | | | |
| - Cash Credit with Kotak Mahindra Bank | (188.09) | (130.52) | 21.51 | 38.38 |
| - Overdraft facility with HDFC Bank | (4.64) | | | |
| Current Maturities of Long Term debt | 92.72 | 90.57 | 87.28 | 5.93 |
| **Total** | **(100.01)** | **(39.95)** | **108.78** | **44.31** |

**NOTE 8**
**TRADE PAYABLES** Annexure - XI

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Due to Micro, Small and Medium Enterprise | | | | |
| Due to Others | 2,139.23 | 2,914.74 | 1,250.10 | 463.14 |
| **Total** | **2,139.23** | **2,914.74** | **1,250.10** | **463.14** |

| PARTICULARS | Ageing Schedule of Trade Payable | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 yrs | 2-3 yrs | More Than 3 yrs | |
| **As at 30.06.2023** | 1,947.81 | 187.85 | 3.57 | - | **2,139.23** |
| **As on 31.03.2023** | 2,793.21 | 117.98 | 3.56 | - | **2,914.74** |
| **As on 31.03.2022** | 1,232.92 | 13.89 | 3.29 | - | **1,250.10** |
| **As on 31.03.2021** | 453.25 | 9.89 | - | - | **463.14** |

**NOTE 9**
**OTHER CURRENT LIABILITIES** Annexure - XII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Statutory Dues | 1,159.65 | 350.92 | 49.69 | 22.44 |
| Advance from Customers | 377.70 | 423.67 | - | - |
| Other Payable | 24.66 | 15.06 | 6.29 | 7.01 |
| **Total** | **1,562.01** | **789.64** | **55.98** | **29.45** |

**NOTE 10**
**SHORT TERM PROVISIONS** Annexure - XIII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Provision for Employee Benefits:** | | | | |
| 'Provision for Gratuity | 0.16 | 2.43 | 0.49 | 0.08 |
| **Total** | **0.16** | **2.43** | **0.49** | **0.08** |

**NOTE 12**
**NON CURRENT INVESTMENTS** Annexure - XV

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Investment In Associate- Dakorlogistics LLP | | | | |
| **Fixed Capital** | 5.00 | 5.00 | 5.00 | 5.00 |
| **Current Capital** | | | | |
| At the beginning of the year | 435.00 | 245.00 | 145.00 | - |
| Add: During the year | - | 190.00 | 100.00 | 145.00 |
| Add: Share of profit during the year (33.33%) (Rs. 118/-) | (0.25) | 0.00 | - | - |
| At the end of the year | 434.75 | 435.00 | 245.00 | 145.00 |
| **Investment In Equity Instruments** | | | | |
| HFCL Ltd (400000 Shares,Market Value- Rs. 245.20 Lakhs) | 324.60 | 324.60 | - | - |
| UCO Bank Ltd (3000 Shares, Market Value- 0.73 Lakhs) | 0.74 | 0.74 | - | - |
| **Total** | **765.09** | **765.34** | **250.00** | **150.00** |

**NOTE 13**
**LONG TERM LOANS AND ADVANCES** Annexure - XVI

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Capital Advances** | | | | |
| Advance against Land | - | 175.00 | - | - |
| **Loans & Advances (Unsecured, considered good)** | | | | |
| To Related Parties | 195.10 | 384.04 | - | - |
| To Others | 902.99 | 875.01 | 903.09 | - |
| **Total** | **1,098.09** | **1,434.05** | **903.09** | **-** |

**NOTE 14**
**OTHER NON CURRENT ASSETS** Annexure - XVII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Security Deposit** | | | | |
| W B State Electricity Distribution | 28.32 | 28.32 | 26.94 | 25.56 |
| Indian Oil Corporation Ltd. | 3.45 | 0.32 | 0.32 | 0.32 |
| Alloy Steel Plant | 0.23 | 0.23 | 0.23 | 0.23 |
| CESC (HO) Security Deposit | 0.06 | 0.06 | 0.06 | 0.06 |
| Aeromibix Systems Pvt Ltd | - | - | 5.00 | 5.00 |
| Deposit for Baidyabati Land - II(Lease) | 1.00 | 1.00 | - | - |
| **Capital Expenditure to the extent not written off** | | | | |
| Issue Related Expenses | 5.69 | 6.07 | - | - |
| **Deposit with Revenue Authorities** | | | | |
| West Bengal Value Added Tax | 1.90 | 1.90 | 1.90 | 1.90 |
| Total | **40.66** | **37.90** | **34.45** | **33.07** |

**NOTE 15**
**INVENTORIES** Annexure - XVIII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| As Valued & certified by the Management) | | | | |
| Raw-materials | 320.58 | 646.21 | 21.40 | 93.22 |
| Finished Goods | - | - | - | 8.60 |
| Scrap | - | - | - | 1.30 |
| **Total** | **320.58** | **646.21** | **21.40** | **103.12** |

**NOTE 16**
**TRADE RECEIVABLES** Annexure - XIX

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Unsecured, considered good** | | | | |
| Trade Receivables | 2,315.95 | 2,174.39 | 1,387.46 | 901.04 |
| **Total** | **2,315.95** | **2,174.39** | **1,387.46** | **901.04** |

| PARTICULARS | Ageing Schedule of Trade Receivable | | | | | Total |
|---|---|---|---|---|---|---|
| | Less than 6 months | 6 months- 1 year | 1-2 yrs | 2-3 yrs | More Than 3 yrs | |
| **As at 30.06.2023** | 2,133.28 | 92.16 | 90.51 | - | - | **2,315.95** |
| **As on 31.03.2023** | 2,035.40 | 123.74 | 15.25 | | | **2,174.39** |
| **As on 31.03.2022** | 1,321.98 | 65.48 | - | - | - | **1,387.46** |
| **As on 31.03.2021** | 898.82 | 2.22 | - | - | - | **901.04** |

**NOTE 17**
**CASH AND CASH EQUIVALENTS** Annexure - XX

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| a. Balances with banks | | | | |
| - Current Accounts | 0.15 | 0.15 | 0.29 | 0.39 |
| - Fixed Deposits with Banks | - | - | 11.85 | 11.32 |
| - Share ApplicationAccounts | - | - | - | 0.27 |
| b. Cash on hand (As certified by the management) | 5.44 | 9.84 | 6.35 | 3.66 |
| **Total** | **5.60** | **9.99** | **18.48** | **15.63** |

**NOTE 18**
**SHORT TERM LOANS AND ADVANCES** Annexure - XXI

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **a. Advances** | | | | |
| Advance to Suppliers (Unsecured, Considered Good) | 21.97 | 19.81 | - | - |
| Advance to Staff | 12.75 | 12.75 | - | - |
| Advance to Related Party | 6.97 | - | - | - |
| **Total** | **41.69** | **32.56** | **-** | **-** |

**NOTE 19**
**OTHER CURRENT ASSETS** Annexure - XXII

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| **Recoverable from Govt Authorities** | | | | |
| Tax Deducted At Source | 1.64 | 21.35 | 10.00 | 4.87 |
| Tax Collected at Source | 0.34 | 0.34 | 1.24 | 1.14 |
| Advance Tax | - | 150.00 | 6.00 | 5.00 |
| GST receivable | 771.90 | 53.17 | 0.76 | 0.88 |
| TDS Excess Paid 2021-22 | 0.00 | 0.00 | - | - |
| TDS Excess Paid 2022-23 | 0.01 | - | - | - |
| **Prepaid Expense** | | | - | - |
| Factory License Fees | 0.06 | 0.07 | - | - |
| Pollution License Fees | 0.88 | 0.93 | - | 0.20 |
| **Total** | **774.84** | **225.87** | **18.00** | **12.08** |

**NOTE 20**
**REVENUE FROM OPERATIONS** Annexure - XXIII

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| **Domestic Sale of Forged Products** | 2,947.44 | 11,570.20 | 7,053.90 | 2,437.99 |
| **Other Operating Revenue** | | | | |
| Forging Charges | 7.12 | 15.21 | 58.07 | 202.89 |
| **Total** | **2,954.57** | **11,585.41** | **7,111.97** | **2,640.88** |

**NOTE 21**
**OTHER INCOME** Annexure - XXIV

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| **Recurring, Not Related to Business** | | | | |
| Interest on FDR | - | 0.04 | 0.59 | 0.74 |
| Interest Received on Loan | 24.75 | 96.03 | 24.54 | - |
| Interest on Income Tax Refund | - | - | 0.19 | 0.21 |
| Interest on Security Deposit with WBSEDCL | - | 1.54 | 1.54 | 1.54 |
| **Total** | **24.75** | **97.60** | **26.86** | **2.49** |

**NOTE 22**
**COST OF MATERIALS CONSUMED** Annexure - XXV

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Opening Stock | 646.21 | 21.40 | 93.22 | 29.28 |
| Add: Purchases of Raw Materials | 1,802.66 | 9,461.74 | 6,049.16 | 2,314.70 |
| | 2,448.87 | 9,483.15 | 6,142.38 | 2,343.98 |
| Less: Closing Stock | 320.58 | 646.21 | 21.40 | 93.22 |
| Add: Direct Expenses | | | | |
| Forging & Annealing Charges | 9.82 | 205.92 | 58.33 | 9.10 |
| Power & Fuel | 30.38 | 111.52 | 74.86 | 62.56 |
| Oil and Lubricants | - | 2.92 | 2.27 | 2.31 |
| Manufacturing Expenses | 112.47 | 443.20 | 243.37 | 0.91 |
| Store Purchase | 29.17 | 104.38 | 94.93 | 36.36 |
| Testing Charges | 9.62 | 23.76 | 12.71 | 4.54 |
| Wages | 23.15 | 92.38 | 65.56 | 9.21 |
| Carriage Inward | 10.30 | 168.22 | 88.42 | 1.76 |
| Factory Land rent | - | 4.00 | 0.41 | 0.10 |
| Repairs & Maintenance | 0.21 | 0.15 | 11.12 | - |
| | 225.11 | 1,156.44 | 651.97 | 126.85 |
| **Total** | **2,353.40** | **9,993.38** | **6,772.94** | **2,377.61** |

**NOTE 23**
**CHANGE IN INVENTORIES OF FINISHED GOODS AND WIP** Annexure - XXVI

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Stock of Finished goods and WIP at the beginning of the year | - | - | 9.90 | 59.60 |
| Stock of Finished Goods and WIP at the end of the year | - | - | - | 9.90 |
| **(Increase) / Decrease In Inventories** | **-** | **-** | **9.90** | **49.69** |

**NOTE 24**
**EMPLOYEES BENEFIT EXPENSES** Annexure - XXVII

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Salaries & Wages | 12.80 | 43.06 | 26.71 | 9.57 |
| Directors Remuneration | 12.56 | 44.00 | 10.00 | - |
| Contribution to ESI & PF | 2.23 | 8.67 | 6.70 | 1.43 |
| Gratuity Expenses | 0.08 | 8.04 | 4.99 | 0.68 |
| Employees Welfare Expenses | 2.73 | - | 2.06 | 0.97 |
| **Total** | **30.39** | **103.77** | **50.46** | **12.64** |

**NOTE 25**
**FINANCE COST** Annexure - XXVIII

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Interest on Secured Loans | 8.59 | 40.19 | 27.85 | 16.48 |
| Bank Charges & Commission | 1.16 | 2.03 | 4.83 | 6.40 |
| Interest on Unsecured Loan | 3.41 | 36.86 | 30.64 | 7.66 |
| **Total** | **13.16** | **79.08** | **63.31** | **30.54** |

**NOTE 26**
**DEPRECIATION & AMORTIZATION EXPENSES**

Annexure - XXIX

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Depreciation on Property, Plant & Equipment and Intangible Assets | 17.05 | 60.35 | 58.74 | 44.77 |
| **Total** | **17.05** | **60.35** | **58.74** | **44.77** |

**NOTE 27**
**OTHER EXPENSES**

Annexure - XXX

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Advertisement | 3.25 | 2.05 | 0.10 | 0.38 |
| Audit Fees | 0.25 | 1.06 | 0.25 | 0.25 |
| Commission Exp | - | - | - | 13.25 |
| Computer Expenses | 0.44 | 1.03 | 1.49 | 0.41 |
| Travelling & Conveyance Expenses | 6.70 | 20.79 | 4.23 | 0.45 |
| Car & Scooter Expenses | 5.76 | 18.72 | 11.73 | 6.80 |
| Donation | - | 0.30 | 0.50 | - |
| Filling Fees | - | | - | 0.03 |
| Insurance expense | 0.25 | 0.69 | 0.66 | 3.25 |
| Interest on Statutory payments | 22.53 | - | - | 0.42 |
| Loss on Sale of Motor Car | - | - | 0.05 | - |
| MCA Expenditure written off | 0.38 | 1.52 | | |
| Office Expenses | 2.44 | 5.90 | 5.07 | 1.59 |
| Packing Material | 6.73 | 5.76 | 2.07 | - |
| Professional Fees | - | 3.36 | 1.91 | 2.68 |
| Repairs & Maintenance | 2.26 | 4.67 | 5.10 | 2.99 |
| Rate & Taxes | 5.86 | 5.38 | 2.07 | 2.53 |
| Subscription | - | - | 1.24 | 0.24 |
| Rebate & Discounts | 8.76 | 16.87 | 1.45 | 1.57 |
| Security Service | 2.98 | 17.40 | 5.50 | 5.04 |
| Telecommunication Exp. | 0.17 | 1.64 | 1.17 | 1.23 |
| Transport Expense | 6.23 | 24.17 | 14.93 | 5.90 |
| **Total** | **75.00** | **131.30** | **59.49** | **49.01** |

***Details of Payment to Auditors**

| Particulars | For the period ended 30.06.2023 | For the year ended 31.03.2023 | For the year ended 31.03.2022 | For the year ended 31.03.2021 |
|---|---|---|---|---|
| Payments to the auditor As auditors | | | | |
| For Statutory Audit | 0.25 | 1.06 | 0.25 | 0.25 |
| For GST Audit | - | - | - | - |
| **Total** | **0.25** | **1.06** | **0.25** | **0.25** |

**AMIC FORGING LIMITED**

**NOTE 11**

**PROPERTY, PLANT & EQUIPMENTS** **Annexure - XIV**

**Period ended June 30, 2023**

| Particulars | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Gross Balance as at 01.04.2023 | Addition during the year | Deduction during the year | Gross Balance as at 30.06.2023 | Upto 31.03.2023 | For the Year | Adjustment for Sold/Discarded | Upto 30.06.2023 | Total as at 30.06.2023 | Total as at 31.03.2023 |
| Land | 148.03 | 198.75 | - | 346.78 | - | - | - | - | 346.78 | 148.03 |
| Air Conditioner | 3.24 | - | - | 3.24 | 0.95 | 0.10 | - | 1.05 | 2.19 | 2.28 |
| Anvil Block | 13.99 | - | - | 13.99 | 13.90 | 0.02 | - | 13.92 | 0.07 | 0.10 |
| Anti Vibration Table | 0.12 | - | - | 0.12 | 0.00 | 0.00 | - | 0.00 | 0.12 | 0.12 |
| Annealing Furnace | 30.50 | - | - | 30.50 | 19.85 | 0.44 | - | 20.29 | 10.21 | 10.65 |
| Band Saw Machine | 53.43 | - | - | 53.43 | 23.70 | 0.71 | - | 24.42 | 29.01 | 29.73 |
| Boiler | 24.16 | - | - | 24.16 | 23.31 | 0.16 | - | 23.47 | 0.69 | 0.85 |
| Biometric Device | 0.11 | - | - | 0.11 | 0.07 | 0.00 | - | 0.07 | 0.04 | 0.04 |
| Factory Building | 28.71 | 0.68 | - | 29.39 | 14.54 | 0.23 | - | 14.77 | 14.62 | 14.16 |
| Computer | 7.14 | - | - | 7.14 | 2.45 | 0.57 | - | 3.03 | 4.12 | 4.69 |
| CC TV Camera | 3.53 | 0.14 | - | 3.67 | 1.80 | 0.06 | - | 1.87 | 1.80 | 1.73 |
| Chimney | 2.58 | - | - | 2.58 | 2.21 | 0.02 | - | 2.24 | 0.34 | 0.37 |
| Chain Sling | 1.01 | - | - | 1.01 | 0.58 | 0.02 | - | 0.59 | 0.42 | 0.43 |
| Cooper Schiess VTL (1.5 VTL) | 18.00 | - | - | 18.00 | 0.64 | 0.29 | - | 0.94 | 17.06 | 17.36 |
| Cranes | 20.16 | - | - | 20.16 | 8.79 | 0.40 | - | 9.20 | 10.96 | 11.36 |
| EOT Cranes | 30.11 | - | - | 30.11 | 8.02 | 0.47 | - | 8.49 | 21.63 | 22.09 |
| Drill Machine | 7.86 | - | - | 7.86 | 3.42 | 0.09 | - | 3.51 | 4.36 | 4.45 |
| Die Grinder GGS 3000I | 0.14 | - | - | 0.14 | 0.04 | 0.00 | - | 0.04 | 0.10 | 0.10 |
| Electric Inst. & Equip. | 33.76 | - | - | 33.76 | 20.32 | 0.70 | - | 21.02 | 12.74 | 13.44 |
| Factory Shed | 56.62 | - | - | 56.62 | 22.11 | 0.43 | - | 22.55 | 34.08 | 34.51 |
| Furniture | 3.43 | - | - | 3.43 | 0.32 | 0.09 | - | 0.40 | 3.03 | 3.11 |
| Fuel Storage Tank | 1.00 | - | - | 1.00 | 0.95 | 0.01 | - | 0.96 | 0.04 | 0.05 |
| Forging Furnace | 25.71 | - | - | 25.71 | 18.21 | 0.54 | - | 18.74 | 6.97 | 7.51 |
| Forging Furnance 3 | 13.33 | - | - | 13.33 | 8.28 | 0.15 | - | 8.43 | 4.90 | 5.05 |
| Forging Hammer | 29.11 | - | - | 29.11 | 21.59 | 0.48 | - | 22.07 | 7.04 | 7.52 |
| Forging Manipulator | 10.23 | - | - | 10.23 | 4.61 | 0.17 | - | 4.77 | 5.45 | 5.62 |
| Gear Hobbing | 14.50 | - | - | 14.50 | 0.22 | 0.24 | - | 0.46 | 14.04 | 14.28 |
| Generator | 12.33 | - | - | 12.33 | 9.38 | 0.18 | - | 9.56 | 2.77 | 2.95 |
| Hardness Tester | 3.68 | - | - | 3.68 | 0.46 | 0.06 | - | 0.52 | 3.16 | 3.22 |
| Hoist | 3.01 | - | - | 3.01 | 2.05 | 0.04 | - | 2.09 | 0.92 | 0.96 |
| Hydraulic Cranes | 7.27 | - | - | 7.27 | 5.19 | 0.10 | - | 5.29 | 1.98 | 2.09 |
| Inverted Metallurgical Microscope | 0.14 | - | - | 0.14 | 0.00 | 0.00 | | 0.00 | 0.14 | 0.14 |
| Lab Machineries | 5.84 | - | - | 5.84 | 5.21 | 0.06 | - | 5.27 | 0.57 | 0.63 |
| Lath Machine | 135.93 | 26.00 | - | 161.93 | 30.30 | 2.42 | - | 32.72 | 129.21 | 105.63 |
| Magnetic Cranes | 0.76 | - | - | 0.76 | 0.41 | 0.01 | - | 0.43 | 0.34 | 0.35 |
| Mahendra Bolero Maxi Truck | 4.29 | - | - | 4.29 | 2.15 | 0.15 | - | 2.29 | 2.00 | 2.14 |
| Measuring Instruments | 0.32 | - | - | 0.32 | 0.03 | 0.01 | - | 0.03 | 0.29 | 0.30 |
| Motor for Manupulator | 32.71 | - | - | 32.71 | 1.46 | 0.55 | | 2.01 | 30.71 | 31.25 |
| Motor | 1.04 | - | - | 1.04 | 0.03 | 0.02 | | 0.04 | 1.00 | 1.02 |
| Motor Car | 97.08 | 0.69 | - | 97.78 | 17.44 | 3.06 | - | 20.49 | 77.29 | 79.65 |
| Mobile | 2.28 | 0.78 | - | 3.06 | 0.55 | 0.13 | - | 0.68 | 2.38 | 1.74 |
| Optical Emiswsion spectrometer | 4.81 | - | - | 4.81 | 0.01 | 0.08 | - | 0.09 | 4.72 | 4.80 |
| Office Building | 38.24 | - | - | 38.24 | 1.93 | 0.16 | - | 2.09 | 36.15 | 36.31 |
| Office Appliances | 1.49 | - | - | 1.49 | 0.18 | 0.01 | - | 0.19 | 1.30 | 1.31 |
| Olympus Metal Analyser | - | 9.25 | - | 9.25 | - | 0.04 | - | 0.04 | 9.21 | - |
| Planner Asia 2007 | 0.23 | - | - | 0.23 | 0.00 | 0.00 | | 0.00 | 0.22 | 0.23 |
| Pnumatic Hammer | 44.27 | - | - | 44.27 | 20.92 | 0.71 | - | 21.63 | 22.64 | 23.35 |
| Pollution Control Device | 4.30 | - | - | 4.30 | 2.69 | 0.07 | - | 2.75 | 1.55 | 1.61 |
| Pump | 0.62 | - | - | 0.62 | 0.28 | 0.01 | - | 0.29 | 0.33 | 0.34 |
| Rechargeable Batteries | 0.42 | - | - | 0.42 | 0.00 | 0.01 | | 0.01 | 0.41 | 0.42 |
| Shaping Machine | 1.47 | - | - | 1.47 | 1.39 | 0.01 | - | 1.41 | 0.06 | 0.08 |
| Single Arm Electro Hydolic Hammer | 87.64 | - | - | 87.64 | 20.58 | 1.55 | - | 22.13 | 65.51 | 67.07 |
| Slotting Machine | 10.00 | - | - | 10.00 | 0.24 | 0.17 | | 0.40 | 9.60 | 9.76 |
| Software | 0.72 | - | - | 0.72 | 0.65 | 0.01 | - | 0.66 | 0.06 | 0.08 |
| Spare for Furnace | 7.59 | 2.62 | - | 10.21 | 0.26 | 0.15 | | 0.41 | 9.79 | 7.33 |
| T31-3 Forging Manupulator | 43.35 | - | - | 43.35 | 20.46 | 0.51 | - | 20.98 | 22.38 | 22.89 |
| Temperature Control Panel | 0.31 | - | - | 0.31 | 0.30 | 0.00 | - | 0.30 | 0.01 | 0.01 |
| Transformer | 7.76 | - | - | 7.76 | 3.95 | 0.10 | - | 4.04 | 3.72 | 3.81 |
| Ultrasonic Machine | 11.72 | 1.80 | - | 13.52 | 2.13 | 0.20 | - | 2.33 | 11.19 | 9.59 |
| Water Plant | 1.28 | - | - | 1.28 | 1.20 | 0.02 | - | 1.22 | 0.06 | 0.08 |
| Weighing Machine | 1.13 | - | - | 1.13 | 0.75 | 0.01 | - | 0.76 | 0.36 | 0.38 |
| Welding Machine | 0.97 | - | - | 0.97 | 0.51 | 0.01 | - | 0.52 | 0.45 | 0.47 |
| Winch | 1.70 | - | - | 1.70 | 1.65 | 0.01 | - | 1.66 | 0.04 | 0.06 |
| Total | 1,157.26 | 240.71 | - | 1,397.96 | 375.58 | 17.05 | - | 392.62 | 1,005.34 | 781.68 |

