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DRAFT RED HERRING PROSPECTUS
100% Book Built Issue
Dated: March 31, 2025
Please read Section 26 and 32 of the
Companies Act, 2013
(This Draft Red Herring Prospectus will
be updated upon filing with the RoC)



KASTURI METAL COMPOSITE LIMITED
CIN: U65465MH2005PLC157553

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
A30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra-444605-India	Akshar Business Park, S Wing, First Floor, Office No. S-1063A, Janta Market Road, Sector-25, Vashi, Navi Mumbai, Maharashtra-400703-India	Madhu Awasthi Company Secretary & Compliance Officer	E-mail: info@steelfiberindia.in Tel No: +0721-2520293/ 94/ 95	www.steelfiberindia.in

Promoter of the Company	Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai
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DETAILS OF THE ISSUE

Type	Fresh Issue Size (in ₹ lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ lakhs)	Eligibility
Fresh Issue	up to 27,52,000 Equity Shares aggregating up to ₹ [●] lakhs	Nil	[●]	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “**Basis for Issue Price**” on page 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “**Risk Factors**” beginning on page 26 of this Draft Red Herring Prospectus.

ISSUER ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Ravi Kumar Gupta	Email: ib@hemsecurities.com Tel. No.: +91- 022- 49060000

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 Bigshare Services Pvt. Ltd. Bigshare Services Private Limited	Mr. Asif Sayyed	Email: ipo@bigshareonline.com Tel No.: +91 22 6263 8200

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENS/ CLOSES ON*: [●]	BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON**: [●] ***
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*Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

**Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.

***The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.



KASTURI METAL COMPOSITE LIMITED
CIN: U65465MH2005PLC157553

Our Company was originally incorporated as a Private Limited Company under the name "Kasturi Metal Composite Private Limited" on November 24, 2005 bearing CIN: U28900MH2005PTC157553 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai. Subsequently, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on December 26, 2023 our company was converted into a Public Limited Company and consequently the name of our Company was changed from "Kasturi Metal Composite Private Limited" to "Kasturi Metal Composite Limited" vide a fresh Certificate of Incorporation dated March 19, 2024 issued by the Registrar of Companies, Central Processing Centre, bearing CIN U65465MH2005PLC157553.

Registered Office: A30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra-444605-India
Tel.: + 0721-2520293/ 94/ 95, **E-mail:** info@steelfiberindia.in, **Website:** www.steelfiberindia.in

Contact Person: Madhu Awasthi, Company Secretary & Compliance Officer

Promoter of our Company: Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 27,52,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF KASTURI METAL COMPOSITE LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.47% AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND MARATHI EDITION OF [●], REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF AMRAVATI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE ("BSE SME") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one Working Day, 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, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate 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 shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. 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 shall be available for allocation on a proportionate basis to Non-Institutional Bidders (1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than 2 lots and upto such lots equivalent to not more than ₹ 10 lakhs and 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs and the unsubscribed portion in either of the sub-categories, could be allocated to applicants in the other sub-category of NIBs) and not less than 35% of the Net Issue shall be available for allocation to 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 utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of Individual Bidders 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 271 of this Draft Red Herring Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "**Issue Procedure**" beginning on page 271 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "**Basis for Issue Price**" on page 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "**Risk Factors**" beginning on page 26 of this Draft Red Herring Prospectus.

ISSUER ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through Red Herring 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**" approval letter dated [●] from BSE Limited ("**BSE**") for using its name in the Issue Document for listing of our shares on the SME Platform of BSE Limited ("**BSE SME**"). For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("**BSE**").

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



Bigshare Services Pvt. Ltd.

HEM SECURITIES LIMITED

904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India

Tel. No.: +91- 22- 49060000;

Email: ib@hemsecurities.com

Investor Grievance Email: redressal@hemsecurities.com

Website: www.hemsecurities.com

Contact Person: Ravi Kumar Gupta

SEBI Regn. No. INM000010981

BIGSHARE SERVICES PRIVATE LIMITED

Address: S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India

Tel No.: +91 22 6263 8200

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Asif Sayyed

Investor Grievance Email: investor@bigshareonline.com

SEBI Registration Number: INR000001385

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●]