| F.Y 2022-23 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
| Particulars | Gross Balance as at 01.04.2022 | Addition during the year | Deduction during the year | Gross Balance as at 31.03.2023 | Upto 31.03.2022 | For the Year | Adjustment for Sold/Discarded | Upto 31.03.2023 | Total as at 31.03.2023 | Total as at 31.03.2022 |
| Land | 17.93 | 130.10 | - | 148.03 | - | - | - | - | 148.03 | 17.93 |
| Air Conditioner | 2.82 | 0.42 | - | 3.24 | 0.58 | 0.38 | - | 0.95 | 2.28 | 2.24 |
| Anvil Block | 13.99 | - | - | 13.99 | 13.73 | 0.17 | - | 13.90 | 0.10 | 0.27 |
| Anti Vibration Table | - | 0.12 | - | 0.12 | - | 0.00 | - | 0.00 | 0.12 | - |
| Annealing Furnace | 30.50 | - | - | 30.50 | 18.11 | 1.74 | - | 19.85 | 10.65 | 12.39 |
| Band Shaw Machine | 20.00 | 15.13 | - | 35.13 | 15.24 | 1.69 | - | 16.94 | 18.19 | 4.75 |
| Band Shaw Multi Cutting | 4.55 | - | - | 4.55 | 1.87 | 0.29 | - | 2.16 | 2.39 | 2.68 |
| Boiler | 24.16 | - | - | 24.16 | 22.66 | 0.64 | - | 23.31 | 0.85 | 1.50 |
| Biometric Device | 0.11 | - | - | 0.11 | 0.06 | 0.01 | - | 0.07 | 0.04 | 0.05 |
| Factory Building | 28.71 | - | - | 28.71 | 13.66 | 0.88 | - | 14.54 | 14.16 | 15.04 |
| Computer | 0.73 | 3.96 | - | 4.69 | 0.55 | 1.90 | - | 2.45 | 2.24 | 0.17 |
| CC TV Camera | 3.53 | - | - | 3.53 | 1.55 | 0.26 | - | 1.80 | 1.73 | 1.99 |
| Chimney | 2.58 | - | - | 2.58 | 2.12 | 0.09 | - | 2.21 | 0.37 | 0.46 |
| Chain Sling | 1.01 | - | - | 1.01 | 0.51 | 0.06 | - | 0.58 | 0.43 | 0.50 |
| Cooper Schiess VTL (1.5 VTL) | - | 18.00 | - | 18.00 | - | 0.64 | - | 0.64 | 17.36 | - |
| Cranes | 22.61 | - | - | 22.61 | 7.18 | 1.61 | - | 8.79 | 13.82 | 15.43 |
| EOT Cranes | 26.11 | 4.00 | - | 30.11 | 6.37 | 1.65 | - | 8.02 | 22.09 | 19.74 |
| High Pressure 7.5 HP Direct Motor | - | 0.60 | - | 0.60 | - | 0.00 | | 0.00 | 0.60 | - |
| Drill Machine | 5.45 | 2.42 | - | 7.86 | 3.21 | 0.21 | - | 3.42 | 4.45 | 2.24 |
| Die Grinder GGS 3000I | 0.14 | - | - | 0.14 | 0.03 | 0.01 | - | 0.04 | 0.10 | 0.11 |
| Double Coloumn Band Saw Machine | 9.76 | 3.99 | - | 13.75 | 4.15 | 0.46 | - | 4.60 | 9.15 | 5.61 |
| Electric Inst. & Equip. | 33.76 | - | - | 33.76 | 17.56 | 2.76 | - | 20.32 | 13.44 | 16.21 |
| Factory Shed | 55.19 | 1.43 | - | 56.62 | 20.42 | 1.70 | - | 22.11 | 34.51 | 34.78 |
| Furniture | 0.77 | 2.66 | - | 3.43 | 0.20 | 0.12 | - | 0.32 | 3.11 | 0.57 |
| Fuel Storage Tank | 1.00 | - | - | 1.00 | 0.91 | 0.04 | - | 0.95 | 0.05 | 0.09 |
| Forging Furnace | 25.71 | - | - | 25.71 | 16.05 | 2.16 | - | 18.21 | 7.51 | 9.67 |
| Forging Furnance 3 | 13.33 | - | - | 13.33 | 7.70 | 0.58 | - | 8.28 | 5.05 | 5.63 |
| Forging Hammer | 29.11 | - | - | 29.11 | 19.66 | 1.93 | - | 21.59 | 7.52 | 9.45 |
| Forging Manipulator | 10.23 | - | - | 10.23 | 3.95 | 0.66 | - | 4.61 | 5.62 | 6.28 |
| Gear Hobbing | - | 14.50 | - | 14.50 | - | 0.22 | - | 0.22 | 14.28 | - |
| Generator | 11.86 | 0.47 | - | 12.33 | 8.68 | 0.70 | - | 9.38 | 2.95 | 3.18 |
| Hardness Tester | 0.80 | 2.88 | - | 3.68 | 0.38 | 0.08 | - | 0.46 | 3.22 | 0.42 |
| Hoist | 3.01 | - | - | 3.01 | 1.87 | 0.18 | - | 2.05 | 0.96 | 1.14 |
| Hydraulic Cranes | 7.27 | - | - | 7.27 | 4.77 | 0.42 | - | 5.19 | 2.09 | 2.51 |
| Inverted Metallurgical Microscope | - | 0.14 | - | 0.14 | - | 0.00 | | 0.00 | 0.14 | - |
| Lab Machineries | 5.69 | 0.15 | - | 5.84 | 4.97 | 0.24 | - | 5.21 | 0.63 | 0.72 |
| Lath Machine | 130.43 | 5.50 | - | 135.93 | 22.38 | 7.92 | - | 30.30 | 105.63 | 108.04 |
| Magnetic Cranes | 0.76 | - | - | 0.76 | 0.36 | 0.05 | - | 0.41 | 0.35 | 0.40 |
| Mahendra Bolero Maxi Truck | 4.29 | - | - | 4.29 | 1.56 | 0.58 | - | 2.15 | 2.14 | 2.73 |
| Measuring Instruments | 0.03 | 0.30 | - | 0.32 | 0.03 | 0.00 | - | 0.03 | 0.30 | 0.00 |
| Motor for Manupulator | - | 32.71 | - | 32.71 | - | 1.46 | | 1.46 | 31.25 | - |
| Motor | - | 0.44 | - | 0.44 | - | 0.02 | | 0.02 | 0.42 | - |
| Motor Car | 85.29 | 11.79 | - | 97.08 | 5.60 | 11.84 | - | 17.44 | 79.65 | 79.69 |
| Mobile | 1.36 | 0.93 | - | 2.28 | 0.14 | 0.41 | - | 0.55 | 1.74 | 1.22 |
| Optical Emiswsion spectrometer | - | 4.81 | - | 4.81 | | 0.01 | - | 0.01 | 4.80 | - |
| Office Building | 11.85 | 26.40 | - | 38.24 | 1.46 | 0.48 | - | 1.93 | 36.31 | 10.39 |
| Office Appliances | 0.22 | 1.27 | - | 1.49 | 0.12 | 0.06 | - | 0.18 | 1.31 | 0.10 |
| Planner Asia 2007 | - | 0.23 | - | 0.23 | - | 0.00 | | 0.00 | 0.23 | - |
| Pnumatic Hammer | 44.27 | - | - | 44.27 | 18.08 | 2.84 | - | 20.92 | 23.35 | 26.19 |
| Pollution Control Device | 4.30 | - | - | 4.30 | 2.41 | 0.27 | - | 2.69 | 1.61 | 1.89 |
| Pump | 0.62 | - | - | 0.62 | 0.24 | 0.04 | - | 0.28 | 0.34 | 0.38 |
| Rechargeable Batteries | - | 0.42 | - | 0.42 | - | 0.00 | | 0.00 | 0.42 | - |
| Shaping Machine | 1.47 | - | - | 1.47 | 1.34 | 0.05 | - | 1.39 | 0.08 | 0.13 |
| Single Arm Electro Hydolic Hammer | 87.64 | - | - | 87.64 | 14.36 | 6.22 | - | 20.58 | 67.07 | 73.29 |
| Slotting Machine | - | 10.00 | - | 10.00 | - | 0.24 | | 0.24 | 9.76 | - |
| Software | 0.72 | - | - | 0.72 | 0.58 | 0.06 | - | 0.65 | 0.08 | 0.14 |
| Spare for Furnace | - | 7.49 | - | 7.49 | - | 0.22 | | 0.22 | 7.27 | |
| Spare for Pneumatic Hammer | 0.10 | - | - | 0.10 | 0.03 | 0.01 | - | 0.04 | 0.06 | 0.07 |
| T31-3 Forging Manupulator | 43.35 | - | - | 43.35 | 18.42 | 2.04 | - | 20.46 | 22.89 | 24.93 |
| Temperature Control Panel | 0.31 | - | - | 0.31 | 0.29 | 0.01 | - | 0.30 | 0.01 | 0.02 |
| Transformer | 7.76 | - | - | 7.76 | 3.56 | 0.39 | - | 3.95 | 3.81 | 4.20 |
| Ultrasonic Machine | 4.31 | 7.41 | - | 11.72 | 1.70 | 0.43 | - | 2.13 | 9.59 | 2.61 |
| Water Plant | 1.28 | - | - | 1.28 | 1.12 | 0.08 | - | 1.20 | 0.08 | 0.16 |
| Weighing Machine | 1.07 | 0.06 | - | 1.13 | 0.69 | 0.06 | - | 0.75 | 0.38 | 0.38 |
| Welding Machine | 0.66 | 0.32 | - | 0.97 | 0.47 | 0.03 | - | 0.51 | 0.47 | 0.19 |
| Winch | 1.70 | - | - | 1.70 | 1.59 | 0.06 | - | 1.65 | 0.06 | 0.11 |
| Total | 846.21 | 311.04 | - | 1,157.26 | 315.22 | 60.35 | - | 375.58 | 781.68 | 530.99 |

| F.Y 2021-22 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
| Particulars | Gross Balance as at 01.04.2021 | Addition during the year | Deduction during the year | Gross Balance as at 31.03.2022 | Upto 31.03.2021 | For the Year | Adjustment for Sold/Discarded | Upto 31.03.2022 | Total as at 31.03.2022 | Total as at 31.03.2021 |
| Land | 17.93 | - | - | 17.93 | - | - | - | - | 17.93 | 17.93 |
| Air Conditioner | 2.82 | - | - | 2.82 | 0.30 | 0.28 | - | 0.58 | 2.24 | 2.52 |
| Anvil Block | 13.99 | - | - | 13.99 | 12.83 | 0.90 | - | 13.73 | 0.27 | 1.16 |
| Annealing Furnace | 30.50 | - | - | 30.50 | 15.63 | 2.48 | - | 18.11 | 12.39 | 14.87 |
| Band Shaw Machine | 20.00 | - | - | 20.00 | 13.99 | 1.25 | - | 15.24 | 4.75 | 6.00 |
| Band Shaw Multi Cutting | 4.55 | - | - | 4.55 | 1.54 | 0.33 | - | 1.87 | 2.68 | 3.01 |
| Boiler | 24.16 | - | - | 24.16 | 21.26 | 1.40 | - | 22.66 | 1.50 | 2.90 |
| Biometric Device | 0.11 | - | - | 0.11 | 0.04 | 0.01 | - | 0.06 | 0.05 | 0.07 |
| Factory Building | 28.71 | - | - | 28.71 | 12.73 | 0.93 | - | 13.66 | 15.04 | 15.97 |
| Computer | 0.73 | - | - | 0.73 | 0.27 | 0.28 | - | 0.55 | 0.17 | 0.46 |
| CC TV Camera | 2.29 | 1.24 | - | 3.53 | 1.16 | 0.39 | - | 1.55 | 1.99 | 1.13 |
| Chimnay | 2.58 | - | - | 2.58 | 1.98 | 0.14 | - | 2.12 | 0.46 | 0.60 |
| Chain Sling | 1.01 | - | - | 1.01 | 0.44 | 0.07 | - | 0.51 | 0.50 | 0.57 |
| Cranes | 20.16 | 2.46 | - | 22.61 | 6.20 | 0.98 | - | 7.18 | 15.43 | 13.96 |
| EOT Cranes | 18.61 | 7.50 | - | 26.11 | 3.90 | 2.47 | - | 6.37 | 19.74 | 14.71 |
| Drill Machine | 0.90 | 4.55 | - | 5.45 | 0.80 | 2.41 | - | 3.21 | 2.24 | 0.10 |
| Die Grinder GGS 3000I | 0.14 | - | - | 0.14 | 0.01 | 0.01 | - | 0.03 | 0.11 | 0.12 |
| Double Coloumn Band Saw Machine | 9.76 | - | - | 9.76 | 2.68 | 1.46 | - | 4.15 | 5.61 | 7.07 |
| Electric Inst. & Equip. | 31.88 | 1.89 | - | 33.76 | 14.21 | 3.35 | - | 17.56 | 16.21 | 17.67 |
| Factory Shed | 55.19 | - | - | 55.19 | 18.70 | 1.71 | - | 20.42 | 34.78 | 36.49 |
| Furniture | 0.77 | - | - | 0.77 | 0.12 | 0.08 | - | 0.20 | 0.57 | 0.65 |
| Fuel Storage Tank | 1.00 | - | - | 1.00 | 0.86 | 0.06 | - | 0.91 | 0.09 | 0.14 |
| Forging Furnace | 25.71 | - | - | 25.71 | 15.15 | 0.89 | - | 16.05 | 9.67 | 10.56 |
| Forging Furnance 3 | 13.33 | - | - | 13.33 | 6.07 | 1.63 | - | 7.70 | 5.63 | 7.26 |
| Forging Hammer | 29.11 | - | - | 29.11 | 18.35 | 1.31 | - | 19.66 | 9.45 | 10.76 |
| Forging Manipulator | 10.23 | - | - | 10.23 | 3.22 | 0.73 | - | 3.95 | 6.28 | 7.01 |
| Generator | 11.86 | - | - | 11.86 | 7.66 | 1.02 | - | 8.68 | 3.18 | 4.20 |
| Hardness Tester | 0.80 | - | - | 0.80 | 0.32 | 0.06 | - | 0.38 | 0.42 | 0.48 |
| Hoist | 3.01 | - | - | 3.01 | 1.66 | 0.21 | - | 1.87 | 1.14 | 1.35 |
| Hydraulic Cranes | 7.27 | - | - | 7.27 | 4.28 | 0.49 | - | 4.77 | 2.51 | 3.00 |
| Lab Machinaries | 5.69 | - | - | 5.69 | 4.65 | 0.31 | - | 4.97 | 0.72 | 1.04 |
| Lath Machine | 45.43 | 85.00 | - | 130.43 | 13.95 | 8.43 | - | 22.38 | 108.04 | 31.48 |
| Magnetic Cranes | 0.76 | - | - | 0.76 | 0.31 | 0.05 | - | 0.36 | 0.40 | 0.45 |
| Mahendra Bolero Maxi Truck | 4.29 | - | - | 4.29 | 1.14 | 0.43 | - | 1.56 | 2.73 | 3.16 |
| Measuring Instruments | 0.03 | - | - | 0.03 | 0.02 | 0.00 | - | 0.03 | 0.00 | 0.00 |
| Motor Car | 15.00 | 77.63 | 7.34 | 85.29 | 5.44 | 5.60 | 5.44 | 5.60 | 79.69 | 9.56 |
| Mobile | 0.09 | 1.26 | - | 1.36 | 0.01 | 0.13 | | 0.14 | 1.22 | 0.08 |
| Office Building | 11.85 | - | - | 11.85 | 1.25 | 0.20 | - | 1.46 | 10.39 | 10.59 |
| Office Appliances | 0.22 | - | - | 0.22 | 0.09 | 0.03 | - | 0.12 | 0.10 | 0.13 |
| Pnumatic Hammer | 44.27 | - | - | 44.27 | 14.87 | 3.22 | - | 18.08 | 26.19 | 29.41 |
| Pollution Control Device | 4.30 | - | - | 4.30 | 2.10 | 0.31 | - | 2.41 | 1.89 | 2.20 |
| Pump | 0.62 | - | - | 0.62 | 0.20 | 0.04 | - | 0.24 | 0.38 | 0.42 |
| Shaping Machine | 1.47 | - | - | 1.47 | 1.26 | 0.08 | - | 1.34 | 0.13 | 0.21 |
| Single Arm Electro Hydolic Power Hammer | 87.64 | - | - | 87.64 | 9.97 | 4.39 | - | 14.36 | 73.29 | 77.68 |
| Software | 0.54 | 0.18 | - | 0.72 | 0.45 | 0.14 | - | 0.58 | 0.14 | 0.10 |
| Spare for Pneumatic Hammer | 0.10 | - | - | 0.10 | 0.02 | 0.01 | - | 0.03 | 0.07 | 0.08 |
| T31-3 Forging Manupulator | 43.35 | - | - | 43.35 | 11.92 | 6.50 | - | 18.42 | 24.93 | 31.43 |
| Temperature Control Panel | 0.31 | - | - | 0.31 | 0.27 | 0.02 | - | 0.29 | 0.02 | 0.04 |
| Transformer | 7.76 | - | - | 7.76 | 2.78 | 0.78 | - | 3.56 | 4.20 | 4.97 |
| Ultrasonic Machine | 1.53 | 2.78 | - | 4.31 | 1.34 | 0.36 | - | 1.70 | 2.61 | 0.19 |
| Water Plant | 1.28 | - | - | 1.28 | 0.97 | 0.15 | - | 1.12 | 0.16 | 0.31 |
| Weighing Machine | 1.07 | - | - | 1.07 | 0.62 | 0.07 | - | 0.69 | 0.38 | 0.45 |
| Weilding Machine | 0.66 | - | - | 0.66 | 0.43 | 0.04 | - | 0.47 | 0.19 | 0.23 |
| Winch | 1.70 | - | - | 1.70 | 1.50 | 0.09 | - | 1.59 | 0.11 | 0.21 |
| Total | 669.07 | 184.48 | 7.34 | 846.21 | 261.93 | 58.74 | 5.44 | 315.22 | 530.99 | 407.14 |

| F.Y 2020-21 | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
| Particulars | Gross Balance as at 01.04.2020 | Addition during the year | Deduction during the year | Gross Balance as at 31.03.2021 | Upto 31.03.2020 | For the Year | Adjustment for Sold/Discarded | Upto 31.03.2021 | Total as at 31.03.2021 | Total as at 31.03.2020 |
| Air Conditioner | 2.17 | 0.64 | - | 2.82 | 0.05 | 0.24 | - | 0.30 | 2.52 | 2.12 |
| Anvil Block | 13.99 | - | - | 13.99 | 11.93 | 0.90 | - | 12.83 | 1.16 | 2.06 |
| Annealing Furnace | 30.50 | - | - | 30.50 | 13.15 | 2.48 | - | 15.63 | 14.87 | 17.35 |
| Band Shaw Machine | 20.00 | - | - | 20.00 | 12.74 | 1.25 | - | 13.99 | 6.00 | 7.25 |
| Band Shaw Multi Cutting | 4.55 | - | - | 4.55 | 1.22 | 0.33 | - | 1.54 | 3.01 | 3.34 |
| Boiler | 24.16 | - | - | 24.16 | 19.86 | 1.40 | - | 21.26 | 2.90 | 4.31 |
| Biometric Device | 0.11 | - | - | 0.11 | 0.03 | 0.01 | - | 0.04 | 0.07 | 0.08 |
| Factory Building | 28.71 | - | - | 28.71 | 11.80 | 0.93 | - | 12.73 | 15.97 | 16.91 |
| Computer | 0.32 | 0.41 | - | 0.73 | 0.11 | 0.16 | - | 0.27 | 0.46 | 0.21 |
| CC TV Camera | 1.29 | 1.01 | - | 2.29 | 0.94 | 0.22 | - | 1.16 | 1.13 | 0.34 |
| Chimnay | 2.58 | - | - | 2.58 | 1.83 | 0.14 | - | 1.98 | 0.60 | 0.75 |
| Chain Sling | 1.01 | - | - | 1.01 | 0.36 | 0.07 | - | 0.44 | 0.57 | 0.65 |
| Cranes | 20.16 | - | - | 20.16 | 5.47 | 0.73 | - | 6.20 | 13.96 | 14.69 |
| EOT Cranes | 18.61 | - | - | 18.61 | 2.40 | 1.50 | - | 3.90 | 14.71 | 16.21 |
| Drill Machine | 0.90 | - | - | 0.90 | 0.75 | 0.05 | - | 0.80 | 0.10 | 0.15 |
| Die Grinder GGS 3000I | 0.14 | - | - | 0.14 | 0.00 | 0.01 | - | 0.01 | 0.12 | 0.13 |
| Double Coloumn Band Saw Machine | 9.76 | - | - | 9.76 | 1.22 | 1.46 | - | 2.68 | 7.07 | 8.54 |
| Electric Inst. & Equip. | 31.84 | 0.04 | - | 31.88 | 11.02 | 3.18 | - | 14.21 | 17.67 | 20.82 |
| Factory Shed | 55.19 | - | - | 55.19 | 16.99 | 1.71 | - | 18.70 | 36.49 | 38.21 |
| Furniture | 0.77 | - | - | 0.77 | 0.05 | 0.08 | - | 0.12 | 0.65 | 0.73 |
| Fuel Storage Tank | 1.00 | - | - | 1.00 | 0.80 | 0.06 | - | 0.86 | 0.14 | 0.20 |
| Forging Furnace | 25.71 | - | - | 25.71 | 14.25 | 0.90 | - | 15.15 | 10.56 | 11.46 |
| Forging Furnance 3 | 13.33 | - | - | 13.33 | 4.44 | 1.63 | - | 6.07 | 7.26 | 8.88 |
| Forging Hammer | 29.11 | - | - | 29.11 | 17.03 | 1.31 | - | 18.35 | 10.76 | 12.07 |
| Forging Manipulator | 10.23 | - | - | 10.23 | 2.48 | 0.73 | - | 3.22 | 7.01 | 7.74 |
| Generator | 11.86 | - | - | 11.86 | 6.64 | 1.02 | - | 7.66 | 4.20 | 5.22 |
| Hardness Tester | 0.80 | - | - | 0.80 | 0.27 | 0.06 | - | 0.32 | 0.48 | 0.53 |
| Hoist | 3.01 | - | - | 3.01 | 1.45 | 0.21 | - | 1.66 | 1.35 | 1.56 |
| Hydraulic Cranes | 7.27 | - | - | 7.27 | 3.79 | 0.49 | - | 4.28 | 3.00 | 3.49 |
| Jib Cranes | 5.60 | - | - | 5.60 | 4.91 | 0.70 | - | 5.60 | - | 0.70 |
| Lab Machinaries | 5.33 | 0.36 | - | 5.69 | 4.35 | 0.30 | - | 4.65 | 1.04 | 0.98 |
| Land | 17.93 | - | - | 17.93 | - | - | - | - | 17.93 | 17.93 |
| Lath Machine | 29.16 | 16.27 | - | 45.43 | 11.16 | 2.80 | - | 13.95 | 31.48 | 18.00 |
| Magnetic Cranes | 0.76 | - | - | 0.76 | 0.26 | 0.05 | - | 0.31 | 0.45 | 0.51 |
| Mahendra Bolero Maxi Truck | 4.29 | - | - | 4.29 | 0.71 | 0.43 | - | 1.14 | 3.16 | 3.58 |
| Measuring Instruments | 0.03 | - | - | 0.03 | 0.02 | 0.00 | - | 0.02 | 0.00 | 0.00 |
| Motor Car | 7.34 | 7.66 | - | 15.00 | 4.32 | 1.12 | - | 5.44 | 9.56 | 3.01 |
| Mobile | - | 0.09 | - | 0.09 | - | 0.01 | | 0.01 | 0.08 | - |
| Office Building | 11.85 | - | - | 11.85 | 1.05 | 0.20 | - | 1.25 | 10.59 | 10.79 |
| Office Appliances | 0.22 | - | - | 0.22 | 0.07 | 0.03 | - | 0.09 | 0.13 | 0.16 |
| Pnumatic Hammer | 44.27 | - | - | 44.27 | 11.65 | 3.22 | - | 14.87 | 29.41 | 32.62 |
| Pollution Control Device | 4.30 | - | - | 4.30 | 1.78 | 0.31 | - | 2.10 | 2.20 | 2.52 |
| Pump | 0.62 | - | - | 0.62 | 0.15 | 0.04 | - | 0.20 | 0.42 | 0.47 |
| Shaping Machine | 1.47 | - | - | 1.47 | 1.18 | 0.08 | - | 1.26 | 0.21 | 0.29 |
| Single Arm Electro Hydolic Power Hammer | 87.64 | - | - | 87.64 | 5.58 | 4.39 | - | 9.97 | 77.68 | 82.07 |
| Software | 0.44 | 0.11 | - | 0.54 | 0.38 | 0.06 | - | 0.45 | 0.10 | 0.05 |
| Spare for Pneumatic Hammer | 0.10 | - | - | 0.10 | 0.01 | 0.01 | - | 0.02 | 0.08 | 0.09 |
| T31-3 Forging Manupulator | 43.35 | - | - | 43.35 | 5.42 | 6.50 | - | 11.92 | 31.43 | 37.93 |
| Temperature Control Panel | 0.31 | - | - | 0.31 | 0.26 | 0.02 | - | 0.27 | 0.04 | 0.06 |
| Transformer | 7.76 | - | - | 7.76 | 2.01 | 0.78 | - | 2.78 | 4.97 | 5.75 |
| Ultrasonic Machine | 1.53 | - | - | 1.53 | 1.25 | 0.09 | - | 1.34 | 0.19 | 0.28 |
| Water Plant | 1.28 | - | - | 1.28 | 0.82 | 0.15 | - | 0.97 | 0.31 | 0.45 |
| Weighing Machine | 1.07 | - | - | 1.07 | 0.55 | 0.07 | - | 0.62 | 0.45 | 0.52 |
| Weilding Machine | 0.66 | - | - | 0.66 | 0.39 | 0.04 | - | 0.43 | 0.23 | 0.27 |
| Winch | 1.70 | - | - | 1.70 | 1.40 | 0.09 | - | 1.50 | 0.21 | 0.30 |
| Total | 648.08 | 26.59 | - | 674.67 | 222.76 | 44.77 | - | 267.53 | 407.14 | 425.32 |
| Previous years | 570.66 | 77.85 | - | 648.51 | 180.58 | 42.61 | - | 223.20 | 425.32 | 390.07 |

**AMIC FORGING LIMITED**
**(Formerly known as AMIC FORGING PRIVATE LIMITED)**
**CIN: U27100WB2007PLC116674**
**STATEMENT OF PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY**

| Name of Lender/Fund | Nature of Facility | Date of Issue | Sanctioned Amount (In Lakhs Rs.) | Securities offered | Re-Payment Period | Rate of Interest | Outstanding amount (In Lakhs Rs.) as on (as per Books) 30-06-2023 | Outstanding amount (In Lakhs Rs.) as on (as per Books) 31-03-2023 |
|---|---|---|---|---|---|---|---|---|
| **4.1. Long term Borrowings:** | | | | | | | | |
| **SECURED LOANS** | | | | | | | | |
| **Business Term Loan:** | | | | | | | | |
| HDFC Bank Limited | Overdraft | 28-06-2019 | 200.00 | Primary security as Stock & Book Debts and collateral security of Residential property at Flat no. 3A, Regent Park, Kolkata-700040 and personal guarantee of directors | Repayable on demand | 8.70% | (4.64) | 16.82 |
| Kotak Mahindra Bank Limited | Working capital Term loan | 27-04-2023 | 400.00 | Primary Security on all current assets of the company. Collateral security of i) SOIP at Amic Forging Limited municipal holding no. 2/A/7/A,B,C,D, N.T. Road, Baidyabati, Serampur, Hoogly, West Bengal-712222, ii) SOIP at Mahabir Complex, N T Road, P S Bhadreswar, Hooghly - 712124 owned by Associated Manufacture & Industries Corporation, iii) SORP at Orioles Nest, Block-I, Aspen, 3rd Floor, Unit no. 3A, Premise No.5, N S C Bose Road, Ward-97, Regent Park, Kolkata-700040 owned by Anshul Chamaria, Girdhari Lal Chamaria and Manju Chamaria. | 60 equated installments of Rs. 8.02 lakhs each | RPRR+3.5% | 275.54 | 292.39 |
| Kotak Mahindra Bank Limited | GECL | 27-04-2023 | 15.60 | | 42 equated installments of Rs. 0.49 Lakhs starting from 05.09.2021 after a monatarium of 7 months where only interest is payable | 7.50% | 6.48 | 7.80 |
| Kotak Mahindra Bank Limited | GECL | 27-04-2023 | 13.77 | | 40 equated installments of Rs. 0.43 Lakhs starting from 05.07.2021 after a monatarium of 5 months where only interest is payable | 7.50% | 4.94 | 6.12 |
| | | | | | | | **282.32** | **323.13** |
| **Auto/Vehicle Loan:** | | | | | | | | |
| Kotak Mahindra Bank Limited | Car Loan | 04-11-2021 | 54.00 | Hypothecation of Vehicle | 54 equated installments of Rs. 1.07 Lakhs starting from 05.11.2021. | - | 37.97 | 40.47 |
| | | | | | | | **37.97** | **40.47** |
| **Total** | | | | | | | **320.29** | **363.60** |
| **UNSECURED LOANS** | | | | | | | | |
| **Related Parties** | | | | | | | | |
| Lalita Dhanuka | Business Loan | 05/01/2021 | 12.10 | - | Repayable on Demand, annual interest thereon is paid at the end of every financial year | 9.00% | 12.34 | 12.10 |
| R P Dhanuka | Business Loan | 23/10/2021 | 10.00 | - | Repayable on Demand, annual interest thereon is paid at the end of every financial year | 9.00% | 10.20 | 10.00 |
| | | | | | | | **22.54** | **22.10** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Body Corporates** | | | | | | | | |
| Maxworth Hirise Private Limited | Business Loan | 01/07/2022 | 25.00 | - | Repayable on Demand, annual interest thereon is paid at the end of every financial year | 9.00% | 25.50 | 25.00 |
| Neelgagan Commodeal Private Limited | Business Loan | 05/01/2021 | 15.00 | - | Repayable on Demand, annual interest thereon is paid at the end of every financial year | 9.00% | 15.30 | 15.00 |
| Nirmalkunj Tradelink Private Limited | Business Loan | 08/09/2021 | 50.00 | - | Repayable on Demand, annual interest thereon is paid at the end of every financial year | 9.00% | 51.01 | 50.00 |
| Shree Karni Finance Private Limited | Business Loan | 11/12/2020 | 50.00 | - | Repayable on Demand, annual interest thereon is paid at the end of every financial year | 9.00% | 40.81 | 40.00 |
| | | | | | | | **132.62** | **130.00** |
| | | | | | | | | |
| | | | | | | | **155.16** | **152.10** |
| | | | | | | | | |
| **Total** | | | | | | | **475.45** | **515.70** |
| **7.1. Short term Borrowings:** | | | | | | | | |
| **Secured Loan: Cash Credit** | | | | | | | | |
| Kotak Mahindra Bank Limited | Working Capital Loan | 27-04-2023 | 175.00 | Primary Security on all current assets of the company. Collateral security of i) SOIP at Amic Forging Limited municipal holding no. 2/A/7/A,B,C,D, N.T. Road, Baidyabati, Serampur, Hoogly, West Bengal-712222, ii) SOIP at Mahabir Complex, N T Road, P S Bhadreswar, Hooghly - 712124 owned by Associated Manufacture & Industries Corporation, iii) SORP at Orioles Nest, Block-I, Aspen, 3rd Floor, Unit no. 3A, Premise No.5, N S C Bose Road, Ward-97, Regent Park, Kolkata-700040 owned by Anshul Chamaria, Girdhari Lal Chamaria and Manju Chamaria. | 12 Months, Subject to renewal annually | RPRR+3% | (188.09) | (130.52) |
| | | | | | | | **(188.09)** | **(130.52)** |

## ADDITIONAL NOTES TO RESTATED CONSOLIDATED FINANCIAL INFORMATION

### NOTE 28A - BASIC AND DILUTED EARNINGS PER SHARE

| Particulars | Unit | As on 30.06.2023 | 2022-23 | 2021-22 | 2020-21 |
|---|---|---|---|---|---|
| Profit after Tax | In Rupees Lakhs | 359.69 | 980.01 | 86.59 | 56.27 |
| Present Number of equity shares of Rs. 10/- each | in Nos. | 8,58,490 | 8,58,490 | 7,10,700 | 7,10,700 |
| Weighted average number of Equity shares | in Nos. | 8,58,490 | 7,68,153 | 7,10,700 | 6,18,227 |
| Basic earnings per share | Rupees | 41.90 | 127.58 | 12.18 | 9.10 |
| Diluted Earning per Share | Rupees | 41.90 | 127.58 | 12.18 | 9.10 |

**NOTE 28B - Earning and Expenditure in Foreign curreny**

Earnings in Foreign Currency - Nil. (Previous year Nil)
Expenditure in Foreign Currency - Nil (Previous Yea- NIL)

**NOTE 28C - Contingent Liabilities not provided for**

Claims not acknowledged by the company as debt: NIL

**NOTE 28D- Company has not received the declaration from its all vendors regarding their status under Micro, Small and Medium Enterprises**

Medium Enterprises Development Act, 2006 and hence disclosures has been made only for the parties from whome the declaration has been received. In respect of other vendors from whom declaration has not been received disclosure has not been made for those which have not been received disclosure has not been made.

**NOTE 28E -**

The company has changed its accouting policy, w.r.t employee benefit as gratuity with effect from 01.04.2022, from payment basis to accrual basis as per acturial valuation report for the compliance of AS-15 issues by the ICAI. Due to such change gratuity liability as on 31.03.2022 amouting to Rs. 6.85 lacs has been shown under exceptional items. Thereafter annual gratuity expenses is provided as current year expenses in the statement of profit & loss under Employee benefit expense and the cummulative Provision for Gratuity is provided and shown under Long Term provision and Short Term provision respectively.

**NOTE 28F -** Party's Balance with respect to the Trade Receivables, Trade & Other Payables, Loans & advances are subject to confirmation/reconciliation. In the opinion of management , the same are receivable/ payable as stated in the books of accounts. Hence, no effect on the profitability due to the same for the year under review.

**NOTE 28G** - COVID-19, a global pandemic has resulted in a significant decrease in the economic activities across the world including India. This has affected activities of organizations across the economic ecosystem impacting earnings prospects of Companies on Property, Plant and Equipment, Inventory, Production activities & Current Assets including Trade Receivables in the sector in which the company operates.

The management has carried out current assessment of the potential impact of Covid-19 on the company and is of the view that there is no impact on the Property, Plant and Equipment, Inventory, Production activities & Current Assets including Trade Receivables. The company's capital and liquidity position remain strong to sustain its operations and there have been no changes to the company's internal financial control during this pandemic.
However, the impact assessment is continuous process and will continue to monitor for any material changes to the future economic conditions.

**NOTE 28H** - Share of profit from Investment in Partnership firm has been considered on the basis of Audited financials as certified by the partners.

**NOTE 28I** - Previous year's figure have been regrouped/rearranged whenever necessary to conform to the current year's presentation.

**For AAA & Associates**
**Chartered Accountants**
**FRN: 324719E**

Sd/-
**Anil Kumar Madhogaria**
**Partner**
**Membership No. 057211**

**For & on behalf of the board of directors,**

Sd/-
**GIRDHARI LAL CHAMARIA**
**Managing Director**
**DIN: 00513552**

Sd/-
**ANSHUL CHAMARIA**
**Director & CFO**
**DIN: 06586643**

Place: Kolkata
Date: 21-11-2023
UDIN: 23057211BGUCPR5300

Sd/-
**NEHA FATEHPURIA**
**Company Secretary and Compliance Officer**

**STATEMENT OF RELATED PARTY TRANSACTIONS**

***Annexure XXXI***

**NOTE 28J : Related Party Disclosures**

**A. List of Related parties**

| Sl. No. | Name | Relation |
|---|---|---|
| | **Key Mangerial Personnel** | |
| 1 | GIRDHARI LAL CHAMARIA | Managing Director |
| 2 | ANSHUL CHAMARIA | Director & CFO |
| 3 | RASHMI CHAMARIA | Director |
| 4 | NEHA FATEHPURIA | CS & Compliance Officer |
| | **Relative of Key Mangerial Personnel** | |
| 5 | Manju Chamaria | Relative of KMP |
| 6 | Rampyari Chamaria | Relative of KMP |
| 7 | Rajendra Prasad Dhanuka | Relative of KMP |
| 8 | Lalita Dhanuka | Relative of KMP |
| | **Enterprises having Significant Influence** | |
| 9 | Mackeil Ispat & Forging Limited | Common Director |
| 10 | Dakor Logistics LLP | Investment in LLP |
| 11 | Associated Manufacture & Industries Corporation | Relative of KMP are Partners |

| **Particulars** | **30.06.2023** | **FY 23** | **FY 22** | **FY 21** |
|---|---|---|---|---|
| Remuneration Paid | **12.56** | **44.00** | **20.00** | **-** |
| - Girdharilal Chamaria | 6.28 | 22.00 | 10.00 | - |
| - Anshul Chamaria | 6.28 | 22.00 | 10.00 | - |
| Loan Taken | **-** | **25.00** | **114.10** | **41.00** |
| - Lalita Dhanuka | - | - | 6.10 | 6.00 |
| - Rampyari Chamaria | - | - | 50.00 | 25.00 |
| - Manju Chamaria | - | - | - | 10.00 |
| - Anshul Chamaria | - | 25.00 | 30.00 | - |
| - Girdharilal Chamaria | - | - | 18.00 | - |
| - Rahul Dhanuka | - | - | - | - |
| - Rajendra Prasad Dhanuka | - | - | 10.00 | - |
| Loan Repayment | **200.00** | **146.00** | **23.00** | **31.01** |
| - Anshul Chamaria | - | 45.00 | 10.00 | - |
| - Girdharilal Chamaria | - | 18.00 | - | - |
| - Manju Chamaria | - | 10.00 | - | - |
| - Rampyari Chamaria | - | 73.00 | 2.00 | 31.01 |
| - Rahul Dhanuka | - | - | 11.00 | - |
| - Mackeil ispat & Forging Limited | 200.00 | - | - | - |
| Advance Given | **5.00** | **50.63** | **-** | **-** |
| - Rashmi Chamaria | 5.00 | 21.12 | - | - |
| - Girdharilal Chamaria | - | 22.49 | - | - |
| - Anshul Chamaria | - | 7.02 | - | - |
| Interest on Loan | **6.02** | **35.81** | **6.38** | **3.03** |
| - Lalita Dhanuka | 0.24 | 1.09 | 0.82 | 0.13 |
| - Rampyari Chamaria | - | 4.82 | 3.40 | 2.28 |
| - Manju Chamaria | - | 0.43 | 0.90 | 0.62 |
| - Anshul Chamaria | - | 0.86 | 0.32 | - |
| - Girdharilal Chamaria | - | 1.07 | 0.22 | - |
| - Rahul Dhanuka | - | - | 0.33 | - |
| - Rajendra Prasad Dhanuka | 0.20 | 0.90 | 0.39 | - |
| - Mackeil ispat & Forging Limited | 5.58 | 26.64 | - | - |
| Shares issued | **-** | **236.46** | **-** | **131.60** |
| - Rampyari Chamaria | - | - | - | 33.60 |
| - Manju Chamaria | - | 60.74 | - | 34.30 |
| - Girdharilal Chamaria | - | 16.27 | - | 4.90 |
| - Anshul Chamaria | - | 48.00 | - | - |
| - Hariram Girdharilal HUF | - | 54.08 | - | - |
| - Rashmi Chamaria | - | 57.37 | - | 44.80 |
| - Girdhari lal Chamaria HUF | - | - | - | 14.00 |

| | | | | |
|---|---|---|---|---|
| Rent Paid | **-** | **4.32** | **-** | **-** |
| - Associated Manufacture & Industries Corporation | - | 4.32 | - | - |
| Fixed Asset purchased | **-** | **21.43** | **-** | **-** |
| - Associated Manufacture & Industries Corporation | - | 21.43 | - | - |
| Loan Given | **-** | **240.00** | **-** | **-** |
| - Mackeil Ispat & Forging Limited | - | 240.00 | - | - |
| Investment in LLP | **-** | **190.00** | **100.00** | **150.00** |
| - Dacor logistic LLP | - | 190.00 | 100.00 | 150.00 |
| Forging & Annealing Charges (Income) | **7.12** | **7.64** | **46.45** | **-** |
| - Mackeil Ispat & Forging Limited | 7.12 | 7.64 | - | - |
| - Associated Manufacture & Industries Corporation | - | - | 46.45 | - |
| Forging & Job Work Charges (Expenses) | **8.94** | **198.91** | **-** | **-** |
| - Mackeil Ispat & Forging Limited | 8.94 | 198.91 | - | - |
| Purchases | **102.42** | **322.43** | **-** | **33.75** |
| - Mackeil Ispat & Forging Limited | 102.42 | 322.43 | - | - |
| - Associated Manufacture & Industries Corporation | - | - | - | 33.75 |
| Sales | **470.79** | **2,607.28** | **1,346.09** | **176.65** |
| - Mackeil Ispat & Forging Limited | 79.12 | 239.14 | - | - |
| - Associated Manufacture & Industries Corporation | 391.67 | 2,368.14 | 1,346.09 | 176.65 |

**Restated Statement of Adjustments to Audited Financial Statements**

***Annexure XXXII***

**(i) Reconciliation of Restated Profit:**

The reconciliation of Profit after tax as per audited financial statements and the Profit after tax as per Restated financial statements is presented below. This summarizes the results of restatements made in the audited accounts for the respective years/ period and its impact on the profit / loss of the company

| Particulars | For the period ended 30th June 2023 | For the period ended 31st March 2023 | For the year ended 31st March'22 | For the year ended 31st March'21 |
|---|---|---|---|---|
| **Profit after tax as per audited/ re-audited financial statements** | **359.89** | 973.36 | 98.92 | 65.76 |
| **(i) Adjustments on account of change in accounting policies:** | | **-** | - | - |
| **(ii) Other material adjustments:** | | **-** | - | - |
| Employee benefit expenses - Gratuity | | - | (4.99) | (0.68) |
| Depreciation and amortization expense | | - | - | - |
| Prior Period Expense | | 6.85 | - | - |
| Income tax adjustments | 4.94 | (0.21) | (7.34) | (8.81) |
| Deferred tax adjustment | (5.15) | - | - | - |
| Preliminary Exps written off | | - | - | - |
| **(iii) Audit Qualifications:** | | **-** | - | - |
| **Restated profit after tax** | **359.68** | **980.01** | **86.59** | **56.27** |

**(ii) Reconciliation of Restated Shareholders Funds:**

The reconciliation of Shareholder's funds as per audited financial statements and Shareholder's funds as per Restated financial statements is presented below. This

| Particulars | As at 30th June'23 | As at 31st March'23 | As at 31st March'22 | As at 31st March'21 |
|---|---|---|---|---|
| **Shareholder's funds as per Audited/ Re-audited financial statements** | **2,346.60** | **1,998.91** | **789.09** | **690.17** |
| **(i) Adjustments on account of change in accounting policies:** | | - | - | - |
| **(ii) Differences carrired over pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial** | (7.96) | (21.80) | (9.49) | - |
| **(iii) Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial** | (0.21) | 6.64 | (12.33) | (9.49) |
| **(iv) Other material adjustments # :** | | - | - | - |
| Gratuity adjustments related to earlier years | | - | - | - |
| **(v) Audit Qualifications:** | | - | - | - |
| **Restated Shareholder's funds** | **2,338.43** | **1,983.75** | **767.27** | **680.68** |

*Annexure XXXIII*

**STATEMENT OF CAPITALISATION**

| PARTICULARS | Pre-Offer 30.06.2023 | Post-Offer 31.03.2023 |
|---|---|---|
| **Debt** | | |
| - Short Term Debt | (192.73) | (192.73) |
| - Long Term Debt | 480.11 | 480.11 |
| **Total Debt** | **287.37** | **287.37** |
| **Shareholders' Fund (Equity)** | | |
| - Share Capital | 85.85 | 1,048.84 |
| - Reserves & Surplus | 2,252.58 | 4,374.71 |
| - Less: Miscellaneous Expenses not W/off | - | - |
| **Total Shareholders' Fund (Equity)** | **2,338.43** | **5,423.55** |
| **Long Term Debt / Equity (In Ratio)** | 0.21 | 0.09 |
| **Total Debt / Equity (In Ratio)** | 0.12 | 0.05 |

***Notes:-***

1. Short Term Debts represent which are expected to be paid/payable within 12 months and does not include installments of Term Loans repayable within 12 months.

2. Long Term Debts represent debts other than Short Term Debts as defined above and include installments of Term Loans repayable within 12 months grouped under Short term borrowings.

3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2023.

4. The post issue capitalization will be determined only after the completion of the allotment of Equity Shares.

*Annexure XXXIV*

**OTHER FINANCIAL INFORMATION**

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Net Worth **(A)** | 2,338.43 | 1,983.75 | 767.28 | 680.69 |
| Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) | 520.52 | 1,454.55 | 246.03 | 154.42 |
| Restated Profit after tax | 359.94 | 980.01 | 86.59 | 56.27 |
| Add: Prior Period Item | - | - | - | - |
| Adjusted Profit after Tax**(B)** | 359.94 | 980.01 | 86.59 | 56.27 |
| Number of Equity Share outstanding as on the End of Year/Period **(C)** | 8,58,490.00 | 8,58,490.00 | 7,10,700.00 | 7,10,700.00 |
| Weighted average no of Equity shares as on the end of the period year**(D)** | | | | |
| - Pre Bonus (D(i)) | 8,58,490 | 7,68,153 | 7,10,700 | 6,18,227 |
| - Post Bonus (D(ii)) | 77,26,410 | 76,36,073 | 75,78,620 | 74,86,147 |
| Face Value per Share | 10.00 | 10.00 | 10.00 | 10.00 |
| Restated Basic & Diluted Earnings Per Share (Rs.) **(B/D)** | | | | |
| - Pre Bonus (B/D(i)) | 41.93 | 127.58 | 12.18 | 9.10 |
| - Post Bonus (B/D(ii)) | 4.66 | 12.83 | 1.14 | 0.75 |
| Return on Net worth (%) **(B/A)** | 15.39% | 49.40% | 11.29% | 8.27% |
| Net asset value per share **(A/D(i)) (Pre Bonus)** | 272.39 | 258.25 | 107.96 | 110.10 |
| Net asset value per share **(A/D(ii)) (Post Bonus)** | 30.27 | 25.98 | 10.12 | 9.09 |

***Notes:-***

1. The ratios have been Computed as per the following formulas

(i) Basic Earnings per Share

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Weighted average number of equity shares outstanding at the end of the year / period}}$$

(ii) Net Asset Value (NAV) per Equity Share

$$\frac{\text{Restated Net Worth of Equity Share Holders}}{\text{Number of equity shares outstanding at the end of the year / period}}$$

(iii) Return on Net worth (%)

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Restated Net Worth of Equity Share Holders}}$$

2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses.

Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.

3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during 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 period.

6. The company issued 68,67,920 equity shares of Rs. 10/- each as bonus shares in the ratio of 8:1 (i.e. 8 (Eight) Fully paid Bonus Shares of Rs.10/- each has been allotted against the holding of 1 (One) equity shares of the Company) vide EGM resolution passed on 1st July, 2023 and alloted on 14th July, 2023. The effect of bonus shares are considered for calculation of EPS.

*ANNEXURE XXXV*

**RESTATED STATEMENT OF TAX SHELTER**

| Particulars | As at 30.06.2023 | As at 31.03.2023 | As at 31.03.2022 | As at 31.03.2021 |
|---|---|---|---|---|
| Net Profit/(Loss) before taxes (A) | 490.31 | 1,315.12 | 123.98 | 77.92 |
| Tax Rate Applicable % | 25.17% | 25.17% | 27.82% | 26.00% |
| Minimum Alternate Taxes (MAT) | 0.00% | 0.00% | 16.69% | 15.60% |
| **Adjustments** | | | | |
| Add: Depreciation as per Companies act | 17.05 | 60.35 | 58.74 | 44.77 |
| Add: Disallowance under Income Tax Act, 1961 | 27.61 | 8.34 | 5.49 | 0.68 |
| Less: Taxable under other heads of income | 24.75 | 97.60 | 26.86 | 2.49 |
| Less: Depreciation as per Income Tax Act, 1961 | 40.88 | 81.94 | 60.67 | 49.24 |
| Less: Deductions under Income Tax Act, 1961 | - | - | - | - |
| Less : Deffered Tax Credit Adjuted for computation of Tax under 115JB of Income Tax Act | | | | |
| **Net Adjustments(B)** | **(20.97)** | **(110.85)** | **(23.30)** | **(6.28)** |
| **Business Income (A+B)** | **469.34** | **1,204.27** | **100.68** | **71.64** |
| Income from Other Sources (Interest Income) | 24.75 | 97.60 | 26.86 | 2.49 |
| Interest on Income Tax Refund | - | - | - | - |
| Interest on security Deposit | - | - | - | - |
| Gross Total/ Taxable Income | 494.09 | 1,301.87 | 127.53 | 74.13 |
| Less: Deductions U/S 80JJAA | | | | - |
| **Net Total/ Taxable Income** | **494.09** | **1,301.87** | **127.53** | **74.13** |
| Unabsorbed Depreciation | - | - | - | - |
| Tax Payable as per Normal Rate | 124.35 | 327.65 | 35.48 | 19.27 |
| Tax Payable as per Special Rate: | - | - | - | - |
| Interest payable on above | - | - | - | - |
| Fee for default in furnishing return of income (section 234F) | | | | |
| Tax as per Income Tax **(C)** | 124.35 | 327.65 | 35.48 | 19.27 |
| Adjusted Book Profits for Computation of MAT U/s 115JB | | | | |
| Tax Payable as per Minimum Alternate Tax U/S 115 JB of the Income Tax Act,1961 **(D)** | - | - | 20.69 | 12.16 |
| **Net Tax (Higher of C & D)** | **124.35** | **327.65** | **35.48** | **19.27** |
| **Current tax as per restated Statement of Profit & Loss** | **124.35** | **327.65** | **35.48** | **19.27** |

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

***You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Statements which is included in this Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Consolidated Financial Statements for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021 including the related notes and reports, included in this Prospectus is prepared in accordance with requirements of the Companies Act, 2013 and restated in accordance with the SEBI (ICDR) Regulations, 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Restated Consolidated Financial Statements have been derived from our audited statutory financial statements. Accordingly, the degree to which our Restated Consolidated 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 Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.***

Our company is a manufacturer in forging industry and is engaged in manufacturing of forged Components catering to various industries. We manufacture precision machined components as per customer specifications and International Standard catering to the requirements of various industry such as Heavy Engineering, Steel Industry, Oil & Gas, Petrochemicals, Chemicals, Refineries, Thermal Power, Nuclear Power, Hydro Power, Cement Industry, Sugar and other related industries.

We have expertise in manufacturing different forging components as per international standards like AISI, BS, IS, DIN etc. Some of our common running components are Rounds, Shafts, Blanks and complete finished engineering, spare parts e.g. Gear coupling, Hub, Round, Flange, other all kinds of engineering spares as per customer specifications. These products are mainly manufactured in carbon steel, alloy steel, stainless steel, Nickel and Tools Alloys. The company has a state-of-the-art forging facilities and machining capabilities to cater to the requirements of its domestic & international customers. By integrating several processes under one facility, our company is in position to minimise cost and lead time. Our company has its well established design center with latest 3D software and highly trained technicians. We believe in continues improvement, hence challenging ourselves by adhering to high quality standards and on time delivery. We have earned our name in a short span of time because of committed delivery and premium quality product.

For more details kindly refer our chapter titled "***Our Business***" on page 112 of this Prospectus.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the previous twelve months except:

- The company increased its's Authorised equity share capital from ₹1,00,00,000.00 to ₹11,00,00,000.00 vide resolution passed in its members meeting dated November 30, 2022.

- The Board of our Company has approved to raise funds through initial public offering in the Board meeting held on August 10, 2023.

- The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the extra ordinary general meeting held on August 21, 2023.

- Our Company was converted from a private limited company to public limited company vide resolution passed in its members meeting dated January 04, 2023 and a fresh certificate of incorporation consequent to conversion was issued on August 09,2023 by the Registrar of Companies, Kolkata, West Bengal bearing Corporate Identification Number U27100WB2007PLC116674.

- The Company issued 68,67,920 bonus Equity Shares in the proportion of 8:1 (Eight) fully paid equity share of ₹10.00 each allotted against 1(One) Equity Shares of ₹10.00 each vide resolution passed in its members meeting dated July 1st, 2023 effect of this bonus issue has been considered to calculate EPS.

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our company's future results of operations could be affected potentially by the following factors:

Our business is subjected to various risks and uncertainties, including those discussed in the section titled '***Risk Factors***' beginning on page 28 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Experienced Promoters

2. Integrated Manufacturing Facility

3. Long Standing Relation with Customers

4. Quality Assurance and Control

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

**The following table set forth certain key performance indicators for the years indicated:**

***(Rs. In Lakhs)***

| Key Financial Performance | For the period ended on June 30, 2023 | For the financial year ended on March 31, 2023 | For the financial year ended on March 31, 2022 | For the financial year ended on March 31, 2021 |
|---|---|---|---|---|
| Revenue from operations[(1)] | 2,954.57 | 11,585.41 | 7,111.97 | 2,640.88 |
| EBITDA[(2)] | 495.77 | 1,356.95 | 219.18 | 150.74 |
| EBITDA Margin[(3)] | 16.78% | 11.71% | 3.08% | 5.71% |
| PAT | 359.69 | 980.01 | 86.59 | 56.27 |
| PAT Margin[(4)] | 12.17% | 8.46% | 1.22% | 2.13% |
| Networth[(5)] | 2,338.43 | 1,983.75 | 767.28 | 680.69 |
| RoE %[(6)] | 16.64% | 71.25% | 11.96% | 9.85% |
| RoCE% [(7)] | 17.86% | 55.78% | 10.31% | 10.05% |

**Notes:**

[(1)] *Revenue from Operations means the Revenue from Operations as appearing in the Restated Consolidated Financial Statements*

[(2)] *EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income*

[(3)] *'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations*

[(4)] *'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.*

[(5)] *Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company less deferred tax assets.*

[(6)] *Return on Equity is ratio of Profit after Tax and Average Shareholder Equity*

[(7)] *Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term borrowings.*

For further detail on Key Performance Indicators of our company, please refer chapter titled "***Basis of Issue Price***" on page 89 of this Prospectus.