BID/ISSUE OPENS ON: [●]**

BID/ISSUE CLOSES ON: [●] *****

*Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

**Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.

***The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.

TABLE OF CONTENTS

SECTION	CONTENTS	PAGE NO.
I.	GENERAL	
	DEFINITIONS AND ABBREVIATIONS	1
	CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION	16
	FORWARD LOOKING STATEMENTS	18
II.	SUMMARY OF DRAFT RED HERRING PROSPECTUS	19
III.	RISK FACTORS	26
IV.	INTRODUCTION	
	THE ISSUE	47
	SUMMARY OF OUR FINANCIALS STATEMENTS	49
	GENERAL INFORMATION	52
	CAPITAL STRUCTURE	63
	OBJECTS OF THE ISSUE	81
	BASIS FOR ISSUE PRICE	89
	STATEMENT OF SPECIAL TAX BENEFITS	94
V.	ABOUT THE COMPANY	
	INDUSTRY OVERVIEW	97
	OUR BUSINESS	112
	KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA	130
	HISTORY AND CORPORATE STRUCTURE	141
	OUR MANAGEMENT	145
	OUR PROMOTERS & PROMOTER GROUP	159
	OUR SUBSIDIARY	164
	DIVIDEND POLICY	166
VI.	FINANCIAL INFORMATION OF THE COMPANY	
	RESTATED FINANCIAL STATEMENTS	167
	OTHER FINANCIAL INFORMATION	215
	STATEMENT OF FINANCIAL INDEBTEDNESS	216
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS	218
	CAPITALISATION STATEMENT	227
VII.	LEGAL AND OTHER INFORMATION	
	OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	228
	GOVERNMENT AND OTHER STATUTORY APPROVALS	233
	OUR GROUP COMPANY	244
	OTHER REGULATORY AND STATUTORY DISCLOSURES	245
VIII.	ISSUE RELATED INFORMATION	
	TERMS OF THE ISSUE	259
	ISSUE STRUCTURE	267
	ISSUE PROCEDURE	271
	RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	298
IX.	MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY	301
X.	OTHER INFORMATION	
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	313
	DECLARATION	314

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, clarification, direction or policies shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarifications, modifications, replacements or reenactments thereto, as amended, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI (ICDR) Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Unless the context otherwise requires, all references to ‘we’, ‘us’ and ‘our’ are to our Company and our Subsidiary, on a consolidated basis.

Notwithstanding the foregoing, terms used in of the sections “**Statement of Special Tax Benefits**”, “**Financial Information of the Company**” and “**Main Provisions of the Articles of Association**” on page 94, 167, 301 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
“Issuer”, “KMCL”, “the Company”, “our Company”, and “Kasturi Metal Composite Limited”	Kasturi Metal Composite Limited, a Company incorporated in India under the provisions of Companies Act, 1956 having its Registered office at A30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra-444605-India and Corporate Office at Akshar Business Park, S Wing, First Floor, Office No. S-1063A, Janta Market Road, Sector-25, Vashi, Navi Mumbai, Maharashtra-400703-India
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries, on a consolidated basis.
“you”, “your” or “yours”	Prospective investors in this Issue

Company related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended, from time to time
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “ Our Management ” beginning on page 145 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Independent Peer Reviewed Auditor of our Company M/s. NDAA & Associates LLP, Chartered Accountants (FRN: 129486W/W100775) having certificate no. 015799
Bankers to our Company	The State Bank of India
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Mr. Pravin Radheshyam Kesharwani
CIN	Corporate Identification Number being U65465MH2005PLC157553
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Madhu Awasthi (M. No.: A28386)
Corporate Office	Akshar Business Park, S Wing, First Floor, Office No. S-1063A, Janta Market Road, Sector-25, Vashi, Navi Mumbai, Maharashtra-400703-India
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time, being National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Directors Identification Number.
Director(s)/ our Directors	The Director(s) of our Company, unless otherwise specified

Term	Description
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
DP ID	Depository's Participant's Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company
Equity Shares	Equity Shares of the Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Director of our Company.
Factory(ies)	The Factory of Our Company situated at 1) D-13/1, MIDC, Amravati, Maharashtra, India, 444605. 2) A-30/3 and A-30/3/1, MIDC, Amravati, Maharashtra, India, 444605. 3) A-98, MIDC, Amravati, Maharashtra, India, 444605.
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	Our group companies identified in accordance with SEBI (ICDR) Regulations and in accordance with our Materiality Policy. For details, see section titled " Our Group Companies " on page 244 of this Draft Red Herring Prospectus.
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see " Our Management " on page 145 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE0T1301023
IT Act	The Income Tax Act, 1961 as amended till date.
Kasturi ESOP 2025/ ESOS 2025	Kasturi Metal Composite Limited Employee Stock Option Scheme 2025 ("Kasturi ESOS 2025")
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled " Our Management " on page 145 of this Draft Red Herring Prospectus.
LLP	Limited Liability Partnership incorporated under the Limited Partnership Act, 2008
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Kasturi Metal Composite Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company is Samit Surendra Singhai.
Materiality Policy	The policy adopted by the Board in its meeting dated March 17, 2025 for identification of (a) material outstanding litigation proceedings involving our Company, Directors and Subsidiaries; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Non-Executive Directors/	Non-executive directors (Other than the Independent Directors) on our Board. For details, see section titled " Our Management " on page 145 of this Draft Red Herring Prospectus.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled " Our Management " beginning on page 145 of this Draft Red Herring 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.
Promoter(s)	Shall mean promoters of our Company i.e. Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai. For further details, please refer to section titled " Our Promoter & Promoter Group " beginning on page 159 of this Draft Red Herring Prospectus.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section " Our Promoter and Promoter Group " beginning on page 159 of this Draft Red Herring Prospectus.
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.