## STATEMENT OF SIGNIFICANT POLICIES

**Corporate Information:**

AMIC FORGING LIMITED is a Public Company domiciled in India originally incorporated as KALI MATA FORGING PRIVATE LIMITED on 19th June, 2007. Subsequently, name of the company was changed to AMIC FORGING PRIVATE LIMITED vide fresh certificate of incorporation dated 09th January, 2017. The company got converted to Public Limited Company vide certificate of incorporation dated 09th August,2023 issued by Registrar of Companies, Kolkata, having Corporate Identification Number U27100WB2007PLC116674. The company is in the business of manufacturing different forging components like Rounds, Shafts, Blanks and complete finished engineering, spare parts e.g. Gear coupling, Hub, Round, Flange, other all kinds of engineering spares as per customer specifications.

**Note 1- Significant Accounting Policies:**

**1.1 Basis of preparation of financial statements**

a) These financial statements are prepared under the historic cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP), on principles of Going Concern, Accounting Standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions thereof. The accounting policies are consistently applied by the Company.

b) The company holds 33.33% equity shares of M/s. Dakor Logistics LLP, hence Restated Consolidated Financial statements has been prepared in accordance with Accounting Standard-23 on the basis of Audited Consolidated financial statements of the company, however statutory audit of Consolidated financial statements for the F.Y. 2021-22 and 2020-21 have not been conducted by the company.

**1.2 Revenue Recognition**

- Revenue from sale of goods is recognised on accrual basis, net of rebates & discounts on transfer of significant risks & rewards of ownership to the buyer.
- Sale of goods is recognised net of Goods & Service Tax.
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- Share of Profit from Investment in LLP is taken on basis of Audited Financial Statements of those LLPs.

**1.3 Property, Plant & Equipment and Intangible Assets & Depreciation**

An item of property, plant and equipment is recognised as an asset if it is probable that future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it.

All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred.

Property, plant and equipment is stated at cost less accumulated depreciation and impairment.

Cost includes all direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use. Trial run expenses, if any are capitalised. Borrowing costs incurred during the period of construction is capitalised as part of cost of qualifying asset.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

**1.4 Depreciation & Amortization**

Depreciation is calculated on cost of items of property, plant and equipment over their estimated useful lives using the straight-line method, and is generally recognised in the Statement of Profit and Loss. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

**1.5 Investments**

Investments classified as long-term investments are stated at cost. Provision is made to recognize any diminution other than temporary in the value of such investments. Current investments are carried at lower of cost and fair value.

**1.6 Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business less

estimated cost of completion and the estimated cost necessary to make the sale. Scrap (if any) is valued at net realisable value. The cost is calculated on FIFO method.

**1.7 Employee Benefits**

**(a) Defined Contribution Plan:**

Contributions as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 towards provident fund and pension fund are charged to the Statement of Profit and Loss for the year when the contributions to the respective funds are due.

There is no other obligation other than the contribution payable to the respective funds.

**(b) Defined Benefit Plan:**

Gratuity being unfunded and are provided based on actuarial valuation made at the end of each financial year using the projected unit credit method.

**1.8 Borrowing Costs**

(a) Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalized for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

(b) Other Borrowing costs are recognized as expense in the period in which they are incurred.

**1.9 Taxes on Income**

1. To provide Current tax as the amount of tax payable in respect of taxable income for the period, measured using the applicable tax rates & tax laws.

2. To provide deferred tax on timing differences between taxable income & accounting income subject to consideration of prudence, measured using the tax rates & tax laws that have been enacted by the balance sheet date.

**1.10 Earnings per Share (EPS)**

(a) Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

(b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**1.11 Prior Period Items**

Prior Period and Extraordinary items and Changes in Accounting Policies having material impact on the financial affairs of the Company are disclosed in financial statements.

**1.12 Provisions / Contingencies**

(a) Provision involving substantial degree of estimation in measurements is recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

(b) Contingent Liabilities are shown by way of notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

(c) A Contingent Asset is not recognized in the Accounts.

**1.13 Segment Reporting**

**1. Business Segments:**

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment which is engaged in business of manufacturing of seating systems & work-stations and has manufacturing facilities in India. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

**2. Geographical Segments:**

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

**1.14 Balance Confirmation**

Trade payables, Trade Receivables as well as other balances confirmation certificates including due to MSME and Non MSME registered parties are not made available for verification. However it is stated that they have been verified by the management.

**1.15 Government Grants**

Grants received from Government agencies for Project Capital Subsidy are credited to Capital Reserve. Revenue grants are recognised as Other Income or Reduced from respective expenses in the period in which it they are received.

**1.16 Regrouping**

Previous year's figures have been regrouped and reclassified wherever necessary to match with current year grouping and classification.

**1.17 Pandemic (Covid-19) impact**

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on 11 March 2020. On 24 March 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus. The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position for the period ended on June 30, 2023 and has concluded that no there is no significant impact which is required to be recognized in the financial statements. Accordingly, no adjustments are required to be made to the financial statements.

**Discussion on Results of Operation**

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021.

**Results of Our Operations**

The following table sets forth select financial data from our Restated Consolidated Financial Statements of Profit and Loss for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021 the components of which are also expressed as a percentage of total revenue for such periods:

***(Amount in ₹ Lakhs)***

| **Particulars** | **June 30, 2023** | ***% of total income*** | **March 31, 2023** | ***% of total income*** | **March 31, 2022** | ***% of total income*** | **March 31, 2021** | ***% of total income*** |
|---|---|---|---|---|---|---|---|---|
| Revenue from Operations | 2954.57 | 99.17% | 11,585.41 | *99.16%* | 7,111.97 | *99.62%* | 2,640.88 | *99.91%* |
| Other income | 24.75 | 0.83% | 97.60 | *0.84%* | 26.85 | *0.38%* | 2.49 | *0.09%* |
| **Total Revenue (A)** | **2979.32** | **100%** | **11,683.01** | ***100.00 %*** | **7,138.82** | ***100.00 %*** | **2,643.37** | ***100.00 %*** |
| **Expenses:** | | | | | | | | |
| Cost of Material Consumed | 2353.40 | 78.99% | 9,993.38 | *85.54%* | 6,772.94 | *94.87%* | 2,377.61 | *89.95%* |
| Changes in Inventories | 0.00 | 0.00% | - | *0.00%* | 9.90 | *0.14%* | 49.69 | *1.88%* |
| Employee benefits expense | 30.39 | 1.02% | 103.77 | *0.89%* | 50.46 | *0.71%* | 12.64 | *0.48%* |
| Other expenses | 75.00 | 2.52% | 131.30 | *1.12%* | 59.49 | *0.83%* | 49.01 | *1.85%* |
| **Total Expenses (B)** | **2458.80** | **82.53%** | **10,228.46** | ***87.55%*** | **6,892.79** | ***96.55%*** | **2,488.96** | ***94.16%*** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Earnings Before Interest, Taxes, Depreciation & Amortization(C=A-B)** | **520.52** | **17.47%** | **1,454.55** | ***12.45%*** | **246.03** | ***3.45%*** | **154.42** | ***5.84%*** |
| Finance costs (D) | 13.16 | 0.44% | 79.08 | *0.68%* | 63.31 | *0.89%* | 30.54 | *1.16%* |
| Depreciation and amortization expenses (E) | 17.05 | 0.57% | 60.35 | *0.52%* | 58.74 | *0.82%* | 44.77 | *1.69%* |
| **Profit before exceptional items, extraordinary items and tax (F=C-D-E)** | **490.31** | **16.46%** | **1,315.12** | ***11.26%*** | **123.98** | ***1.74%*** | **77.11** | ***2.99%*** |
| **Exceptional Items** | | | | | | | | |
| Prior period item- Gratuity Provision for earlier years | - | 0.00% | - | *0.00%* | - | *0.00%* | **1.19** | *0.05%* |
| **Profit before tax (F=C-D-E)** | **490.31** | **16.46%** | **1315.12** | ***11.26%*** | **123.98** | ***1.74%*** | **77.92** | ***2.95%*** |
| **Tax Expenses** | | | | | | | | |
| - Current Tax | 124.35 | 4.17% | 327.65 | *2.80%* | 35.48 | *0.50%* | 19.27 | *0.73%* |
| - Prior Period Tax | - | 0.00% | - | *0.00%* | - | *0.00%* | 1.04 | *0.04%* |
| - Deferred Tax | 6.02 | 0.20% | 7.46 | *0.06%* | 1.91 | *0.03%* | 1.34 | *0.05%* |
| **Tax Expense for The Year (G)** | **130.37** | **4.38%** | **335.11** | ***2.87%*** | **37.39** | ***0.52%*** | **21.65** | ***0.82%*** |
| **Profit after tax (H=F-G)** | **359.94** | **12.08%** | **980.01** | ***8.39%*** | **86.59** | ***1.21%*** | **56.27** | ***2.13%*** |
| Add: Share of Profit/ (Loss) from Associate (I) | **-0.25** | **-0.01%** | **0.00** | *0.00%* | **-** | *0.00%* | **-** | *0.00%* |
| **Profit/ (Loss) for the year (J=H+I)** | **359.69** | **12.07%** | **980.01** | ***8.39%*** | **86.59** | ***1.21%*** | **56.27** | ***2.13%*** |

**Overview of Revenue and expenditure**

**Revenue and Expenditure**

*Total Income:* Our total income comprises of revenue from operations and other income.

*Revenue from operations:* Our revenue from operations comprises of Domestic Sale of Forged Products and Forging charges.

*Other Income:* Our other income comprises of Interest on FDR, Interest received on Loan, Interest on Income Tax Refund and Interest on Security Deposit with WBSEDCL.

*Expenses:* Our expenses comprise of Cost of Materials consumed, Change in Inventories, Employee Benefit Expenses, Finance Cost, Depreciation and Amortisation Expenses and Other Expenses.

*Cost of Materials consumed:* Our Cost of Materials consumed comprises of Opening stock of Raw-materials, purchase of raw material, closing stock of raw-material and Direct expenses- Forging & Annealing Charges, Power & Fuel, Oil & Lubricants, Manufacturing expenses, Stores purchases, Repairs & Maintenance Expenses, Factory Land Rent, carriage inward, Wages and Testing Charges.

*Changes in Inventories:* Our Changes in Inventories comprises of change in Stock of Finished goods and WIP from the beginning of the year to the end of the year.

*Employee Benefit Expenses*: Our employee benefit expense consists of Salaries & Wages, Director Remuneration, Contribution to ESI & PF, Gratuity Expenses & Employees Welfare Expenses.

*Finance Cost*: Our finance costs comprise of Interest on secured loans, Bank Charges & commission and Interest on unsecured loans.

*Depreciation and amortisation expenses:* Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on plant, property & Equipments & Intangible Assets.

*Other expenses:* Other expenses includes Advertisement, Audit Fees, Commission Expenses. Computer Expenses, Car & Scooter Expenses, Donation, Filing Fees, Rebates & Discounts, Insurance expenses, Interest on Statutory payments, Loss on Sale of motor car, MCA Expenditure written off, Office Expense, Packing Material, Professional Fees, Repairs &

maintenance charges, Rates & taxes, Subscription, Rebate & Discounts, Security service, Telecommunication Expense, Travelling & conveyance expenses and Transportation Expenses.

*Provision for Tax:* Income taxes are accounted for in accordance with Accounting Standard – 22 on "Accounting for Taxes on Income" ("AS-22"), prescribed under the Companies (Accounting Standards) Rules, 2006. Our Company provides for current tax, prior period tax, as well as deferred tax, as applicable.

Provision for current taxes is made at the current tax rates after taking into consideration the benefits available to our Company under the provisions of the I. T. Act.

Deferred tax arises from the timing differences between book profits and taxable profits that originate in one period and are capable of reversal in one or more subsequent periods and is measured using the tax rates and laws applicable as of the date of the financial statements. Our Company provides for deferred tax asset / liability on such timing differences subject to prudent considerations in respect of deferred tax assets.

**DISCUSSION OF PERIOD ENDED JUNE 30, 2023**

***Income***

*Total Revenue:* Our total revenue is ₹2,979.32 Lakh for the period ended June 30, 2023 which comprises of Revenue from Operations and Other income.

***Revenue from operations***

Our revenue from operations is ₹2,954.57 Lakhs for the period ended June 30, 2023.

***Other Income***

Our Other Income is ₹24.75 Lakhs for the period ended June 30, 2023 mainly comprising of Interest received on loan.

***Expenses***

Our total expenses excluding finance cost, depreciation and tax expenses is ₹2,458.80 Lakhs for the period ended June 30, 2023 due to the factors described below: -

***Cost of Material Consumed***

Our *Cost of Material Consumed* is ₹2,353.40 Lakhs for the period ended June 30, 2023.

***Changes in Inventories***

There is no change in inventories for the period ended June 30, 2023.

***Employee benefits expenses***

Our employee benefit expenses are ₹30.39 Lakhs for the period ended June 30, 2023 comprising of Salaries & Wages, Directors Remuneration, Contribution to ESI & EPF, Gratuity Expenses and Employee Welfare Expenses.

***Finance costs***

Our finance cost is ₹13.16 Lakhs for the period ended June 30, 2023 comprising of Interest on Secured and Unsecured loans and bank charges & Commission.

***Depreciation and amortization expense***

Our depreciation for the period ended June 30, 2023 is ₹17.05 Lakhs.

***Other expenses***

Our other expenses incurred during the period ended June 30, 2023 is ₹75.00 Lakhs which comprises of Advertisement, Audit Fees, Commission Exp, Computer Expenses, Travelling & Conveyance Expenses, Car & Scooter Expenses, Donation, Filling Fees, Office Expenses, Insurance expense, Interest on Statutory payments, Loss on Sale of Motor Car,

MCA Expenditure written off, Office Expenses, Packing Material, Professional Fees, Repairs & Maintenance, Rate & Taxes, Subscription , Rebate & Discounts, Security Service, Telecommunication Exp., Transport Expense.

***Exceptional Items***

There are no exceptional items for the period ended June 30, 2023.

***Profit before tax***

Our profit before tax stands at ₹490.31 Lakhs for the period ended June 30, 2023.

***Tax expenses***

Our tax expenses for the period ended June 30, 2023 amounted to ₹130.37 Lakhs.

***Share of Profit/(Loss) from Associates***

We have received share of loss from investment in our Associate namely Dakor Logistics LLP to the extent of ₹0.25 Lakhs for the period ended June 30, 2023.

***Profit After Tax***

Our profit after tax stands at ₹359.69 Lakhs for the period ended June 30, 2023.

**COMPARISON OF FY 2022-23 WITH FY2021-22**

***Income***

*Total Income:* Our total income increased by ₹4,544.19 lakhs or 63.65% to ₹11,683.01 Lakh for the financial year 2022-23 from ₹7,138.82 Lakh for the financial year 2021-22 due to the factors described below:

***Revenue from operations***

Our revenue from operations is ₹11,585.41 Lakhs for the financial year 2022-23 as compared to ₹7,111.97 Lakhs for the financial year 2021-22 representing an incline of 62.90% on account of increase in expansion of business.

***Other Income***

Our Other Income increased from ₹26.86 Lakhs in financial year 2021-22 to ₹97.60 Lakhs in financial year 2022-23 due to increase in Interest Received on Loan.

***Expenses***

Our total expenses excluding finance cost, depreciation and tax expenses is ₹10,228.46 Lakhs for the financial year 2022-23 as compared to ₹6,892.79 Lakhs for the financial year 2021-22 representing an increase of 48.39% due to the factors described below: -

***Cost of Material Consumed***

Our *Cost of Materials Consumed* is ₹ 9,993.38 Lakhs for the financial year 2022-23 as compared to ₹6,772.94 Lakhs for the financial year 2021-22 representing an increase of 47.55% due to increase in purchase of raw materials, closing stock, Forging & Annealing Charges, Power & Fuel, Oil and Lubricants, Manufacturing Expenses, Store Purchase, Testing Charges, Wages, Carriage Inward and Factory Land Rent which was partially set off against decrease in repairs & maintenance.

***Changes in Inventories***

Our changes in inventories is nil for the financial year 2022-23 as compared to ₹ 9.90 Lakhs for the financial year 2021-22 representing a 100% change as we do not have any opening or closing inventory of finished goods for current year.

***Employee Benefits Expenses***

Our employee benefit expenses are ₹103.77 Lakhs for the financial year 2022-23 as compared to ₹50.46 Lakhs for the financial year 2022-23 representing an increase of 105.65% due to increase in Salaries & Wages, Directors' Remuneration, Contribution to ESI & PF and Gratuity Expenses which was partially set off against decrease in Employee Welfare Expenses.

***Finance Costs***

Our finance cost is ₹79.08 Lakhs for the financial year 2022-23 as compared to ₹63.31 Lakhs for the financial year 2021-22 representing an increase of 24.91% on account of increase in Interest on secured and Unsecured Loan which was partially set off against decrease in Bank Charges & Commissions.

***Depreciation and Amortization Expense***

Our depreciation increased by 2.75% to ₹60.35 Lakhs for the financial year 2022-23 from ₹58.74 Lakhs for the financial year 2021-22 due to addition in assets during the year.

***Other expenses***

Our other expenses increased by 120.69% to ₹131.30 Lakhs for the financial year 2022-23 from ₹59.49 Lakhs for the financial year 2021-22, which is 1.12% and 0.83% of the total revenue of respective years. The increase was mainly due to increase in Advertisement, Audit Fees, Car & Scooter Expenses, Rebate & Discount, Insurance expenses, MCA Expenditure written off, Office Expense, Packing Material, Professional Fees, Printing & Stationary, Rates & Taxes, Security Service, Telecommunication Expenses, Travelling & Conveyance Expenses, Transportation Expenses which was partially set off against decrease in Computer Expenses, Donation, Loss on sale of Motor Car, Repairs & maintenance, Subscription.

***Exceptional Items***

There was no expenses on account of Exceptional Items in FY 2022-23 and FY 2021-22.

***Profit Before Tax***

Our profit before tax increased by 960.78% to ₹1,315.12 Lakhs for the financial year 2022-23 from ₹123.98 Lakhs for the financial year 2021-22. The increase was mainly due to the factors described above.

***Tax Expenses***

Our tax expenses for the financial year 2022-23 amounted to ₹335.11 Lakhs as against tax expenses of ₹37.39 Lakhs for the financial year 2021-22. The net increase of ₹297.72 Lakhs is on account of increase in Current tax due to increase in profits which partially set off with Deferred Tax Assets.

***Share of Profit/(Loss) from Associate***

We have received share of profit from investment in our Associate namely Dakor Logistics LLP to the extent of ₹0.00 Lakhs in financial year 2022-23. There was no such profit from associate in financial year 2021-22.

***Profit After Tax***

Our profit after tax increased by 1031.82 % to ₹980.01 Lakhs for the financial year 2022-23 from ₹86.59 Lakhs for the financial year 2021-22, reflecting a net increase of ₹893.42 Lakhs mainly due to expansion of business and increase in revenue.

**COMPARISON OF FY 2021-22 WITH FY 2020-21**

***Income***

*Total Income*: Our total income increased by ₹4,495.45 lakhs or 170.06% to ₹7,138.82 Lakh for the financial year 2021-22 from ₹2,643.37 Lakh for the financial year 2020-21 due to the factors described below:

***Revenue from operations***

Our revenue from operations is ₹7,111.97 Lakhs for the financial year 2021-22 as compared to ₹2,640.88 Lakhs for the financial year 2020-21 representing an incline of 169.30% on account of increase in expansion of business.

***Other Income***

Our Other Income increased from ₹2.49 Lakhs in financial year 2020-21 to ₹26.86 Lakhs in financial year 2021-22 due to increase in Interest Received on Loan.

***Expenses***

Our total expenses excluding finance cost, depreciation and tax expenses is ₹6,892.79 Lakhs for the financial year 2021-22 as compared to ₹2,488.96 Lakhs for the financial year 2020-21 representing an increase of 176.94% due to the factors described below:

***Cost of Material Consumed***

Our *Cost of Material consumed* is ₹6,772.94 Lakhs for the financial year 2021-22 as compared to ₹ 2,377.61 Lakhs for the financial year 2020-21 representing an increase of 184.86% due to increase in increase in opening stock of raw materials, purchase of raw materials, Forging & Annealing Charges, Power & Fuel, Manufacturing Expenses, Store Purchase, Testing Charges, Wages, Carriage Inward, Factory Land rent and Repairs & maintenance.

***Changes in Inventories***

Our changes in inventories are ₹9.90 Lakhs for the financial year 2021-22 as compared to ₹49.69 Lakhs for the financial year 2020-21 representing a decline of 80.08% as we do not hold any inventory of finished goods in FY 2021-22.

***Employee Benefits Expenses***

Our employee benefit expenses are ₹50.46 Lakhs for the financial year 2021-22 as compared to ₹12.64 Lakhs for the financial year 2020-21 representing an increase of 299.17 % due to increase in Salary & Wages, Directors' Remuneration, Contribution to ESI & PF, Gratuity Expenses and Employee Welfare Expenses.

***Finance costs***

Our finance cost is ₹63.31 Lakhs for the financial year 2021-22 as compared to ₹30.54 Lakhs for the financial year 2020-21 representing an increase of 107.35 % on account of increase in Interest on secured and Unsecured Loan which was partially set off against decrease in Bank Charges & Commissions.

***Depreciation and Amortization Expense***

Our depreciation increased by 31.20% to ₹58.74 Lakhs for the financial year 2021-22 from ₹44.77 Lakhs for the financial year 2020-21 due to addition in assets during the year.

***Other expenses***

Our other expenses increased by 21.39% to ₹59.49 Lakhs for the financial year 2021-22 from ₹49.01 Lakhs for the financial year 2020-21, which is 0.83% and 1.85% of the total revenue of respective years. The increase was mainly due to increase Computer Expenses, Car & Scooter Expenses, Donation, Loss on sale of assets, Office expenses, Repairs & maintenance, Subscription, Postage & Courier, Packing material, Printing & Stationary, Rates & taxes, Security Service, Travelling & conveyance and Transport Expenses which was partially set off against decrease in Advertisement, Filing Expense, Interest on Statutory payments, commission expense, Rebates & Discounts, Insurance, Professional Fees and Rate & Taxes.

***Exceptional Items***

We have created a provision for gratuity for earlier years amounting to ₹1.19 Lakhs in the financial year 2020-21. Such provision for financial year 2021-22 has been re-grouped under its respective head.

***Profit Before Tax***

Our profit before tax increased by 59.11 % to 123.98 Lakhs for the financial year 2021-22 from ₹77.92 Lakhs for the financial year 2020-21. The increase was mainly due to the factors described above.

***Tax expenses***

Our tax expenses for the financial year 2021-22 amounted to ₹ 37.39 Lakhs as against tax expenses of ₹ 21.65 Lakhs for the financial year 2020-21. The net increase of ₹15.74 Lakhs is on account of increase in Current tax and Prior Period Tax which partially set off with Deferred Tax Assets.

***Share of Profit/(Loss) from Associate***

There was no such profit from associate in financial year 2021-22.

***Profit After Tax***

Our profit after tax increased by 53.87% to ₹86.59 Lakhs for the financial year 2021-22 from ₹56.27 Lakhs for the financial year 2020-21, reflecting a net increase of ₹30.31 Lakhs mainly due to increase in scale of operation.

**Changes in Cash Flows**

The table below summaries our cash flows from our Restated Consolidated Financial Statements for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021:

***(₹ in Lakh)***

| Particulars | For the period ended on June 30, | For the year ended March 31, | | |
|---|---|---|---|---|
| | 2023 | 2023 | 2022 | 2021 |
| Net cash (used in)/ generated from operating Activities | (9.85) | 1777.78 | 585.39 | (212.21) |
| Net cash (used in)/ generated from investing Activities | 120.26 | (1,259.75) | (1,158.87) | (184.68) |
| Net cash (used in)/ generated from financing Activities | (114.80) | (526.73) | 576.34 | 396.55 |
| Net increase/ (decrease) in cash and cash Equivalents | (4.39) | (8.50) | 2.86 | (0.33) |
| Cash and Cash Equivalents at the beginning of the period | 9.99 | 18.49 | 15.63 | 15.96 |
| Cash and Cash Equivalents at the end of the Period | 5.60 | 9.99 | 18.49 | 15.63 |

**Operating Activities**

**For the period ending June 30, 2023**

Our net cash used in operating activities was ₹9.85 Lakhs for the period ended on June 30, 2023. Our operating profit before working capital changes was ₹494.35 Lakhs for the period ended June 30, 2023 which was primarily adjusted against decrease in Inventories ₹325.63, increase in trade receivables by ₹141.56 Lakhs, increase in Short Term Loans & Advances ₹9.13 Lakhs, increase in Other Current Assets by ₹548.97 Lakhs, increase in other Non-Current Assets by ₹2.76 Lakhs, decrease in trade payables by ₹775.51 Lakhs, increase in other Current Liabilities by ₹772.37 Lakhs, increase in long term provisions by ₹2.36 Lakhs, decrease in short term provisions by ₹2.27 Lakhs which was further decreased by payment of Income Tax of ₹124.35.

**Financial year 2022-23**

Our net cash generated from operating activities was ₹ 1777.78 Lakhs for the year ended March 31, 2023. Our operating profit before working capital changes was ₹1,354.92 Lakhs for the financial year 2022-23 which was primarily adjusted against increase in Inventories of ₹624.80 Lakhs, increase in trade receivables by ₹786.93 Lakhs, increase in Short Term Loans & Advances ₹32.56 Lakhs, increase in Other Current Assets by ₹207.87 Lakhs, decrease in other non-current assets of ₹3.45 Lakhs, increase in trade payables by ₹1664.64 Lakhs, increase in other current liabilities by ₹733.66 Lakhs, increase in short term provision by ₹1.94 Lakhs, increase in long term provision by ₹6.10 Lakhs which was further decreased by payment of Income Tax of ₹327.85 Lakhs.

**Financial year 2021-22**

Our net cash generated from operating activities was ₹585.39 Lakhs for the year ended March 31, 2022. Our operating profit before working capital changes was ₹ 214.40 Lakhs for the financial year 2021-22 which was primarily adjusted against decrease in inventories by ₹81.71 Lakhs, increase in trade receivables by ₹486.42 Lakhs, increase in Other Non-current assets by ₹1.38 Lakhs, increase in Other Current Assets by ₹5.92 Lakhs, increase in trade payables by ₹786.96 Lakhs, increase in other current liabilities by ₹26.53Lakhs, increase in long term provision by ₹4.57 Lakhs and increase in short term provision by ₹0.42 Lakhs which was further decreased by Income Tax of ₹35.48 Lakhs.

**Financial year 2020-21**

Our net cash used in operating activities was ₹ 212.21 Lakhs for the year ended March 31, 2021. Our operating profit before working capital changes was ₹144.34 Lakhs for the financial year 2020-21 which was primarily adjusted against increase in inventories by ₹ 14.24 Lakhs, decrease in trade receivables by ₹ 596.08 Lakhs, increase in trade payables by ₹ 257.41 Lakhs, increase in short term provision by ₹0.08 Lakhs, increase in long term provision by ₹1.79 Lakhs and increase in other current liabilities by ₹7.38 Lakhs which was further decreased by Income Tax of ₹12.45 Lakhs & Prior period adjustment ₹0.43 Lakhs.

**Investing Activities**

**Period ended June 30, 2023**

Our net cash generated from investing activities was ₹120.26 Lakhs for the period ended June 30, 2023. These were on account of Purchase of Property, Plant & Equipment of ₹240.71 Lakhs, decrease in Non-Current Investments of ₹0.25 Lakhs, Interest income ₹24.75 Lakhs and decrease in Loans & Advances of ₹335.96 Lakhs.

**Financial year 2022-23**

Our net cash used from investing activities was ₹ 1,259.75 Lakhs for the financial year 2022-23. These were on account of Purchase of Property, Plant & Equipment of ₹311.04 Lakhs, increase in Non-Current Investments of ₹515.34 Lakhs, Interest income ₹97.60 Lakhs and increase in Loans & Advances of ₹530.97 Lakhs.

**Financial year 2021-22**

Our net cash used from investing activities was ₹1158.87 Lakhs for the financial year 2021-22. These were on account of Purchase of Property, Plant & Equipment of ₹ 184.48 Lakhs, increase in Loans & Advances of ₹ 903.09 Lakhs, increase in non-current investments ₹ 100.00 Lakhs, Realization from Sale of asset of ₹1.84 Lakhs and Interest and Dividend received of ₹26.86 Lakhs

**Financial year 2020-21**

Our net cash used from investing activities was ₹ 184.68 Lakhs for the financial year 2020-21. These were on account of Purchase of Property, Plant & Equipment of ₹ 26.59 Lakhs, increase in non-current investment of ₹ 150.00 Lakhs, increase in Loans and advances of ₹10.58 Lakhs and interest received of ₹2.49 Lakhs.

**Financing Activities**

**Period ended June 30, 2023**

Net cash used in financing activities for the financial year March 31, 2023 was ₹114.80 Lakhs which was primarily on account of issue related expenses ₹5.00 Lakhs, repayment of Borrowings of ₹97.80 lakhs, & Finance Cost of ₹12.00 Lakhs.

**Financial year 2022-23**

Net cash used in financing activities for the financial year March 31, 2023 was ₹526.73 Lakhs which was primarily on account of issuance of shares and increase in share capital ₹236.47 Lakhs, repayment of Borrowings of ₹686.15 lakhs, & Finance Cost of ₹77.05 Lakhs.

**Financial year 2021-22**

Net cash generated from financing activities for the financial year March 31, 2022 was ₹ 576.34 Lakhs which was primarily on account of proceeds from Long-Term Borrowings of ₹634.82 Lakhs & Finance Cost of ₹58.48 Lakhs.

**Financial year 2020-21**

Net cash used in financing activities for the financial year March 31, 2021 was ₹ 396.55 Lakhs which was primarily on account of proceeds from issue of shares ₹ 162.96 Lakhs, increase in Long-Term Borrowings by ₹257.73 Lakhs & Finance Cost of ₹24.14 Lakhs.

**Other Key Ratios**

The table below summaries key ratios in our Restated Consolidated Financial Statements for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021:

| Particulars | For the period ended on June 30, | For the year ended March 31, | | |
|---|---|---|---|---|
| | 2023 | 2023 | 2022 | 2021 |
| Fixed Asset Turnover Ratio | 2.96 | 14.95 | 13.44 | 6.49 |
| Current Ratio | 0.96 | 0.84 | 1.02 | 1.92 |
| Debt Equity Ratio | 0.21 | 0.26 | 1.37 | 0.58 |
| Inventory Turnover Ratio | 6.16 | 35.00 | 114.66 | 27.54 |

**Fixed Asset Turnover Ratio:** This is defined as revenue from operations divided by total fixed assets based on Restated Consolidated Financial Statements.

**Current Ratio:** This is defined as current assets divided by current liabilities, based on Restated Consolidated Financial Statements.

**Debt Equity Ratio:** This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Restated Consolidated Financial Statements.

**Inventory Turnover Ratio:** This is defined as average inventory divided by total turnover based on Restated Consolidated Financial Statements.

**Financial Indebtedness**

As on June 30, 2023, the total outstanding borrowings of our Company is ₹ 287.37 Lakhs. For further details, refer to the chapter titled "***Statement of Financial Indebtedness***" beginning on page 185 of this Prospectus.

***(₹in Lakh)***

| Particulars | As at June 30, 2023 |
|---|---|
| Loans from Banks & Financial Institutions | 132.20 |
| Unsecured Loans | 155.17 |
| **Total** | **287.37** |

**Related Party Transactions**

Related party transactions with our promoters, directors and their entities and relatives primarily relate to purchase and sale of products and services. For further information, please refer to the chapter titled "***Restated Consolidated Financial Statements***" on page 169 of this Prospectus.

**Off-Balance Sheet Items**

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

**Qualitative Disclosure about Market Risk**

**Financial Market Risks**

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

**Interest Rate Risk**

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

**Effect of Inflation**

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

**Credit Risk**

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

**Reservations, Qualifications and Adverse Remarks**

Except as disclosed in chapter titled "***Restated Consolidated Financial Statements***" beginning on page 169 of this Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled "***Restated Consolidated Financial Statements***" beginning on page 169 of this Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

## FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS

**Unusual or infrequent events or transactions**

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

**Significant economic changes that materially affected or are likely to affect income from continuing operations**

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

**Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the chapter titled "***Risk Factors***" beginning on page 28 of this Prospectus to our knowledge, 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.

**Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change**

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

**The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices**

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

**Total turnover of each major industry segment in which the Issuer Company operates**

Our Company is primarily engaged in the business of manufacturing of forged products and has manufacturing facilities in West Bengal, India. The Company primarily caters to the Indian market.

Relevant industry data, as available, has been included in the chapter titled "***Our Industry***" beginning on page 100 of this Prospectus.

**Competitive Conditions**

We have competition with Indian and international manufacturing companies and our results of operations could be affected by competition in the manufacturing industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies/ entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "***Risk Factors***" beginning on page 28 of this Prospectus.

**Increase in income**

Increases in our income are due to the factors described above in in this chapter under "*Factors Affecting Our Results of Operations*" and chapter titled "***Risk Factors***" beginning on page 28 of this Prospectus.

**Status of any Publicly Announced New Business Segments**

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new business segments

## STATEMENT OF FINANCIAL INDEBTEDNESS

**Brief details on the financial indebtedness of the "AMIC FORGING LIMITED" as on June 30, 2023 and October 31, 2023 are as under:**

**SECURED LOAN FROM BANKS:**

**(₹ in lakhs)**

| Name of Lender | Purpose | Sanctioned Amount | Rate of Interest | Primary & Collateral Security | Repayment Terms | Outstanding as on 30.06.2023 (₹ in lakhs) | Outstanding as on 31.10.2023 (₹ in lakhs) |
|---|---|---|---|---|---|---|---|
| HDFC Bank Limited | Working Capital Loan | 156.00 | 8.70% | Primary security as Stock & Book Debts and collateral security of Residential property at Flat no. 3A, Regent Park, Kolkata-700040 and personal guarantee of directors | Repayable on demand | (4.64) | Nil |
| Kotak Mahindra Bank Limited | Working Capital Loan | 400.00 | RPRR+ 3.5% | Primary Security on all current assets of the company. Collateral security of i) SOIP at Amic Forging Limited municipal holding no. 2/A/7/A,B,C,D, N.T. Road, Baidyabati, Serampur, Hoogly, West Bengal-712222, ii) SOIP at Mahabir Complex, N T Road, P S Bhadreswar, Hooghly -712124 owned by Associated Manufacture & Industries Corporation, iii) SORP at Orioles Nest, Block-I, Aspen, 3rd Floor, Unit no. 3A, Premise No.5, N S C Bose Road, Ward-97, Regent Park, Kolkata-700040 owned by Anshul Chamaria, Girdhari Lal Chamaria and Manju Chamaria. | 60 equated installments of Rs. 8.02 lakhs each | 275.54 | 252.4 |
| Kotak Mahindra Bank Limited | Working Capital Loan | 15.60 | 7.50% | | 42 equated installments of Rs. 0.49 Lakhs starting from 05.09.2021 after a monatarium of 7 months where only interest is payable | 6.49 | 4.69 |
| Kotak Mahindra Bank Limited | Working Capital Loan | 13.77 | 7.50% | | 40 equated installments of Rs. 0.43 Lakhs starting from 05.07.2021 after a monatarium of 5 months where only interest is payable | 4.94 | 3.33 |
| Kotak Mahindra Bank Limited | Cash Credit Business Loan | 175.00 | RPRR+ 3% | | 12 Months, Subject to renewal annually | (188.09) | 206.61 |
| Kotak Mahindra Bank Limited | Vehicle Loan | 54.00 | | | 54 equated installments of Rs. 1.07 Lakhs | 37.97 | 34.57 |

| Name of Lender | Purpose | Sanctioned Amount | Rate of Interest | Primary & Collateral Security | Repayment Terms | Outstanding as on 30.06.2023 (₹ in lakhs) | Outstanding as on 31.10.2023 (₹ in lakhs) |
|---|---|---|---|---|---|---|---|
| | | | | | starting from 05.11.2021 | | |
| **TOTAL** | | | | | | **132.21** | **501.61** |

**UNSECURED LOAN DETAILS**

**(₹ in lakhs)**

| Name of Lender | Amount Outstanding as on 30.06.2023 | Amount Outstanding as on 31.10.2023 |
|---|---|---|
| Lalita Dhanuka | 12.10 | 12.59 |
| R P Dhanuka | 10.00 | 10.41 |
| Maxworth Hirise Private Limited | 25.00 | 26.03 |
| Neelgagan Commodeal Private Limited | 15.00 | 15.62 |
| Nirmalkunj Tradelink Private Limited | 50.00 | 52.05 |
| Shree Karni Finance Private Limited | 40.00 | 41.64 |
| **Total** | **152.10** | **158.34** |

## SECTION X: LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no:*

*(i) criminal proceedings;*

*(ii) actions by statutory or regulatory authorities;*

*(iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action;*

*(iv) claims relating to direct and indirect taxes; and*

*(v) Material Litigation (as defined below); involving our Company, Directors or Promoters.*

*Our Board of Directors, in its meeting held on August 10, 2023, determined that outstanding litigation involving our Company, its directors, its promoters, and group companies shall be considered material ("**Material Litigation**") if:*

- *the monetary amount of claim by or against the entity or person in any such pending matter exceed 10.00 Lakh, and;*
- *the Board or any of its committees shall have the power and authority to determine suitable materiality thresholds for the subsequent financial years on the aforesaid basis of any other basis as may be determined by the Board or any of its committees.*

*Our Board of Directors, in its meeting held on August 10, 2023, determined that outstanding dues to the small-scale undertakings and other creditors exceeding 10% of the Company's trade payables as on date of the latest restated consolidated financial statements shall be considered material dues for the company for the purpose of disclosure in Prospectus. ("**Material Dues**").*

*Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at https://www.amicforgings.com.*

*Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.*

### A. LITIGATION INVOLVING OUR COMPANY:

**LITIGATIONS AGINST OUR COMPANY:**

**All criminal proceedings:**

Nil

**All actions by regulatory authorities and statutory authorities:**

Nil

**Claims related to direct and indirect taxes:**

**Direct Tax:**

As per website of Income Tax, the following e-proceedings are shown as pending with "open" or "pending" status. However, the amount has not been mentioned and cannot be crystallized:

| Assessment Year | Proceeding Name | Proceeding Status |
|---|---|---|
| 2018-19 | Adjustment u/s 143(1)(a) | Pending |
| 2021-22 | Adjustment u/s 143(1)(a) | Pending |
| 2022-23 | Issue Letter | Open |

| | | |
|---|---|---|
| 2023-24 | Issue Letter | Open |

**Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Company are still outstanding:

| Assessment Year | Section Code | Demand Identification Number | Date on which demand is raised | No. of Defaults | Outstanding Demand (in Rupees) | Final Interest (in Rupees) |
|---|---|---|---|---|---|---|
| 2021 | 154 | 20222021371069553 34C | August 23, 2022 | 1 | 0 | 62 |
| **Total** | | | | | **0** | 62 |

**Tax Deducted at Source (TDS):**

| Sr. No | Financial Year | Total Default (in Rupees) |
|---|---|---|
| 1. | 2023-24 | 15,810 |
| 2. | 2022-23 | 29,530 |
| 3. | 2021-22 | 3,040 |
| 4. | 2020-21 | 16,620 |
| 5. | Prior Years | 4,810 |
| **Total** | | **59,281** |

**Other Matters based on Materiality Policy of our Company:**

Nil

**LITIGATION FILED BY OUR COMPANY:**

**All criminal proceedings:**

Nil

**Other Matters based on Materiality Policy of our Company:**

Nil

## B. LITIGATION INVOLVING OUR PROMOTERS:

**LITIGATIONS AGINST OUR PROMOTERS:**

**All criminal proceedings:**

Nil

**All actions by regulatory authorities and statutory authorities:**

Nil

**Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the promoters in the last five financial years including outstanding action:**

Nil

**Claims related to direct and indirect taxes:**

**Direct Tax:**

As per website of Income Tax, the following e-proceedings are shown as pending with “open” or “pending” status. However, the amount has not been mentioned and cannot be crystallized:

| Assessment Year | Proceeding Name | Proceeding Status |
|---|---|---|
| **Girdhari Lal Chamaria** | | |
| 2017-18 | Notice u/s 142(1) | Open |
| 2017-18 | Notice u/s 142(1) | Open |

**Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Promoters are still outstanding:

| Assessment Year | Section Code | Demand Identification Number | Date on which demand is raised | No. of Defaults | Outstanding Demand (in Rupees) | Accrued Interest (in Rupees) |
|---|---|---|---|---|---|---|
| **Girdhari Lal Chamaria** | | | | | | |
| 2017 | 154 | 20182017370253364 20T | July 21, 2018 | 1 | 1,880 | 0 |
| **Anshul Chamaria** | | | | | | |
| 2006 | 143(1) | 20102006510833910 60T | September 17, 2007 | 1 | 331 | 0 |
| 2008 | 143(1) | 20102008510833910 72T | November 26, 2009 | 1 | 9,342 | 0 |
| 2010 | 143(1)(a) | 20112010100756164 24T | March 26, 2012 | 1 | 23,020 | 0 |
| **Manju Chamaria** | | | | | | |
| 2011 | 154 | 20172011100000560 50T | April 12, 2017 | 1 | 3,210 | 0 |
| **Total** | | | | | **37,783** | **0** |

**Other Matters based on Materiality Policy of our Company:**

Nil

**LITIGATION FILED BY OUR PROMOTERS:**

**All criminal proceedings:**

Nil

**Other Matters based on Materiality Policy of our Company:**

Nil

## C. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS):

**LITIGATIONS AGINST OUR DIRECTORS (OTHER THAN PROMOTERS):**

**All criminal proceedings:**

Nil

**All actions by regulatory authorities and statutory authorities:**

Nil

**Claims related to direct and indirect taxes:**

**Direct Tax:**

As per website of Income Tax, the following e-proceedings are shown as pending with "open" or "pending" status. However, the amount has not been mentioned and cannot be crystallized:

| Assessment Year | Proceeding Name | Proceeding Status |
|---|---|---|
| **Pravin Poddar** | | |
| 2016-17 | Defective Notice u/s 139(9) | Pending |

| | | |
|---|---|---|
| 2018-19 | Adjustment u/s 143(1)(a) | Pending |
| **Parma Nand Gupta** | | |
| 2016-17 | Defective Notice u/s 139(9) | Pending |

**Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Directors (Other than Promoters) are still outstanding:

| Assessment Year | Section Code | Demand Identification Number | Date on which demand is raised | No. of Defaults | Outstanding Demand (in Rupees) | Accrued Interest (in Rupees) |
|---|---|---|---|---|---|---|
| **Pravin Poddar** | | | | | | |
| 2018 | 143(1)(a) | 20192018370223632l3T | April 26, 2019 | 1 | 160 | 0 |
| **Parma Nand Gupta** | | | | | | |
| 2007 | 143(1) | 20102007510757228OOT | October 16, 2008 | 1 | 1,84,055 | 95,634 |
| **Total** | | | | | **1,84,215** | **95,634** |

**Other Matters based on Materiality Policy of our Company:**

Nil

**LITIGATION FILED BY OUR DIRECTORS (OTHER THAN PROMOTERS):**

**All criminal proceedings:**

Nil

**Other Matters based on Materiality Policy of our Company:**

Nil

## D. OUTSTANDINGS DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS:

In accordance with our Company's materiality policy dated August 10, 2023, below are the details of the Creditors where there are outstanding amounts as on June 30, 2023:

| Sr. No. | Particulars | Amount (in Rs.) |
|---|---|---|
| 1. | Total Outstanding dues to Micro, Small & Medium Enterprises | NIL |
| 2. | Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises | 2,139.23 |
| **Total** | | **2,139.23** |

## E. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET:

Except as mentioned under the chapter - "***Management Discussion and Analysis of Financial Condition and Result of Operation***" on page 170 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies / regulatory authorities / certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed on this behalf.*

*Following statements set out the details of licenses, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.*

The Company has its business located at the following locations:

**Registered Office:**

- 3A, Garstin Place, 2nd Floor, Kolkata, West Bengal – 700001, India

**Factory:**

- 2/A/7/A N.T. Road II (W-22), via Delhi Road, (Opp Balajee Forest) Baidyabati, Hooghly -712222

### I. APPROVALS FOR THE ISSUE

**Corporate Approvals**

The following approvals have been obtained or will be obtained in connection with the Issue:

a. Our Board of Directors have pursuant to a resolution passed at their meeting held on August 10, 2023, authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary.

b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on August 21, 2023.

**ISIN Number**

The Company's International Securities Identification Number ("ISIN") is INE0P9J01013.

**Lender Consent**

Our Company has received the consent letter on July 14, 2023, from Kotak Mahindra Bank.

**Stock Exchange**

In-principle approval letter no. LO\SME-IPO\PG\IP\319\2023-24 dated November 17, 2023 from BSE Limited for the listing of equity shares issued by our Company pursuant to the Issue.

### II. APPROVALS OBTAINED BY OUR COMPANY

| Sr. No. | Nature Of License / Approval | Registration / License No. | Issuing Authority | Date Of Grant | Validity |
|---|---|---|---|---|---|
| 1. | Certificate of Incorporation in the name of Kali Mata Forging Private Limited | U27100WB2007PTC116674 | Registrar of Companies, West Bengal | June 19, 2007 | One Time Registration |
| 2. | Certificate of Incorporation upon change of name from Kali Mata Forging Private Limited to Amic Forging Private Limited | U27100WB2007PTC116674 | Registrar of Companies, Kolkata | January 09, 2017 | One Time Registration |

| Sr. No. | Nature Of License / Approval | Registration / License No. | Issuing Authority | Date Of Grant | Validity |
|---|---|---|---|---|---|
| 3. | Certificate of Incorporation upon change of name from Amic Forging Private Limited to Amic Forging Limited pursuant to conversion from Private Company to Public Company. | U27100WB2007PLC116674 | Registrar of Companies, Kolkata | August 09, 2023 | One Time Registration |
| **TAX RELATED APPROVALS** | | | | | |
| 4. | Permanent Account Number ("PAN") | AADCK1084G | Income Tax Department, Government of India | June 19, 2007 | One Time Registration |
| 5. | Tax Deduction Account Number ("TAN") | CALA29455G | Income Tax Department, Government of India | October 13, 2023 | One Time Registration |
| **GOODS AND SERVICE TAX REGISTRATION** | | | | | |
| 6. | Certificate of Registration under West Bengal Goods and Services Tax Act, 2017 for Kolkata Office | 19AADCK1084G1ZK | Assistant Commissioner, GST, Esplanade, Government of India | September 08, 2023 | One Time Registration |
| **CERTIFICATE OF REGISTRATION UNDER STATE TAX ON PROFESSION, TRADES, CALLING AND EMPLOYMENTS ACTS** | | | | | |
| 7. | Certificate of Enrolment under the West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 | 192014042468 | Kolkata Central Range | June 09, 2015 | One Time Registration |
| 8. | Certificate of Registration under the West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979 | 191003266966 | Kolkata Central Range | June 09, 2015 | One Time Registration |
| **BUSINESS RELATED APPROVALS** | | | | | |
| 9. | Udyam Registration Certificate under Micro, Small and Medium Enterprises Development Act, 2006 | UDYAM-WB-10-0008906 | Government of India, Ministry of Micro, Small and Medium Enterprises | December 14, 2020 | One Time Registration |
| 10. | Certificate of Importer-Exporter Code | 0215013298 | Government of India, Ministry of Commerce and Industry | September 08, 2015<br><br>Last Modified: September 29, 2023 | One Time Registration |
| 11. | *Factory License under the Factories Act, 1948 | 18137 | Deputy Chief Inspector of Factories, West Bengal for The Chief Inspector of Factories, West Bengal | April 18, 2022 | December 31, 2024 |

| Sr. No. | Nature Of License / Approval | Registration / License No. | Issuing Authority | Date Of Grant | Validity |
|---|---|---|---|---|---|
| 12. | *Consent to Establish (NOC) from Environmental Point of View | NOC No. NO172602 | Member Secretary, West Bengal Pollution Control Board | April 21, 2022 | Not Traceable |
| 13. | *Consent to Operate under Section 25 & 26 of the Water (Prevention & Control of Pollution) Act, 1974 and Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 | CO132585 | Environmental Engineer, West Bengal Pollution Control Board, Kolkata | July 20, 2022` | May 31, 2027 |
| 14. | **Provisional Fire NOC under West Bengal Fire Services Act, 1950 | Memo No. F&FS/Hgly/FSR/DN-144/16/R-131/16 (209/16) | Divisional Fire Officer, Hoogly Division, W.B. Fire & Emergency Services | October 26, 2016 | Valid unless cancelled |
| 15. | Certificate of Enlistment (Trade License) | 0100 51014953 | Kolkata Municipal Corporation | August 19, 2023 | March 31, 2024 |
| 16. | Certificate under West Bengal Shops and Establishments Act, 1963 | KL03841N2023000075 | Labour Department, Government of West Bengal | August 31, 2023 | Valid unless cancelled |
| 17. | Permanent Certificate of Enlistment under the West Bengal Municipal Act, 1993 | 0917P2214823220496 | Baidyabati Municipality Serampore, Hooghly | September 19, 2023 | September 18, 2024 |
| **LABOUR RELATED APPROVALS** | | | | | |
| 18. | *Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952 | WBHLO0056851000 | Employees Provident Fund Organisation, Ministry of Labour and Employment | December 24, 2019 | One Time Registration |
| 19. | **Registration under Employees State Insurance Act, 1948 | 41000185730000699 | Assistant Director, Employees State Insurance Corporation, Kolkata – West Bengal | June 22, 2010 | One Time Registration |

*The above-mentioned approvals are in the previous name of the Company i.e., Amic Forging Private Limited. The Company is in the process of changing its name from Amic Forging Private Limited to Amic Forging Limited in all its approvals.

**The above-mentioned approvals are in the name of Kali Mata Forging Private Limited. The Company has already changed its name from Kali Mata Forging Private Limited to Amic Forging Private Limited and is in the process of changing its name from Amic Forging Private Limited to Amic Forging Limited in all its approvals.

## III. APPROVALS OBTAINED / APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

| Sr. No. | Word / Label / Mark / Design | Application No. | Class | Registration / Application date | Status / Validity |
|---|---|---|---|---|---|
| 1. | | 6042044 | 6 | July 28, 2023 | Accepted |

## IV. THE DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY:

| Sr. No. | Domain Name And Id | Iana Id | Creation Date | Expiry Date |
|---|---|---|---|---|
| 1. | **Domain name –** https://amicforgings.com/<br><br>**Domain ID –** 2030357894_DOMAIN_COM-VRSN | 303 | May 23, 2016 | May 23, 2024 |

## V. CERTIFICATES IN THE NAME OF THE COMPANY

| Sr. No. | Particulars / Description | Certificate / Registration Number | Date Of Registration | Expiry Date |
|---|---|---|---|---|
| 1. | *ISO 14001:2015 Certificate issued by TÜV SÜD South Asia Private Limited | 99 104 01535 | March 17, 2023 | March 16, 2026 |
| 2. | ISO 45001:2018 Certificate issued by Integral Certification (P) Limited | IN20231C-1 | November 09, 2023 | November 08, 2024 |
| *The above-mentioned Certificate is in the previous name of the Company i.e., Amic Forging Private Limited. The Company is in the process of changing its name from Amic Forging Private Limited to Amic Forging Limited in all its approvals. | | | | |

## VI. PENDING APPROVALS

NIL

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors, pursuant to a resolution passed at their meeting held on August 10, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary.

The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on August 21, 2023 authorized the Issue.

**In-principal Approval:**

Our Company has obtained In-principle approval from the BSE SME for using its name in the Offer Documents pursuant to an approval letter dated November 17, 2023. BSE Limited is the Designated Stock Exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, Promoters, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or persons in control of our Company are / were associated as promoters, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.

- Neither our Promoters, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.

- Neither our Company, nor our Promoters, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

### PROHIBITION BY RBI

Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers. 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 under chapter titled "***Outstanding Litigations and Material Developments***" beginning on page 187 of this Prospectus.

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, the Promoters and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Prospectus.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled "***Outstanding Litigations and Material Developments***" beginning on page 187 of this 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 Offer"*** in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible in terms of Regulation 228, 229(2) and 230 of SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, Our Company is eligible for the Issue in accordance with Regulation 229(2) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post issue paid up capital shall not be more than ₹ 25.00 Crores and we may hence, Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "SME Platform of BSE Limited").

**We confirm that:**

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the total issue size. For further details pertaining to said underwriting please refer to chapter titled *"**General Information-Underwriting**"* beginning on page 53 of this Prospectus.

In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and a Market Makers to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this Issue on the SME Platform of BSE Limited. For further details of the arrangement of market making please refer to chapter titled "***General Information***" beginning on page 53 and details of the Market Making Arrangements for this please refer to chapter titled "***The Issue***" beginning on page 47 of this Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations 2018, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

As per Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and / or other eligibility conditions of SME Platform of BSE Limited in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on June 19, 2007 with the Registrar of Companies, West Bengal under the Companies Act, 1956 in India.

2. Our Company is engaged in manufacturing of forged Components catering to various industries.

3. The Paid-up Capital of the Company is ₹772.64 Lakh comprising 77,26,410 equity shares.

4. The Post Issue Paid up Capital (Face Value) of the company will be ₹ 1,048.84* Lakh comprising 1,04,88,410* Equity Shares. So, the company has fulfilled the criteria of Post Issue Paid up Capital shall be more than Ten Crore Rupees and upto Twenty-Five Crore Rupees.
   **Subject to finalisation of the Basis of Allotment*

***5.*** The Net worth, Cash Accruals and Net Tangible Assets of the Company as per the Restated Consolidated Financial Statements of our Company for the period ended on June 30, 2023 and financial year ended on March 31, 2023; 2022 and 2021 are as set forth below:

***(₹ in Lakhs)***

| Particulars | For the period ended on June 30, | For the financial year ended on March 31 | | |
|---|---|---|---|---|
| | 2023 | 2023 | 2022 | 2021 |
| Networth [(1)] | 2,338.43 | 1,983.75 | 767.28 | 680.69 |
| Cash Accruals [(2)] | 507.36 | 1,375.47 | 182.72 | 123.88 |
| Net Tangible Assets [(3)] | 2,338.43 | 1,983.75 | 767.28 | 680.69 |

*[(1)] Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.*

*[(2)] Cash accruals has been defined as the Earnings before depreciation and tax from operations.*

*(3) Net Tangible Assets are defined as the sum of total fixed assets plus currents assets minus liabilities minus intangible assets*

6. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depositary Services Limited (CDSL) dated March 31, 2023 and National Securities Depository Limited (NSDL) dated March 23, 2023 for dematerialization of its Equity Shares already issued and proposed to be issued.

7. The Company has not been referred to Board for Industrial and Financial Reconstruction.

8. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.

9. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.

10. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.

11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

12. There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to BSE for listing on SME Platform of BSE Limited.

13. The Company has a website www.amicforgings.com

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of BSE Limited.

## 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.

## DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE BOOKING RUNNING LEAD MERCHANT BANKER, GRETEX CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE BOOK RUNNING LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MERCHANT BANKER, GRETEX CORPORATE SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 21, 2023.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.**

**Note:**

The filing of this Prospectus does not, however, absolve our Company from any liabilities under sections 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and 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 Book Running Lead Manager any irregularities or lapses in this Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies at Kolkata in terms of Section 26 and 32 of the Companies Act, 2013.

## DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk. The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Gretex Corporate Services Limited) and our Company on August 21, 2023 and the Underwriting Agreement dated August 21, 2023 entered into between the Underwriters and our Company and the Market Making Agreement dated August 21, 2023 between our Company, Book Running Lead Manager and Market Maker and Addendum to the Market Making Agreement dated November 21, 2023 between our Company, Book Running Lead Manager and Market Makers. All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere. The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:** Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

## 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 Offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

## PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by M/s. Gretex Corporate Services Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer Annexure A to this Prospectus and the website of the Book Running Lead Manager at www.gretexcorporate.com.

## 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 ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform 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 Kolkata, West Bengal 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 Prospectus has been filed at SME Platform of BSE Limited for its observations and BSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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 Prospectus in each jurisdiction, including India.

## DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

BSE Limited ("BSE") has vide its letter dated November 17, 2023 given permission to ***"Amic Forging Limited"*** to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME Platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company.

iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the Equity Shares are offered by the Company and investors are informed to take the decision to invest in the Equity Shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the Equity Shares are offered by the Company is determined by the Company in consultation with the Merchant Banker to the Issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by

such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME Platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME Platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

## DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction 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 Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## FILING

The Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001, Maharashtra, India. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus/ Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered for filing to the Registrar of Companies, West Bengal at Kolkata, Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata - 700020, West Bengal, India.

## LISTING

Application have been made to SME Platform of BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform of BSE Limited after the allotment in the Issue. BSE 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 SME Platform of BSE Limited is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this 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 SME Platform of BSE Limited mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated November 17, 2023 to use the name of BSE in this issue document for listing of equity shares on SME Platform of BSE Limited.

## IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

*Any person who-*

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under Section 447 of the Companies, Act 2013.*

## CONSENTS

Consents in writing Our Directors, Promoters, Key Managerial Personnel, Company Secretary & Compliance Officer, Chief Financial Officer, Peer Review Auditor and Statutory Auditor, Banker(s) to the Company; Book Running Lead Manager, Underwriters to the Issue, Market Makers to the Issue, Syndicate Member, Registrar to the Issue, Banker(s) to the Issue and Legal Advisor to the Issue to act in their respective capacities shall be obtained as required as required under Section 26 and 32 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. Our Statutory Auditor holding Peer Reviewed Certificate has given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s. AAA & Associates, Peer Review Auditor and Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "***Statement of Possible Tax Benefits***" relating to the possible tax benefits and Restated Consolidated Financial Statements as included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

## EXPERT TO THE ISSUE

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

- Report of the Statement of Possible of Tax Benefits.
- Report of the Auditor on the Restated Consolidated Financial Statements of our Company for the period ended on June 30, 2023 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 of our Company dated November 21, 2023.

## EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "***Objects of the Issue***" beginning on page 79 of this Prospectus.

## DETAILS OF FEES PAYABLE

**Fees Payable to the Book Running Lead Manager**

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

**Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated August 21, 2023 a copy of which is available for inspection at our Registered Office. The Registrar to the

Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post / speed post / under certificate of posting.

**Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013.

## PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and / or public issues since incorporation and are an ***"Unlisted Issuer"*** in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an ***"Initial Public Offering"*** in terms of the SEBI (ICDR) Regulations, 2018.

## CAPITAL ISSUES IN THE LAST THREE (3) YEARS BY LISTED GROUP COMPANIES / SUBSIDIARY / ASSOCIATES

None of our Group Company / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years. We do not have any subsidiary as on date of this Prospectus.

## PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled "***Capital Structure***" beginning on page 63 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the Initial Public Offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

## PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS.

None of the equity shares of Companies under same management are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

## PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an ***"Unlisted Issuer"*** in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an ***"Initial Public Offering"*** in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

## LISTED SUBSIDIARY / PROMOTER

We do not have any listed Subsidiary or Promoter Company as on date of this Prospectus.

## OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an ***"Unlisted Issuer"*** in terms of the SEBI (ICDR) Regulations, 2018, and this Issue is an ***"Initial Public Offering"*** in terms of the SEBI (ICDR) Regulations, 2018. Thus, there is no stock market data available for the Equity Shares of our Company.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, 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 may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company has appointed Bigshare Services Private Limited as the Registrar to the Issue to handle the investor grievances in co-ordination with the Compliance Officer of the 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 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 co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process 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 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.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on August 10, 2023. For further details, please refer to the chapter titled "***Our Management***" beginning on page 138 of this Prospectus.

Our Company has appointed **Ms. Neha Fatehpuria** as Company Secretary and Compliance Officer and she may be contacted at the following address:

**Ms. Neha Fatehpuria**
3A, Garstin Place, 2nd Floor, Kolkata – 700001, West Bengal, India
**Tel: 033 - 40668190**
**Email:** cs@amicforgings.com
**Website:** www.amicforgings.com/

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any Pre-Issue or Post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

**Status of Investor Complaints**

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

**Disposal of Investor Grievances by Listed Companies under the same Management**

None of our Group Companies / Associates / Subsidiary are listed on any Stock Exchange as on the date of filing this Prospectus.

## CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "***Capital Structure***" beginning on page 63 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

## REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

## TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled "***Statement of Possible Tax Benefits****"* beginning on page 95 of this Prospectus.

## PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

## SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

## PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled "***Our Management***" and "***Related Party Transactions***" beginning on pages 138 and 164 respectively of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

## SECTION XI: ISSUE RELATED INFORMATION

## TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government Of India, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government Of India, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III"), has been notified and made effective on a voluntary basis for public issues opening on or after September 1, 2023, and on a mandatory basis for public issues opening on or after December 1, 2023.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

### AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of our Board of Directors passed at their meeting held on August 10, 2023, subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the General Meeting.

The shareholders have authorized the Issue by a Special Resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on August 21, 2023.

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act, and our MoA and AoA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, '***Main Provisions of Article of Association'***, beginning on page 248 of this Prospectus.

## MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, Article of Association, the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 any other rules, regulations or guidelines as may be issued by Government of India in connection there to and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, in cash as per the provisions of the Companies Act and our Articles of Association. For further details in relation to dividends, please refer to sections titled, '***Dividend Policy***' and '***Main Provisions of Article of Association'***, beginning on page 168 and 248 respectively, of this Prospectus.

## FACE VALUE AND ISSUE PRICE

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ 121.00 per Equity Share ("Floor Price") and at the higher end of the Price Band is ₹ 126.00 per Equity Share ("Cap Price").

The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, were pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price was determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager and is justified under the Section titled, '***Basis for Issue Price***', beginning on page 89 of this Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

## COMPLIANCE WITH ICDR REGULATIONS

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

## COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the AoA, 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 Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws, 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, as may be applicable, terms of the Listing Regulations and the MoA and AoA of our Company.

For further details on the main provision of our Company's AoA dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and / or consolidation / splitting, etc., please refer to Section titled, '***Main Provisions of the Articles of Association***', beginning on page 248 of this Prospectus.

## MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all Applicants. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated March 23, 2023 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated March 31, 2023 between CDSL, our Company and Registrar to the Issue.

The ISIN no of the company is INE0P9J01013

## MARKET LOT AND TRADING LOT

Trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,000 Equity Share subject to a minimum allotment of 1,000 Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakhs per application.

## MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective Allottees is less than 50, no Allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 Working Days of closure of Issue.

## JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the First / Sole Applicant, along with other joint Applicant, may nominate any one person in whom, in the event of the death of Sole Applicant or in case of joint Applicant, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board of Directors, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with BRLM, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## ISSUE PROGRAMME

| | |
|---|---|
| **Bid/ Issue Opening Date** | Wednesday, November 29, 2023 |
| **Bid/ Issue Closing Date** | Friday, December 01, 2023 |
| **Finalization of Basis of Allotment with the Designated Stock Exchange** | On or about Wednesday, December 06, 2023 |
| **Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*** | On or about Thursday, December 07, 2023 |
| **Credit of Equity Shares to Demat accounts of Allottees** | On or about Friday, December 08, 2023 |
| **Commencement of trading of the Equity Shares on the Stock Exchange** | On or about Monday, December 11, 2023 |

*Note [1]Our Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period was opened one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations*

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions 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 no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid / Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid / Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock

Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum-Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidders on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/Issue Closing Date, Applicants are advised to submit their applications 1(one) day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Bid/Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Bid-Cum-Application Forms are received on the Issue Closing Date, as is typically experienced in public issue, some Bid-Cum-Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Bid-Cum-Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software / hardware system or otherwise.

In accordance with 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 Investors can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Investors, 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 from SME platform of BSE Limited may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable,

will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

## MINIMUM SUBSCRIPTION

In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten, so this Issue is not restricted to any minimum subscription level .

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of Prospectus, the Application Amount has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 8 days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1.00 Lakhs (Rupees One Lakhs) per application.

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.

## ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, the Market Makers shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

## APPLICATION BY ELIGIBLE NRIS, FPIS / FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND ELIGIBLE QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs / FIIs registered with SEBI or VCFs or Eligible QFIs. Such Eligible NRIs, Eligible QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of allocation.

NRIs, FPIs / FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and / or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

## AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

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 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this 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 Equity Share allocation.

## RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-issue Equity Shares and Promoters minimum contribution in the Issue as detailed in the Section titled, '***Capital Structure***', beginning on page 63 of this Prospectus, and except as provided in the AoA of our Company, there are no restrictions on transfer and transmission and on their consolidation / splitting of Equity Shares. For further details, please refer to the Section titled, '***Main Provisions of the Articles of Association***', beginning on page 248 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the Applicants 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 Promoters, to acquire or receive any Equity Shares after the Issue.

## ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

In accordance with the ICDR Regulations, Allotment of Equity Shares to successful Applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

## MIGRATION TO MAIN BOARD

BSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME Platform of BSE Limited for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations, 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Platform of BSE Limited on a later date subject to the following:

- If the Paid-up Capital of the Company is likely to increase above ₹ 25.00 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

- If the Paid-up Capital of the Company is more than ₹ 10.00 crores but below ₹ 25.00 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoters shareholders against the proposal.

## MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein the Market Makers to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME platform of BSE for a minimum period of 3 years from the date of listing on the SME Platform of BSE Limited. For further details of the Market Making Agreement dated August 21, 2023 between our Company, Book Running Lead Manager and Market Maker and Addendum to the Market Making Agreement dated November 21, 2023 between our Company, Book Running Lead Manager and Market Makers. please refer to Section titled, '***General Information - Details of the Market Making Arrangements for this Issue***', beginning on page 53 of this Prospectus.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Kolkata, West Bengal, 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.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue face value capital is more than ten crore rupees and upto twenty-five crore rupees. Our Company shall issue equity shares to the public and propose to list the same on the SME platform of BSE Limited. For further details regarding the salient features and terms of such this issue, please refer to chapter titled ***"Terms of the Issue"*** and ***"Issue Procedure"*** beginning on page 205 and 217 respectively of this Prospectus.

Initial Public Issue of 27,62,000 Equity Shares of ₹ 10.00 each (the "Equity Shares") for cash at a price of ₹ 126.00 per Equity Share (including a Share Premium of ₹ 116.00 per Equity Share), aggregating to ₹ 3,480.12 Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of 1,39,000 Equity Shares of face value of ₹ 10.00 each fully paid for cash at price of ₹ 126.00 per Equity Share (including a premium of ₹ 116.00 per Equity Share) aggregating to ₹ 175.14 Lakhs for subscription by the designated Market Makers (Market Maker Reservation Portion) and a Net Issue to Public of 26,23,000 Equity Shares of face value of ₹ 10.00 each fully paid for cash at price of ₹ 126.00 per Equity Share (including a premium of ₹ 116.00 per Equity Share) aggregating to ₹ 3,304.98 Lakhs (the Net Issue). The Issue and the Net Issue will constitute 26.33 % and 25.01 % respectively of the Post Issue Paid-up Equity Share Capital of the Company. The Issue is being made through the Book Building Process.

| Particulars of the Issue [2] | Market Maker Reservation Portion | QIBs [1] | Non-Institutional Investors | Retail Individual Investors |
|---|---|---|---|---|
| **Number of Equity Shares availablefor allocation** | 1,39,000 EquityShares | Not more than 13,10,000 Equity Shares | Not less than 3,94,000 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail IndividualBidders. | Not less than 9,19,000 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-InstitutionalBidders. |
| **Percentage of Issue Size available for allocation** | 5.03 % of the Issue Size | Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portionwill also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion. | Not less than 15% of the Issue less allocation to QIB Bidders and RIBs will be available for allocation. | Not less than 35% of the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation |
| **Basis of Allotment [3]** | Firm Allotment | Proportionate as follows (excluding the Anchor Investor Portion):<br><br>(a) 26,000 Equity | Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the | Allotment to each Retail Individual Bidder shall not be less than the maximum Bid lot, subject to availability |

| | | | | |
|---|---|---|---|---|
| | | Shares were made available for allocation on a proportionate basis to Mutual Funds only; and<br><br>Upto 4,98,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.<br><br>Up to 60% of the QIB Portion (of 7,86,000 Equity Shares were allocated on a discretionary basis to Anchor Investors of which one-third was available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price | availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see "***Issue Procedure***" beginning on page 217 of this Prospectus. | of Equity Shares in the Retail Portion and the remaining available Equity Shares is any, shall be allotted on proportionate basis. For details, see "***Issue Procedure***" beginning on page 217 of this Prospectus. |
| **Mode of Allotment** | Compulsorily in dematerialized form. | | | |
| **Minimum Bid Size** | 1,39,000 Equity Shares | Such number of Equity Shares and in multiples of 1,000 Equity Shares that the Bid Amount exceeds ₹200,000 | Such number of Equity Shares and in multiples of 1,000 Equity Shares that the Bid Amount exceeds ₹200,000 | 1,000 Equity Shares |
| **Maximum Bid Size** | 1,39,000 Equity Shares | Such number of Equity Shares in multiples of 1,000 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits | Such number of Equity Shares in multiples of 1,000 Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits | Such number of Equity Shares in multiples of 1,000 Equity Shares so that the Bid Amount does not exceed ₹200,000 |
| **Trading Lot** | 1,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018. | 1,000 Equity Shares and in multiples thereof | 1,000 Equity Shares and in multiples thereof | 1,000 Equity Shares and in multiples thereof |

| | | | | |
|---|---|---|---|---|
| **Terms of Payment** | Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the timeof submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] | | | |
| **Mode of Bid** | Only through the ASBA process. | | Only through the ASBA process | Through ASBA Process Through Banks or by using UPI ID for payment |

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

*(1) Our Company in consultation with the Book Running Lead Manager, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.*

*(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

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

*(4) Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under ***"Issue Procedure - Bids by FPIs"*** on page 217 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, our Company in consultation with Book Running Lead Manager, reserves the right not to proceed with this issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## JURISDICTION

Exclusive jurisdiction for the purpose of this issue is with the competent courts / authorities at Kolkata, West Bengal.

## ISSUE PROGRAMME

| | |
|---|---|
| **Issue Opening Date** | Wednesday, November 29, 2023 |
| **Issue Closing Date** | Friday, December 01, 2023 |

*Our Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period was opened one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period at the Application Centers mentioned in the Bid-Cum- Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

a) A standard cut-off time of 3.00 P.M. for acceptance of applications.

b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.

c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular bidder, the details as per physical Bid-Cum-application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

## ISSUE PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.*

*Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("UPI Phase III"), has been notified and made effective on a voluntary basis for public issues opening on or after September 1, 2023, and on a mandatory basis for public issues opening on or after December 1, 2023. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II of the UPI Circular, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular came into force for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Prospectus. The provisions of the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 are also deemed to form part of this Prospectus. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.50 million shall use the UPI Mechanism.*

*Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The BRLM shall be the nodal entity for any issues arising out of public issuance process.*

*Please note that the information stated / covered in this section may not be complete and / or accurate and as such would be subject to modification / change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares*

*that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.*

*This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.*

**Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the reduce time period of three working days has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline and submit confirmation of the unblock to the BRLMs and Registrar within the prescribed timelines would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post–Offer BRLMs will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

**PART A**

## BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue was allocated on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) was available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue was available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

***Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.***

## BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid / Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

**ANCHOR INVESTORS ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE THROUGH THE ASBA PROCESS.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

| Category | Colour* |
|---|---|
| Anchor Investor** | Grey |
| Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA) | White |
| Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA) | Blue |

*Excluding Electronic Bid cum Application Form
** Bid cum application for Anchor Investor were made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit / deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – "Designated Intermediaries")

| Sr. No. | Designated Intermediaries |
|---|---|
| 1. | An SCSB, with whom the bank account to be blocked, is maintained |
| 2. | A syndicate member (or sub-syndicate member) |
| 3. | A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') |
| 4. | A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| 5. | A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity) |

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange 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 and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| **For applications submitted by investors to intermediaries other than SCSBs:** | After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |

| | |
|---|---|
| **For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:** | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account. |

The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid / Issue Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut- off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification of Bids shall be allowed in parallel during the Bid / Issue Period until the Cut-Off Time. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions / investor complaints to the Sponsor Bank and the Bankers to the Issue. The BRLMs shall also be required to obtain the audit trail from the Sponsor Bank and the Bankers to the Issue for analysing the same and fixing liability.

Stock exchange shall allow modification of selected fields viz. DP ID / Client ID or Pan ID (Either DP ID / Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Bidders.

**Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid / Issue Opening Date.

Bid cum application for Anchor Investor were made available at the Office of the BRLM.

## WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: ―Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta‖. Applications by HUFs would be considered at par with those from individuals;

c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

d) Mutual Funds registered with SEBI;

e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;

h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder ‘s category;

j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

k) Foreign Venture Capital Investors registered with the SEBI;

l) Trusts / societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

m) Scientific and / or Industrial Research Organizations authorized to invest in equity shares;

n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;

o) Provident Funds with minimum corpus of ₹ 25.00 Crores and who are authorized under their constitution to hold and invest in equity shares;

p) Pension Funds and Pension Funds with minimum corpus of ₹ 25.00 Crores and who are authorized under their constitution to hold and invest in equity shares;

q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

r) Multilateral and bilateral development financial institution;

s) Eligible QFIs;

t) Insurance funds set up and managed by army, navy or air force of the Union of India;

u) Insurance funds set up and managed by the Department of Posts, India;

v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)

2. Partnership firms or their nominations

3. Foreign Nationals (except NRIs)

4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this 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 Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

## MAXIMUM AND MINIMUM APPLICATION SIZE

**1. For Retail Individual Bidders**

The Application must be for a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2.00 Lakh. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2.00 Lakh.

2. **For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs**):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2.00 Lakh and in multiples of 1,000 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 Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2.00 Lakh for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## METHOD OF BIDDING PROCESS

Our Company in consultation with the BRLM has decide the Price Band and the minimum Bid lot size for the Issue.

a) The Bid / Issue Period was for a minimum of three Working Days and did not exceed 10 Working Days. The Bid / Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid / Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all English Editions of Financial Express, an English National Newspaper, all Hindi Editions of Jansatta, a Hindi National Newspaper and Kolkata Edition of Arthik Lipi, (Bengali being the Regional Language of Kolkata where our Registered Office is located), each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.

b) During the Bid / Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid / Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a

Bidder / Applicant at or above the Issue Price will be considered for allocation / Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

e) Except in relation to the Bids received from the Anchor Investors, the BRLM / the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid / Issue Period i.e., one working day prior to the Bid / Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in ***"Escrow Mechanism - Terms of payment and payment into the Escrow Accounts"*** in the section ***"Issue Procedure"*** beginning on page 217 of this Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal / failure of the Issue or until withdrawal / rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

**BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid / Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalized the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque / demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding

Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

**PARTICIPATION BY ASSOCIATES / AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS:**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

**OPTION TO SUBSCRIBE IN THE ISSUE:**

a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c) A single application from any investor shall not exceed the investment limit / minimum number of Equity Shares that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

**INFORMATION FOR THE BIDDERS:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.

3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Red Herring Prospectus and / or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the

ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his / her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

**BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, considered participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakh. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakh.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid / Issue Opening Date and be completed on the same day.

5. Our Company in consultation with the BRLM, finalized allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:

- where allocation in the Anchor Investor Portion is up to 200.00 Lakh, maximum of 2 (two) Anchor Investors.

- where the allocation under the Anchor Investor Portion is more than 200.00 Lakh but upto 2500.00 Lakh, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and

- where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid / Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid / Issue Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid / Issue Closing Date. If the Issue Price is lower than the Anchor Investor

Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10. 50% of Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment and balance 50% shall be locked for the period of 3 months from the date of allotment of equity shares.

11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

**BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

**BIDS BY FPI INCLUDING FII'S**:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

**BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

**BIDS BY HUFS:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

**BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

**BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

**BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

**BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

1. equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

2. the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

3. the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and / or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.

b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.

c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form.

d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.

e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

**BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹ 25.00 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25.00 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund / pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

**BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

**BIDS BY SCSB'S:**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

**ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

## ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

## TERMS OF PAYMENT

The entire Issue price of ₹ 126.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

## PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a) In case of resident Anchor Investors: ― "Escrow Account Amic Forging Limited Anchor Investor- R"

b) In case of Non-Resident Anchor Investors: ― "Escrow Account Amic Forging Limited Anchor Investor- NR"

c) Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

**Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,

a) the applications accepted by them,

b) the applications uploaded by them

c) the applications accepted but not uploaded by them or

d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to;

(i) The applications accepted by any Designated Intermediaries

(ii) The applications uploaded by any Designated Intermediaries or

(iii) The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

| Sr. No. | Details* |
|---|---|
| 1. | Symbol |
| 2. | Intermediary Code |
| 3. | Location Code |
| 4. | Application No. |
| 5. | Category |
| 6. | PAN |
| 7. | DP ID |
| 8. | Client ID |
| 9. | Quantity |
| 10. | Amount |

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

- Name of the Bidder;

- IPO Name:
- Bid Cum Application Form Number;
- Investor Category PAN (of First Bidder, if more than one Bidder);
- DP ID of the demat account of the Bidder;
- Client Identification Number of the demat account of the Bidder;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
- Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and / or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, 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 Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid / Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid / Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

**Build of the Book**

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid / Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid / Issue Period.

## WITHDRAWAL OF BIDS

a) RIIs can withdraw their Bids until Bid / Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid / Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## PRICE DISCOVERY AND ALLOCATION

a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, finalised the Issue Price and the Anchor Investor Issue Price.

b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Bidder may refer to the Prospectus.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Prospectus.

e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

f) Allocation to Anchor Investors was at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

| Bid Quantity | Bid Amount (₹) | Cumulative Quantity | Subscription |
|---|---|---|---|
| 500 | 24 | 500 | 16.67% |
| 1,000 | 23 | 1,500 | 50.00% |
| 1,500 | 22 | 3,000 | 100.00% |
| 2,000 | 21 | 5,000 | 166.67% |
| 2,500 | 20 | 7,500 | 250.00% |

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹22.00. All Bids at or above this Issue Price and cut-off

Bids are valid Bids and are considered for allocation in the respective categories.

## SIGNING OF UNDERWRITING AGREEMENT AND REGISTERING OF RED HERRING PROSPECTUS / PROSPECTUS WITH ROC

a) Our company has entered into an Underwriting Agreement dated August 21, 2023.

b) A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 26 and 32 of Companies Act, 2013.

## PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid / Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

## ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid / Issue period and withdraw their Bids until Bid / Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

**Do‘s:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;

5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;

6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;

8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.

9. Ensure that the name(s) given in the Bid cum Application Form is / are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;

11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that the category and the investor status is indicated;

18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;

19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;

21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;

22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;

23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;

24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;

25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Dont's:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only.
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000.00 (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

## OTHER INSTRUCTIONS FOR THE BIDDERS JOINT BIDS

**Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form / Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

**Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

**Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit / refund orders / unblocking etc. the Investors can contact the Compliance Officer of our Company.

**Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

**Submission of Bids**

a) During the Bid / Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.

b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).

c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the Red Herring Prospectus .

## GROUNDS OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Red Herring Prospectus ;
- The amounts mentioned in the Bid cum Application Form / Application Form does not tally with the amount payable for the value of the Equity Shares Bid / Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Red Herring Prospectus ;

- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;

- Bid accompanied by Stock invest / money order / postal order / cash / cheque / demand draft / pay order;

- Signature of sole Bidder is missing;

- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid / Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Forms;

- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary 's account numbers.

- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;

- Bid by OCBs;

- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act.

- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form / Application Form at the time of blocking such Bid Amount in the bank account;

- Bids not uploaded on the terminals of the Stock Exchanges

- Where no confirmation is received from SCSB for blocking of funds;

- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form / Application Form. Bids not duly signed by the sole / First Bidder;

- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;

- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and

- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

## BASIS OF ALLOCATION

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Bidder may refer to the Prospectus.

- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the

Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Prospectus.

## ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

## BASIS OF ALLOTMENT

### a) For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 1,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 1,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### b) For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 1,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 1,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### c) For QIBs

For the Basis of Allotment to Anchor Investors, Bidders / Applicants may refer to the SEBI ICDR Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for 5.00 % of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5.00 % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5.00 % of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than 5.00 % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.

- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter for 95.00 % of the QIB Portion.

- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter, along with other QIB Bidders.

- Under-subscription below 5.00 % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than 13,10,000 Equity Shares.

**d) ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price was at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;

- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than 1,000 equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted 1,000 equity shares; and

- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of 1,000 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 1,000 equity shares subject to a minimum allotment of 1,000 equity shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Prospectus.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2.00 Lakh Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the 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.

**ISSUANCE OF ALLOTMENT ADVICE:**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

   The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**DESIGNATED DATE:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment / or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid / Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

## INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM:

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com

## BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS:

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## SUBMISSION OF BID CUM APPLICATION FORM:

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

## COMMUNICATIONS:

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the 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.

## DISPOSAL OF APPLICATION AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY:

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) working days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and / or imprisonment in such a case.

## RIGHT TO REJECT APPLICATIONS:

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

## IMPERSONATION:

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**"Any person who—**

(a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

## UNDERTAKINGS BY OUR COMPANY:

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;

2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.

3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

5. That our Promoter 's contribution in full has already been brought in;

6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;

7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

8. If our Company does not proceed with the Issue after the Bid / Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid / Issue

Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

9. If our Company withdraws the Issue after the Bid / Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;

10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

## UTILIZATION OF ISSUE PROCEEDS:

The Board of Directors of our Company certifies that:

1. All monies received out of the Issue shall be credited / transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;

2. Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized

3. Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and

4. Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL:

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated March 23, 2023 between NSDL, our Company and Registrar to the Issue; and

- Tripartite Agreement dated March 31, 2023 between CDSL, our Company and Registrar to the Issue.

The Company's equity shares bear an International Securities Identification Number INE0P9J01013

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 **("FEMA")**. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("**RBI**") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP")**.

The Government of India has from time to time made policy pronouncements on Foreign Direct Investments ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade ("**DPIIT**") issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2) / 2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current applicable sectoral cap, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is in the business of Media and Entertainment – Branding, Marketing, Events, MICE, R&R and E Commerce. As these sectors / activities are not specifically listed under the FDI Policy 2020, it shall come under the Permitted Sectors category, hence 100 % foreign direct investment through automatic route is permitted subject to applicable laws / regulations, security and other conditionalities.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non- Debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non- Debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the 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 and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve Bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

## INVESTMENT CONDITIONS / RESTRICTIONS FOR OVERSEAS ENTITIES

### i. Investment by FPIs under Portfolio Investment Scheme (PIS):

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through Issue, subject to total FPI investment being within the individual FPI investment limit of below 10% of the total paid-up equity capital of the Indian Company on a fully diluted basis and subject to the aggregate limit of all FPIs put together being 24% of the total paid-up equity capital of the Indian company on a fully diluted basis. However, this aggregate limit of 24% may be increased up to sectoral cap / statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body, respectively before March 31, 2020. With effect from April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian

company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FDI Policy, 2020, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

**ii. Investment by NRI or OCI on repatriation basis:**

As per Schedule 3 of the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, an NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorised dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

**iii. Investment by NRI or OCI on non-repatriation basis**

As per Schedule 4 of the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, purchase by an NRI / OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs / OCIs, on non-repatriation basis of shares and convertible debentures or warrants issued by a company without any limit either on the stock exchange or outside, it will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. However, NRI / OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs / OCIs, is prohibited from making any investment, under Schedule 4, in capital instruments or units of a Nidhi company or a company engaged in agricultural / plantation activities or real estate business or construction of farm houses or dealing in transfer of development rights.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

## SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013**
**(COMPANY LIMITED BY SHARES)**
***ARTICLES OF ASSOCIATION**

**OF**

**AMIC FORGING LIMITED**
**(Company Incorporated under Companies Act, 1956)**

| | **INTERPRETATION** | |
|---|---|---|
| 1. | In the Regulations unless the context otherwise require:-<br>(a) "the Company" or "this Company" means AMIC FORGING LIMITED<br>(b) "the Act" means the "Companies Act, 2013 and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.<br>(c) "these Regulations" means these Articles of Associations as originally framed or as altered, from time to time.<br>(d) "the office" means the Registered Office for the time being of the Company.<br>(e) "the Seal" means the common seal of the Company.<br>(f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall includes bodies corporate and all other persons recognized by law as such.<br>(g) "month" means a calendar month and "year" means financial year respectively.<br>(h) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.<br>(i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.<br>(j) The Company is a "Public Company" within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly means a company which-<br>a) is not a private company;<br>b) has minimum paid up share capital as may be prescribed. | |
| 2. | The Regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them. | |
| | **CAPITAL AND INCREASE AND REDUCTION OF CAPITAL** | |
| 3. | The Authorised Share Capital of the Company shall be such amount; divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association of the Company; with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential , convertible, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force. | Share Capital |

***Adopted vide Special Resolution passed in Extra-ordinary General Meeting held on August 25, 2023 subject to approval by the Regulatory Authorities.***

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|---|---|---|
| 4. | The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new shares which may be unclassified and may be classified at the time of issue in one or more classes and such amount or amounts as may be deemed expedient. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall | Increase of Capital by the Company how carried into effect |

| | | |
|---|---|---|
| | prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013. | |
| 5. | Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. | New Capital same as existing capital |
| 6. | The Board shall have the power to issue a part of authorised capital by way of non- voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, in the event it is permitted by law to issue shares without voting rights attached to the subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force. | Non-Voting Shares |
| 7. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith. | Redeemable Preference Shares |
| 8. | The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares and in circumstances provided under Section 47(2). | Voting rights of preference shares |
| 9. | On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:<br>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption.<br>(b) No such Shares shall be redeemed unless they are fully paid.<br>(c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed.<br>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.<br>(e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. | Provisions to apply on issue of Redeemable Preference Shares |
| 10. | The Company may (subject to the provisions of section 52, 55(1) & (2) of the Companies Act, 2013 and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce<br>(a) the share capital;<br>(b) any capital redemption reserve account; or<br>(c) any security premium account.<br>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. This Article is not to derogate from any power the Company would have, if it were omitted. | Reduction of capital |
| 11. | The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase. | Purchase of own Shares |
| 12. | Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the | Sub-division consolidation and cancellation of Shares |

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| | Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which 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. | |
| | **MODIFICATION OF RIGHTS** | |
| **13.** | Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Companies Act, 2013 be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted.<br><br>The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith. | Modification of rights |
| | **SHARES, CERTIFICATES AND DEMATERIALISATION** | |
| **14.** | The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013. | Restriction on allotment and return of allotment |
| **15.** | (1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-<br>(a) to persons who, at the date of the offer, 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:—<br>(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;<br>(ii) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;<br>(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 offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;<br>(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 prescribed; or<br>(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 prescribed.<br>(2) The notice referred to in sub-clause (a)(i) of Clause (1) 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.<br>(3) Nothing aforesaid shall apply to the increase of the subscribed capital of a 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:<br>Provided that the terms of issue of such debentures or loan containing such an option | Further issue of shares |

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| | 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. | |
| **16.** | Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the 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 person, in such 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 Companies Act, 2013) at a discount and at such time as they may from time to time think fit and with 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 Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. | Shares at the disposal of the Directors |
| 16A | (1) Without prejudice to the generality of the powers of the Board under Article 16 or in 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 thereunder and any other applicable laws, rules and regulations, at any point of time, offer existing or further 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 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.- sweat equity shares<br>(2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) 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 Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.<br>(3) 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 Articles 16A (1) and (2) above. | Power to offer Shares/options to acquire Shares |
| **17.** | (1) Where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.<br>(2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company:<br>(a) In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares;<br>(b) In writing off the preliminary expenses of the Company;<br>(c) In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company; or<br>(d) In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.<br>(e) For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013. | Application of premium received on Shares |
| **18.** | In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with | Power also to Company in General Meeting to issue Shares |

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| | the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares. | |
| 18A | (1) Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any existing or further 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) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or 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. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the aforesaid purpose.<br>(2) In addition to the powers contained in Article 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article. | Power of General Meeting to authorize Board to offer Shares/Options to employees |
| **19.** | The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely:<br>(a) the issue is authorized by a special resolution passed by the company;<br>(b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued;<br>(c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and<br>(d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules. | Shares at a discount |
| **20.** | If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided. | Installments of Shares to be duly paid |
| **21.** | Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its business or in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares. | The Board may issue Shares as fully paid-up |
| **22.** | Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register of Members shall for the purpose of this Article, be a Member. | Acceptance of Shares |
| **23.** | The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the | Deposit and call etc, to be debt payable |

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| | name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly. | |
| **24.** | Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share 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 requirements require or fix for the payment thereof. | Liability of Members |
| **25.** | **Definitions**: | |
| 25(A) | Beneficial Owner "Beneficial Owner" means a person whose name is recorded as such with a Depository.<br>SEBI "SEBI" means the Securities and Exchange Board of India.<br>Bye-Laws "Bye-Laws" mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996;<br>Depositories Act "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force;<br>Depository "Depository" means a company formed and registered under the Companies Act, 1956 or other in enactment and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;<br>Record "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;<br>Regulations "Regulations" mean the regulations made by SEBI;<br>Security "Security" means such security as may be specified by SEBI. | Dematerialization of securities |
| 25(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. | Dematerialization of securities |
| 25(C) | Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository.<br>Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security. | Options to receive security certificates or hold securities with depository |
| 25(D) | All Securities held by a Depository shall be dematerialized and shall be in a fungible form; | Securities in depositories to be in fungible form |
| 25(E) | (1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;<br>(2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;<br>(3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository. | Rights of depositories and beneficial owners |
| 25(F) | 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. | Depository To Furnish Information |
| 25(G) | Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs. | Service of documents |
| 25(H) | If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of | Option to opt out in respect of any security |

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| | intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be. | |
| 25(I) | Notwithstanding anything to the contrary contained in the Articles:<br>(1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository;<br>(2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository. | Sections 45 and 56 of the Companies Act, 2013 not to apply |
| **26.** | (a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name.<br>(b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of 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. | Share certificate |
| 26A | Every Member 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 so 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 60 days from the date of allotment, unless the conditions of issue thereof otherwise provide, or within 30 days 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 and 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 of Shares to one or several joint holders shall be a sufficient delivery to all such holder. | Limitation of time for issue of certificates |
| **27.** | No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.<br>PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized. | Renewal of share certificates |
| **28.** | 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, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50.00 for each certificate) as the Directors shall prescribe. Provided that no fee 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.<br>Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.<br>The provision of this Article shall mutatis mutandis apply to Debentures of the Company. | Issue of new certificate in place of one defaced, lost or destroyed |
| **29.** | If any Share(s) 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 all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles. | The first name joint holder deemed sole holder |

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| **30.** | In the event it is permitted by law 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 thought fit and as may be permitted by law. | Issue of Shares without Voting Rights |
| **31.** | Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law. | Buy-Back of Shares and Securities |
| **32.** | The Directors shall have the power to offer , 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. | Employees Stock Options Scheme/Plan |
| **33.** | Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition. | Sweat Equity |
| **34.** | The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company. | Postal Ballot |
| **35.** | 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. | Company not Bound to recognize any interest in Shares other than of registered holder |
| **36.** | (a) 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.<br>(b) 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. | Trust recognized |
| **37.** | (1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Share in the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner | Declaration by person not holding beneficial interest in any Shares |

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| | provided in the Act.<br>(2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.<br>(3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, of so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act<br>(4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration. | |
| **38.** | No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 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. | Funds of Company not to be applied in purchase of Shares of the Company |
| | **UNDERWRITING AND BROKERAGE** | |
| **39.** | Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at any time pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company. | Commission may be paid |
| **40.** | The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful. | Brokerage |
| **41.** | Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013. | Commission to be included in the annual return |
| | **DEBENTURES** | |
| **42.** | (a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business.<br>(b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act, 2013.<br>(c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act, 2013.<br>(d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance.<br>(e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture- stock allotted or transferred.<br>(f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof.<br>(g) The Company shall comply with the provisions of Section 2(16), 77 to 87 (inclusive) of the Companies Act, 2013 as regards registration of charges. | Debentures with voting rights not to be issued |
| | **CALLS** | |
| **43.** | (a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a | Directors may make calls |

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| | Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call.<br>(b) The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof. | |
| **44.** | Not less than fourteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call amount shall be paid. | Notice of call when to be given |
| **45.** | A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors. | Call deemed to have been made |
| **46.** | The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour. | Director may extend time |
| **47.** | If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly. | Amount payable at fixed time or by installments to be treated as calls |
| **48.** | If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part. | When interest on call or installment payable |
| **49.** | On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any 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 is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt. | Evidence in action by Company against share holder |
| **50.** | The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, 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, 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.<br>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.<br>The provisions of these Articles shall mutatis mutandis apply to the calls on | Payment in Anticipation of calls may carry interest |

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| | Debentures of the Company. | |
| | **LIEN** | |
| **51.** | Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided. | Partial payment not to preclude forfeiture |
| **52.** | The Company shall have first and paramount lien upon all 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; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article. | Company's lien on Shares/ Debentures |
| **53.** | The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same.<br>PROVIDED THAT no sale shall be made:-<br>(a) Unless a sum in respect of which the lien exists is presently payable; or<br>(b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is /presently payable has been given to the registered holder for the time being of the Share or the person entitled thereto by reason of his death or insolvency.<br>For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members<br>The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the Shares be affected by any irregularity, or invalidity in the proceedings in reference to the sale. | As to enforcing lien by sale |
| **54.** | (a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and<br>(b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale). | Application of proceeds of sale |
| **55.** | If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him 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. | If money payable on Shares not paid notice to be given |
| **56.** | For the purposes 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. | Sum payable on allotment to be deemed a call |
| **57.** | The notice shall name a day, (not being less than fourteen days form the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited. | Form of notice |
| **58.** | If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture. | In default of payment Shares to be forfeited |
| **59.** | When any Share shall have been so forfeited, notice of the forfeiture shall be given | Notice of |

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| | 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, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid. | Forfeiture to a Member |
| **60.** | Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit. | Forfeited Shares to be the property of the Company and may be sold etc. |
| **61.** | Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, 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 the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so. | Member still liable for money owning at the time of forfeiture and interest |
| **62.** | The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved. | Effects of forfeiture |
| **63.** | The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit. | Power to annul forfeiture |
| **64.** | (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or 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.<br>(b) 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.<br>(c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.<br>(d) Any such purchaser or allotee shall not (unless by express agreement) be liable to pay calls, amounts, installments, 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.<br>(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 of forfeiture |
| **65.** | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. | Provisions of these articles as to forfeiture to apply in case of Nonpayment of any sum |
| **66.** | Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto. | Cancellation of shares certificates in respect of forfeited Shares |
| **67.** | The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. | Evidence of forfeiture |
| **68.** | Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board 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 of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in | Validity of sale |

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| | 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. | |
| **69.** | The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit. | Surrender of Shares |
| **70.** | No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind. | No transfers to minors etc. |
| **71.** | The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. | Instrument of transfer |
| **72.** | (a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee.<br>(b) 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.<br>(c) For the purposes of clause (b) above 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 instrument 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. | Application for transfer |
| **73.** | The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with. | Execution of transfer |
| **74.** | A transfer of 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 the instrument of transfer. | Transfer by legal representatives |
| **75.** | The Board of Directors shall have power on giving not less than seven days pervious notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, 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 as it may seem expedient to the Board. | Register of Members etc when closed |
| **76.** | Subject to the provisions of Section 58 & 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act 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 on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. | Directors may refuse to register transfer |
| **77.** | In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person. | Death of one or more joint holders of Shares |
| **78.** | The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative | Titles of Shares of deceased Member |

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| | unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013. | |
| **79.** | 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 Companies Act, 2013. | Notice of Application when to be given |
| **80.** | Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to 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 Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks 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 as a holder, he shall execute an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the "Transmission Clause". | Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause) |
| **81.** | 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. | Refusal to register nominee |
| **82.** | 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. | Person entitled May receive dividend without being registered as a Member |
| **83.** | No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document. | No fee on transfer or transmissions |
| **84.** | Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board. | Transfer to be presented with evidence of title |
| **85.** | The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to 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 to do so, though it may have been entered or referred to in some book 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. | Company not liable for disregard of a notice prohibiting registration of transfer |
| | **CONVERSION OF SHARES INTO STOCK AND RECONVERSION** | |
| **86.** | The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares. | Share may be converted into stock |
| **87.** | The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the stock arose might before the conversion, have been transferred, or as near thereto as circumstances admit. | Transfer of stock |

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| | PROVIDED THAT the Board may, from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the Shares from which stock arose. | |
| **88.** | The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them in Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred those privileges or advantages. | Right of stock holders |
| **89.** | Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively. | Regulation applicable to stock and share warrant |
| | **BORROWING POWERS** | |
| **90.** | Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source.<br>PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article 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 this Article had been exceeded. | Power to borrow |
| **91.** | 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 debentures 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. | The payment or repayment of moneys borrowed |
| **92.** | 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 conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company. | Bonds, Debentures, etc. to be subject to control of Directors |
| **93.** | Any Debentures, Debenture-stock or other securities may be issued at a 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. However, 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. | Terms of issue of Debentures |
| **94.** | If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed. | Mortgage of uncalled capital |
| **95.** | Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability. | Indemnity may be given |
| | **RELATED PARTY TRANSACTIONS** | |
| **96.** | A. Subject to the provisions of the Act, the Company may enter into contracts with | Related Party |

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| | the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee.<br>B. Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting. | Transactions |
| | **MEETING OF MEMBERS** | |
| **97.** | i. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next.<br>ii. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time with which any Annual General Meeting may be held.<br>iii. Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a National holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.<br>iv. The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor.<br>v. At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting.<br>vi. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act. | Annual General Meeting |
| **98.** | The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting. | Report statement and registers to be laid before the Annual General Meeting |
| **99.** | All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting. | Extra-Ordinary General Meeting |
| **100.** | (1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is hereinafter specified:-<br>(a) Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.<br>(b) Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting.<br>(2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one- tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or<br>(3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter. | Requisitionists Meeting |

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| | (4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless:<br>(a) A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company.<br>i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting;<br>ii. In the case of any other requisition, not less than two weeks before the Meeting, and<br>(b) There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto.<br>PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.<br>The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.<br>Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members. | |
| **101.** | (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company. | Extra-Ordinary General Meeting by Board and by requisition |
| | (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors. | When a Director or any two Members may call an Extra-Ordinary General Meeting |
| **102.** | (1) In case of requisition the following provisions shall have effect:<br>(a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.<br>(b) The requisition may consist of several documents in like form each signed by one or more requisitionists.<br>(c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter.<br>(d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.<br>(e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called:<br>i. by the requisitionists themselves; or<br>ii. by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in | Contents of requisition, and Number of requisitionists required and the conduct of Meeting |

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| | sub clauses (c) of clause (I) whichever is less.<br>PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.<br>(2) A meeting called under sub-clause (c) of clause(1) by requisitionists or any of them:<br>(a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but<br>(b) shall not be held after the expiration of three months from the date of deposit of the requisition.<br>PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.<br>(3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.<br>(4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default. | |
| **103.** | (1) A General Meeting of the Company may be called by giving not less than twenty-one days' notice in writing.<br>(2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto:<br>i. In the case of Annual General Meeting by all the Members entitled to vote thereat; and<br>ii. In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting.<br>PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later. | Length of notice of Meeting |
| **104.** | (1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat.<br>(2) Subject to the provisions of the Act notice of every General Meeting shall be given;<br>(a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013;<br>(b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and<br>(c) to the Auditor or Auditors for the time being of the Company<br>(3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company. | Contents<br><br>and manner of service of notice and persons on whom it is to be served |
| **105.** | (1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to<br>i. the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors; | Special and ordinary business and explanatory statement |

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| | ii. the declaration of dividend;<br>iii. the appointment of Directors in the place of those retiring; and<br>iv. the appointment of, and the fixing of the remuneration of the Auditors, and<br>(b) In the case of any other meeting, all business shall be deemed special<br>(2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director.<br>PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up- share capital of the other company.<br>(3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid. | |
| **106.** | The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting. | Omission to give notice not to invalidate Proceedings |
| **107.** | No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting. | Notice of business to be given |
| **108.** | The quorum for General Meetings shall be as under:-<br>i. five members personally present if the number of members as on the date of meeting is not more than one thousand;<br>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;<br>iii. thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;<br>No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act, 2013. | Quorum |
| **109.** | If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called. | If quorum not present when Meeting to be dissolved and When to be adjourned |
| **110.** | Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is 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. | Resolution passed at adjourned Meeting |
| **111.** | At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman. | Chairman of General Meeting |
| **112.** | Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either | Act for resolution sufficiently done or passed by Ordinary |

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| | the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution. | Resolution unless otherwise required |
| **113.** | No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant. | Business confined to election of Chairman whilst the Chair is vacant |
| **114.** | (a) The Chairman may with the consent of Meeting at which a quorum is present and shall if so directed by the Meeting adjourn the Meeting from time to time and from place to place.<br>(b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place<br>(c) 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.<br>(d) 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 may adjourn Meeting |
| **115.** | Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles. | How questions are decided at Meetings |
| **116.** | A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company's General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution. | Chairman's declaration of result of voting on show of hands |
| **117.** | Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand. | Demand of poll |
| **118.** | A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken. | Time of taking poll |
| **119.** | In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member. | Chairman's casting vote |
| **120.** | Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause. | Appointment of scrutineers |
| **121.** | The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded. | Demand for poll not to prevent transaction of other business |
| **122.** | Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on 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. | Special Notice |
| | **VOTES OF MEMBERS** | |
| **123.** | A Member paying the whole or a part of the amount remaining unpaid on any Share | Member paying |

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| | held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable. | money in advance not to be entitled to vote in respect thereof |
| **124.** | No Member shall exercise any voting rights 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 exercised any right of lien. | Restriction on exercise of voting rights of Members who have not paid calls |
| **125.** | Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including a body corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company.<br>Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares.<br>A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken. | Number of votes to which Member entitled |
| **126.** | A Member of unsound mind, or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy. | Votes of Members of unsound mind |
| **127.** | If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof. | Votes of joint Members |
| **128.** | (a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member, shareholder, creditor or holder of Debentures of the Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficient evidence of the validity of the said representatives' appointment and his right to vote thereat.<br>(b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor 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 shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company. | Representation<br><br>ofbody corporate |
| **129.** | Any person entitled under the Transmission Article to transfer any Shares may vote | Votes in respects of |

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| | at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof. | deceased<br><br>or insolvent Members |
| **130.** | Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013. | Voting in person or by proxy |
| **131.** | On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons 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 | Rights of Members to use votes differently |
| **132.** | Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company. | Proxies |
| **133.** | An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting. | Proxy either for specified meeting or for a period |
| **134.** | No proxy shall be entitled to vote by a show of hands. | No proxy to vote on a show of hands |
| **135.** | The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarial certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company at least forty-eight hours before the time for holding the Meeting<br>at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid. | Instrument of proxy when to be deposited |
| **136.** | Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, 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 any officer or attorney duly authorized by it. | Form of Proxy |
| **137.** | 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 revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked. | Validity of votes given by proxy notwithstanding revocation of authority |
| **138.** | No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting. | Time for objection to vote |
| **139.** | The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive. | Chairman of any Meeting to be the judge of Validity of any value |
| **140.** | If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy thereof<br>examined with the original shall be delivered to the Company to remain in the custody of the Company. | Custody of Instrument |

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| | DIRECTORS | |
| **141.** | Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen. | Number of Directors |
| 141A | First Directors of the Company were:<br>**i.** GIRDHARI LAL CHAMARIA<br>**ii.** MANISH SINGHANIA | |
| **142.** | The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable. | Appointment of Directors |
| **143.** | Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein. | Debenture Directors |
| **144.** | (a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as "the corporation") out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.<br>(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.<br>(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall *ipso facto* vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.<br>(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.<br>(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s provided that if any such Nominee Director/s is/are an officer(s) of the Corporation.<br>Provided also that in the event of the Nominee Director(s) being appointed as Whole- | Nominee Director or Corporation Director |

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| | time Director(s); such Nominee Director/s shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation(s) nominated by him. | |
| **145.** | (a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaboration" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.<br>(b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.<br>(c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment. | |
| **146.** | The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the time being in office. | Limit on number of non-retiring Directors |
| **147.** | The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director. | Alternate Director |
| **148.** | The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election. | Directors may fill in vacancies |
| **149.** | Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board ("Additional Director") so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting. | Additional Directors |
| **150.** | A Director need not hold any qualification shares. | Qualification shares |
| **151.** | The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a | Director's sitting fees |

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| | Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine. | |
| **152.** | Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided.<br>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 either:<br>i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or<br>ii. by way of commission if the Company by a Special Resolution authorized such payment. | Extra remuneration to Directors for special work |
| **153.** | The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified. | Traveling expenses incurred by Directors on Company's business |
| **154.** | The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act for the purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes. | Director may act notwithstanding vacancy |
| **155.** | (1) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company:<br>(a) For the sale, purchase or supply of goods, materials or services; or<br>(b) for underwriting the subscription of any Share in or debentures of the Company;<br>(c) nothing contained in clause (a) of sub-clause (1) shall affect:-<br>(i) the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or<br>(ii) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business.<br>PROVIDED THAT such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.<br>(2) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into.<br>(3) Every consent of the Board required under this Article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause | Board resolution necessary for certain contracts |

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| | unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into.<br>(4) If 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.<br>(5) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation thereby established. | |
| **156.** | When the Company:-<br>(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or<br>(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with. | Disclosure to the Members of Directors' interest in contract appointing Managers, Managing Director or Whole-time Director |
| **157.** | (a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013. | Directors ofinterest |
| | (b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board after it is given. | General notice of disclosure |
| **158.** | 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 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with. | Directors and Managing Director may contract with Company |
| **159.** | A person shall not be capable of being appointed as a Director of the Company if:-<br>(a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;<br>(b) he is an un-discharged insolvent;<br>(c) he has applied to be adjudged an insolvent and his application is pending;<br>(d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence;<br>(e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or<br>(f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment. | Disqualification of the Director |
| **160.** | The office of Director shall become vacant if:-<br>(a) he is found to be of unsound mind by a Court of competent jurisdiction; or<br>(b) he applies to be adjudged an insolvent; or<br>(c) he is adjudged an insolvent; or<br>(d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or<br>(e) he fails to pay any call in respect of Shares of the Company held by him, | Vacation of office by Directors |

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| | 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 a notification in the Official Gazette removes the disqualification incurred by such failure; or<br>(f) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 185 of the Companies Act, 2013; or<br>(g) he being 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 by or on behalf of the Company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or<br>(h) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or<br>(i) if by notice in writing to the Company, he resigns his office, or<br>(j) having been appointed as 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. | |
| **161.** | Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect:<br>(a) for thirty days from the date of the adjudication, sentence or order;<br>(b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or<br>(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of. | Vacation of office by Directors (contd.) |
| **162.** | (a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office.<br>(b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.<br>(c) 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 a Company) shall be entitled to be heard on the resolution at the Meeting.<br>(d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so:<br>i. in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and<br>ii. send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of 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:<br>Provided that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.<br>(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is | Removal of Directors |

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| | removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.<br>(f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly<br>Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.<br>(g) Nothing contained in this Article shall be taken:-<br>i. as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or<br>ii. as derogating from any power to remove a Director which may exist apart from this Article. | |
| **163.** | No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings 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 such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void.<br>Provided however, that nothing herein contained shall apply to:-<br>(a) 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 a surety for the Company;<br>(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely;<br>(i) in his being:<br>(a) a director of such company; and<br>(b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or<br>(ii) in his being a member holding not more than two percent of its paid-up share capital. | Interested Directors not to participate or vote in Board's proceedings |
| **164.** | 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 Companies Act, 2013 may be applicable. | Director may be director of companies promoted by the Company |
| | **ROTATION AND APPOINTMENT OF DIRECTORS** | |
| **165.** | Not less than two third of the total number of Directors shall:<br>(a) Be persons whose period of the office is liable to termination by retirement by rotation and<br>(b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting. | Rotation ofDirectors |
| **166.** | Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate. | Retirement of Directors |
| **167.** | Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one- third or such of the Directors for the time being as are liable to retire by rotation. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation. | Retiring Directors |
| **168.** | (a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board | Appointment of Technical or Executive Directors |

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| | of Directors.<br>(b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid. | |
| **169.** | Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot. | Ascertainment of Directors retiring by Rotation and Filling of vacancies |
| **170.** | A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the Meeting at which he retires. | Eligibility for re-election |
| **171.** | At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto. | Company to fill vacancies |
| **172.** | (a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.<br>(b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless:<br>(i) at that Meeting or the previous Meeting a resolution for the re- appointment of such Director has been put to the Meeting and lost.<br>(ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed.<br>(iii) he is not qualified or is disqualified for appointment.<br>(iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or<br>(v) section 162 of the Companies Act, 2013 is applicable to the case | Provision in Default of appointment |
| **173.** | Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications. | Company may increase or reduce the number of Directors or remove any Director |
| **174.** | (a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it.<br>(b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re-appointment of retiring Directors in default of another appointment as therein before provided shall apply.<br>(c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment. | Appointment of Directors to be voted individually |
| **175.** | (1) No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution. | Notice of candidature for office of Directors except in certain cases |

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| | (2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed.<br>(3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.<br>(4) A person other than:<br>(a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or<br>(b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director. | |
| **176.** | Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given. | Disclosure by Directors of their holdings of their Shares and debentures of the Company |
| **177.** | A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as if it were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote. | Votes of Body Corporate |
| | **MANAGING DIRECTOR** | |
| **178.** | Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.<br>(a) The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable.<br>(b) Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation. | Powers to appoint Managing Director |
| **179.** | Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company. | Remuneration of Managing Director |
| **180.** | Subject 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 | Special position of Managing Director |

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| | Company and shall, *ipso facto* and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause. | |
| **181.** | The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they 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 they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers. | Powers of Managing Director |
| **182.** | The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole- time Directors of the Company and may exercise all the powers referred to in these Articles. | |
| **183.** | Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company. | |
| **184.** | The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit. | |
| **185.** | Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company. | |
| **186.** | The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they 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 they think expedient. | Appointment and powers of Manager |
| **187.** | Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act. | Power to appoint Whole-Time Director and/or Whole-time Directors |
| **188.** | Subject to the provisions of Section 152 of the Companies Act, 2013 and these Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall *ipso facto* and immediately ceases or otherwise cease to hold the | To what provisions Whole time Directors sha ll subject |

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| | office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re-appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors. | |
| **189.** | If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company. | Seniority of Whole Time Director and Managing Director |
| | **PROCEEDINGS OF THE BOARD OF DIRECTORS** | |
| **190.** | The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section 173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at least once in every three months and at least four such Meetings shall be held in every year. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum. | Meeting of Directors |
| **191.** | (a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher.<br>PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time.<br>(b) For the purpose of clause (a)<br>(i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and<br>(ii) "Interested Directors" mean any Directors whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter. | Quorum |
| **192.** | If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place. | Procedure when Meeting adjourned for want of quorum |
| **193.** | The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting. | Chairman of Meeting |
| **194.** | Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote. | Question at Board meeting how decided |
| **195.** | A meeting of the Board of Directors 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 for the time being of the Company which are vested in or exercisable by the Board of Directors generally. | Powers of Board meeting |
| **196.** | The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their | Directors may appoint Committee |

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| | appointments, but not otherwise, shall have the like force and effect, as if done by the Board. | |
| **197.** | The meetings 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 Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two. | Meeting of the Committee how to be governed |
| **198.** | (a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held.<br>(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution. | Circular resolution |
| **199.** | All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated. | Acts of Board or Committee valid notwithstanding defect in appointment |
| **200.** | The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.<br>Provided that the Board shall not, except with the consent of the Company in General Meeting :-<br>(a) 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 such undertaking;<br>(b) remit, or give time for the repayment of, any debt due by a Director,<br>(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;<br>(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;<br>(e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in | General powers of management vested in the Board of Directors |

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| | the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body;<br>(i) Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which may be contributed to charitable or other funds in a financial year under clause (e)<br>(ii) Provided further that the expression "temporary loans" in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature. | |
| **201.** | (1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board;<br>(a) the power to make calls, on shareholders in respect of money unpaid on their Shares,<br>(b) the power to issue Debentures,<br>(c) the power to borrow moneys otherwise than on Debentures,<br>(d) the power to invest the funds of the Company, and<br>(e) the power to make loans<br>Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub- clause (c),(d) and (e) to the extent specified below.<br>(2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate.<br>(3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate.<br>(4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases. | Certain powers to be exercised by the Board only at Meetings |
| **202.** | Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power:<br>(1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.<br>(2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act.<br>(3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right 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 Directors may believe or may be advised to be reasonably satisfactory.<br>(4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, 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 paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. | Certain powers of the Board |

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| | (5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.<br>(6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed.<br>(7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, 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 trust, and to provide for the remuneration of such trustee or trustees.<br>(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 and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made thereon.<br>(9) To act on behalf of the Company in all matters relating to bankruptcy and insolvency, winding up and liquidation of companies.<br>(10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.<br>(11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.<br>(12) 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 whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.<br>(13) To open bank account and 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 purpose.<br>(14) 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 the working expenses of the Company.<br>(15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.<br>(16) Before recommending any dividend, to set aside out of the profits of the | |

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| | | Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets 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 redeemable preference shares or debentures or debenture stock, and 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 at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.<br>(17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.<br>(18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager.<br>(19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration or salaries or emoluments.<br>(20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.<br>(21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys | |

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| | of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them.<br>(22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.<br>(23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants.<br>(24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India.<br>(25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.<br>(26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.<br>(27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.<br>(28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.<br>(29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.<br>(30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.<br>(31) To improve, manage, develop, exchange, lease, sell, resell and re- purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.<br>(32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either | |

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| | absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.<br>(33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.<br>(34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with. | |
| | **MANAGEMENT** | |
| **203.** | The Company shall have the following whole-time key managerial personnel,—<br>i. managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;<br>ii. company secretary; and<br>iii. Chief Financial Officer | Appointment of different categories ofKey managerial personnel |
| **203A** | The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company. | Same person May be Chairperson of the Board and MD/CEO |
| | **MINUTES** | |
| **204.** | (1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered.<br>(2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed:<br>(a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.<br>(b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said 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. | Minutes to be made |
| **205.** | (a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein. | Minutes to be evidence of the proceeds |
| | (b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section. | Books of minutes of General Meeting to be kept |
| **206.** | Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid. | Presumptions |
| | **THE SECRETARY** | |
| **207.** | The Directors may from time to time appoint, and at their 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 Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder. | Secretary |
| **208.** | (a) The Board shall provide for the safe custody of the seal.<br>(b) The seal of the company shall not be affixed to any instrument except by the | The Seal, its custody and use |

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| | authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one director and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. | |
| | **DIVIDENDS AND CAPITALISATION OF RESERVES** | |
| **209.** | (a) 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 Share in the Company, dividends may be declared and paid according to the amounts of the Shares;<br>(b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares. | Division of profits |
| **210.** | The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting. | The Company at General Meeting may declare dividend |
| **211.** | No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013. | Dividends out of profits only |
| **212.** | The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies. | Interim Dividend |
| **213.** | (a) The Directors may retain any dividends 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 the lien exists.<br>(b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same. | Debts may be deducted |
| **214.** | Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits. | Capital paid-up in advance to carry interest, not the right to earn dividend |
| **215.** | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid, but if any Share is issued on terms provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly. | Dividends in Proportion to amounts paid-up |
| **216.** | No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company. | No Member to receive dividend while indebted to the Company and the Company's right in respect thereof |
| **217.** | A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer. | Effect of transfer of Shares |
| **218.** | 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. | Dividend to joint holders |
| **219.** | The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means. | Dividend how remitted |
| **220.** | Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided. | Notice of dividend |

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| **221.** | The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied and pending such application, may at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Directors may from time to time think fit. | Reserves |
| **222.** | The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-<br>(a) where the dividend could not be paid by reason of the operation on any law; or<br>(b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or<br>(c) where there is dispute regarding the right to receive the dividend; or<br>(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or<br>(e) where 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. | Dividend to be paid within time required by law |
| **223.** | (a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of 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 within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "Amic Forging Limited *(year)*Unpaid Dividend Account".<br>(b) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Companies Act, 2013.<br>(c) No unclaimed or unpaid divided shall be forfeited by the Board. | Unpaid or unclaimed dividend |
| **224.** | Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls. | Set-off of calls against dividends |
| **225.** | No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation 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. | Dividends in cash |
| **226.** | (1) The Company in General Meeting may, upon the recommendation of the Board, resolve:<br>(a) That is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and<br>(b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion.<br>(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;<br>(a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or<br>(b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or<br>(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b)<br>(3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus shares. | Capitalisation |
| **227.** | The Board shall give effect to the resolution passed by the Company in pursuance of | Board to give effect |

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| | above Article. | |
| **228.** | (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;<br>(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<br>(b) Generally do all acts and things required to give effect thereto.<br>(2) The Board shall have full power:<br>(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<br>(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 capitalized of the amounts remaining unpaid on their existing Shares.<br>(3) Any agreement made under such authority shall be effective and binding on all such Members.<br>(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. | Fractional certificates |
| | **ACCOUNTS** | |
| **229.** | (1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to:<br>(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place<br>(b) all sales and purchases of goods by the Company<br>(c) the assets and liabilities of the Company and<br>(d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government<br>Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.<br>(2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause (1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours. | Books to be kept |
| **230.** | No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board. | Inspection by Members |
| **231.** | The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act. | Statements of accounts to be furnished to General Meeting |
| **232.** | (1) The Company shall comply with the requirements of Section 136 of the Companies Act, 2013.<br>(2) The copies of every balance sheet including the Profit & Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the | Right of Members or others to copies of balance sheet and Auditors' report and statement under |

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| | Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting.<br>(3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting. | Section 136 |
| **233.** | Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors. | Accounts to be audited |
| **234.** | (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013.<br>(2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.<br>(3) The company or shall not appoint or re-appoint—<br>(a) an individual as auditor for more than one term of five consecutive years; and<br>(b) an audit firm as auditor for more than two terms of five consecutive years:<br>Provided that—<br>(i) an individual auditor who has completed his term under clause (*a*) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term;<br>(ii) an audit firm which has completed its term under clause (*b*), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term:<br>(4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if—<br>(a) he is not disqualified for re-appointment;<br>(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and<br>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.<br>(5) Where at any annual general meeting, no auditor is appointed or re- appointed, the existing auditor shall continue to be the auditor of the company.<br>(6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.<br>(7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause (3). | Appointment of Auditors |
| | **DOCUMENTS AND NOTICES** | |
| **235.** | Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company | To whom documents must be served or given |
| **236.** | Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share. | Members bound by documents or notices served on or given to previous holders |
| **237.** | A document may be served on the Company or an officer thereof by sending it to the | Service of |

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| | Company or officer at the Registered Office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office. | documents on the Company |
| **238.** | Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company. | Authentication of documents and proceedings |
| | **REGISTERS AND DOCUMENTS** | |
| **239.** | The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:<br>(a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act, 2013<br>(b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013.<br>(c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act, 2013.<br>(d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act, 2013.<br>(e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013.<br>(f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013.<br>(g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act, 2013.<br>(h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act, 2013.<br>(i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013. | Registers and documents to be maintained by the Company |
| **240.** | The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken there from and copies thereof may be required by any Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting. | Inspection of Registers |
| | **WINDING UP** | |
| **241.** | If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions. | Distribution of assets |
| **242.** | (a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.<br>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights | Distribution in specie or kind |

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| | of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.<br>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly. | |
| **243.** | A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction. | Right of shareholders in case of sale |
| **244.** | Every Director or officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages Which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court. | Directors and others right to indemnity |
| **245.** | Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty. | Director, officer not responsible for acts of others |
| | **SECRECY CLAUSE** | |
| **246.** | Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. | Secrecy Clause |
| **247.** | No Member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose. | No Member to enter the premises of the Company without permission |
| | **GENERAL** | |
| **248.** | Wherever in the Act, it has been provided that the Company shall have any right, | General Power |

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| | privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. | |

## SECTION XIII: OTHER INFORMATION

## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at 3A, Garstin Place, 2nd Floor, NA Kolkata West Bengal 700001 India from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10:00 a.m. to 5:00 p.m.

### A. MATERIAL CONTRACTS

1. Memorandum of Understanding dated August 21, 2023 between our Company and the Book Running Lead Manager.

2. Registrar to the Issue Agreement dated August 21, 2023 between our Company and the Registrar to the Issue.

3. Underwriting Agreement dated August 21, 2023 between our Company, the Book Running Lead Manager and Underwriters.

4. Market Making Agreement dated August 21, 2023 between our Company, Book Running Lead Manager and Market Maker and Addendum to the Market Making Agreement dated November 21, 2023 between our Company, Book Running Lead Manager and Market Makers.

5. Banker to the Issue Agreement dated November 21, 2023 between our Company, the Book Running Lead Manager, Banker to the Issue / Sponsor Bank and Registrar to the Issue.

6. Syndicate Agreement dated November 21, 2023 among our Company, the Book Running Lead Manager and Syndicate Member.

7. Tripartite agreement between the National Securities Depository Limited, our Company and the Registrar dated March 23, 2023.

8. Tripartite agreement between the Central Depository Services (India) Limited, our Company and the Registrar March 31, 2023.

### B. MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Certificate of Incorporation dated June 19, 2007 issued by Registrar of Companies, West Bengal.

3. Fresh Certificate of Incorporation dated January 09, 2017 issued by Registrar of Companies Kolkata pursuant to name change of the company from “Kali Mata Forging Private Limited” to “Amic Forging Private Limited”.

4. Fresh Certificate of Incorporation dated August 09, 2023 issued by Registrar of Companies consequent to conversion of company from Amic Forging Private Limited to Amic Forging Limited pursuant to the conversion of our Company into a Public Limited Company.

5. Resolution of the Board of Directors of our Company, passed at the Meeting of the Board of Directors held on August 10, 2023 in relation to the Issue.

6. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held with a shorter notice on August 21, 2023 relation to the Issue.

7. The Statement of Possible Tax Benefits dated August 21, 2023 issued by the Statutory Auditor included in this Prospectus.

8. Statutory Auditor’s report for Restated Consolidated Financial Statements dated November 21, 2023 included in this Prospectus.

9. Certificate on Key Performance Indicators issued by our Statutory Auditor dated November 21, 2023.

10. Consents of the our Directors, Promoters, Key Managerial Personnel, Company Secretary & Compliance Officer, Chief Financial Officer, Peer Review Auditor and Statutory Auditor, Banker(s) to the Company; Book Running Lead Manager, Underwriters to the Issue, Market Makers to the Issue, Syndicate Member, Registrar to the Issue, Banker(s) to the Issue and Legal Advisor to the Issue to include their names in the Prospectus to act in their respective capacities.

11. Due Diligence Certificate dated November 21, 2023 addressed to SEBI from Book Running Lead Manager.

12. Approval from BSE Limited vide letter dated November 17, 2023 to use the name of BSE in this Offer Document for listing of Equity Shares on SME Platform of BSE Limited.

Any of the contracts or documents mentioned in this 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, with the consent of shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant provisions.

## DECLARATION

We, certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

| NAME AND DESIGNATION | SIGNATURE |
|---|---|
| **MR. GIRDHARI LAL CHAMARIA**<br>Managing Director<br>DIN: 00513552 | Sd/- |
| **MR. ANSHUL CHAMARIA**<br>Executive Director<br>DIN: 06586643 | Sd/- |
| **MS. RASHMI CHAMARIA**<br>Non- Executive Director<br>DIN: 09810941 | Sd/- |
| **MR. PRAVIN PODDAR**<br>Independent Director<br>DIN: 09003659 | Sd/- |
| **MR. PARMA NAND GUPTA**<br>Independent Director<br>DIN: 09824428 | Sd/- |

**SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY**

Sd/-
**MR. ANSHUL CHAMARIA**
Chief Financial Officer
PAN: ADXPC4583E

Sd/-
**MS. NEHA FATEHPURIA**
Company Secretary & Compliance Officer
PAN: AJOPD9374R

**Place:** Kolkata
**Date:** December 02, 2023

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES LIMITED**

| Sr. No. | Issuer Name | Issue Size (Cr) | Issue Price (In ₹) | Listing Date | Opening Price on Listing Date | + / -% change in closing price, [+ / -% change in Closing benchmark] 30th calendar days from listing | + / -% change in closing price, [+ / -% change in Closing benchmark] 90th calendar days from listing | + / -% change in closing price, [+ / -% change in Closing benchmark] 180th calendar days from listing |
|---|---|---|---|---|---|---|---|---|
| 1 | Steelman Telecom Limited | 26.02 | 96.00 | October 10, 2022 | 161.00 | 31.29, [5.25] | 0.21, [3.29] | -14.23, [3.18] |
| 2 | Reetech International Cargo and Courier Limited | 11.71 | 105.00 | October 10, 2022 | 82.00 | -0.78, [5.25] | -7.89, [3.29] | -14.23, [3.18] |
| 3 | ResGen Limited | 28.20 | 47.00 | March 13, 2023 | 49.00 | 18.10, [3.70] | -2.75, [7.53] | 67.49, [14.36] |
| 4 | Sudarshan Pharma Industries Limited | 50.10 | 73.00 | March 22, 2023 | 73.00 | 6.50, [2.47] | -1.23, [8.78] | 13.21, [16.12] |
| 5 | Retina Paints Limited | 11.10 | 30.00 | May 3, 2023 | 29.05 | 32.82, [2.21] | 55.54, [8.61] | 96.72, [7.06] |
| 6 | Innokaiz India Limited | 21.17 | 78.00 | May 11, 2023 | 148.20 | -21.86, [1.16] | -7.08, [6.61] | -22.88, [4.91] |
| 7 | Comrade Appliances Limited | 12.30 | 54.00 | June 13, 2023 | 87.00 | 15.80, [3.83] | 80.62, [6.31] | N.A. |
| 8 | Shelter Pharma Limited | 16.03 | 42.00 | August 23, 2023 | 39.97 | 4.62, [0.88] | 54.72, [0.76] | N.A. |
| 9 | Transteel Seating Technologies Limited | 49.98 | 70.00 | November 6, 2023 | 88.90 | N.A. | N.A. | N.A. |
| 10 | Kalyani Cast-Tech Limited | 30.11 | 139.00 | November 17, 2023 | 264.10 | N.A. | N.A. | N.A. |

*Sources: All share price data is from www.bseindia.com and www.nseindia.com.*

***Note:***

a. The BSE SENSEX and NSE NIFTY are considered as the Benchmark Index.

b. Price on BSE & NSE are considered for all the above calculations.

c. In case 30$^{th}$, 90$^{th}$ and 180$^{th}$ day is not a trading day, the price / index of the immediately preceding working day has been considered.

d. In case 30$^{th}$, 90$^{th}$ and 180$^{th}$ day, scripts are not traded then the share price is taken of the immediately preceding trading day.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Book Running Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the Book Running Lead Manager are provided.

**SUMMARY STATEMENT OF DISCLOSURE**

| Financial Year | Total no. of IPOs | Total Funds Raised (‘in Cr.) | No. of IPOs trading at Discount-30th calendar day from listing day | | | No. of IPOs trading at Premium-30th calendar day from listing day | | | No. of IPOs trading at Discount-180th calendar day from listing day | | | No. of IPOs trading at Premium-180th calendar day from listing day | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% | Over 50% | Between 25-50% | Less than 25% |
| 2021-22 | *3 | 46.39 | -- | -- | -- | 2 | -- | 1 | -- | -- | -- | 2 | -- | 1 |
| 2022-23 | **9 | 179.70 | -- | -- | 3 | 2 | 1 | 3 | -- | 2 | 1 | 5 | -- | 1 |
| 2023-24 | ***6 ^ | 140.68 | -- | -- | 1 | -- | 1 | 2 | -- | -- | 1 | 1 | -- | -- |

*Upto December 02, 2023*

**The script with Listing date PlatinumOne Business Services Limited (September 16, 2021), Markolines Traffic Controls Limited (September 27, 2021) and Clara Industries Limited (December 29, 2021)*

***The scrip with Listing date Goel Food Products Limited (June 28, 2022), Sailani Tours N Travels Limited (July 08, 2022), Jayant Infratech Limited (July 13, 2022), B-Right RealEstate Limited (July 13, 2022), Shantidoot Infra Services Limited (September 19, 2022), Steelman Telecom Limited (October 10, 2022), Reetech International Cargo and Courier Limited (October 10, 2022), ResGen Limited (March 13, 2023) and Sudarshan Pharma Industries Limited (March 22, 2023).*

**** The scrip with Listing date Retina Paints Limited (May 03, 2023), Innokaiz India Limited (May 11, 2023), Comrade Appliances Limited (June 13, 2023), Shelter Pharma Limited (August 23, 2023), Transteel Seating Technologies Limited (November 06, 2023) and Kalyani Cast-Tech Limited (November 17, 2023)*

*^ The scrip of Comrade Appliances Limited and Shelter Pharma Limited have not completed 180 Days from the date of listing and scrip of Transteel Seating Technologies Limited and Kalyani Cast-Tech Limited have not completed 30 and 180 Days from the date of listing*