Term	Description
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at A 30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra-444605-India.
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act, 1934.
Restated Financial Information/ Statements	The Restated Financial statements of our Company comprising of the Restated Consolidated Statement of Assets and Liabilities for the period/year ended September 30, 2024, March 31, 2024 and Restated Standalone Statement of Assets and Liabilities for the period/year ended March 31, 2023 and March 31, 2022 and the Restated Consolidated Statements of Profit and Loss and Cash Flows for the period/year ended September 30, 2024, March 31, 2024 and Restated Standalone Statements of Profit and Loss and Cash Flows for period/year ended March 31, 2023 and March 31, 2022 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai, Maharashtra-400002-India
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
Senior Management Personnel	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in " Our Management – Senior Management Personnel of our Company " on page 145.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled " Our Management " beginning on page 145 of this Draft Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Shareholders	Shareholders of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA being Samit Surendra Singhai and Akash Surendra Singhai.

Issue Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus.
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidders as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful bidders to whom the Equity Shares are allotted.
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 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 will be 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 Bs by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.

Terms	Description
Anchor Investor Issue Price	<p>The final 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.</p> <p>The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers.</p>
Anchor Investor Portion	<p>Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations.</p>
Application Supported by Block Amount (ASBA)	<p>An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.</p>
ASBA Account	<p>A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by an Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by an Individual Investor Bidding through the UPI Mechanism.</p>
ASBA Application Location(s)/ Specified Cities	<p>Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.</p>
ASBA Bidder	<p>Any prospective investor(s)/ Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor.</p>
ASBA Form/ Bid cum Application	<p>An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.</p>
Banker to the Issue Agreement	<p>Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.</p>
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	<p>Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]</p>
Basis of Allotment	<p>The basis on which the Equity Shares will be Allotted to successful bidders under the issue and which is described in the chapter titled "Issue Procedure" beginning on page 271 of this Draft Red Herring Prospectus.</p>
Bid	<p>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.</p>
Bid Amount	<p>The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Individual Bidders who applies for minimum application Size Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Individual Bidder and payable by the Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.</p>
Bid Lot	<p>[●] equity shares and in multiples of [●] equity shares thereafter.</p>
Bid/ Issue Closing Date	<p>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 shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation.</p> <p>In case of any revisions, the extended Bid/ Issue Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations.</p> <p>Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Issue Closing Date shall also be notified on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor</p>

Terms	Description
	Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Issue Opening Date was published, 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 in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, 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 shall be 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 Draft 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.
Bidding/ Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker Centres for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Issue is being made
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	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.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only 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, name of the applicants father/ husband, investor status, Occupation and Bank Account details.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e., www.bseindia.com
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus,

Terms	Description
	after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	[●]
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e., www.bseindia.com .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited (SME platform of BSE Limited)
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated March 31, 2025 issued in accordance with Sections 26 & 32 of the Companies Act, 2013.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring 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)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	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 will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
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.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers.
Individual Investor Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares, available for allocation to Individual Bidders.

Terms	Description
Individual Bidders/ Individual Investors	Individual Bidders, who applies for minimum application size for two lots. Provided that the minimum application size shall be above ₹ 2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Issue Agreement	The Issue Agreement dated March 3, 2025 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled " Objects of the Issue " beginning on page 81 of this Draft Red Herring Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 27,52,000 Equity shares of ₹ 10/- each at issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker, [●].
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the " Issue Price "), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled " Objects of the Issue " beginning on page 81 of this Draft Red Herring Prospectus.
NCLT	National Company Law Tribunal
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Applicants, including Category III FPIs that are not QIBs or Individual Investors who have made Application for Equity Shares for an amount of more than two lots (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, of which (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹ 10 lakhs and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs, subject to valid Bids being received at or above the Issue Price
Other Investor	Investors other than Individual Investors. These include individual applicants who applies for more than two lots, other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Our Subsidiary/ Subsidiaries	Durafloor Concrete Solutions LLP is the Subsidiary of our Company as on the date of this Draft Red Herring Prospectus.

Terms	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/ 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 ₹[●] and the maximum price (Cap Price) of ₹[●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date.
Public Issue Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened
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 [●] Equity Shares aggregating to ₹[●] 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 BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI (ICDR) Regulations.
Red Herring Prospectus/ RHP	The red herring prospectus 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 offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
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.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated February 28, 2025 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Categories	Categories of persons eligible for making application under reservation portion.

Terms	Description
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Offer 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.
SEBI Act/ SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or at such other website as may be prescribed by SEBI from time to time.
SME Exchange	SME Platform of the BSE Limited i.e., "BSE SME"
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Individual Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] 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 Centres 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 [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended

Terms	Description
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement [●] entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NPCI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular 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 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/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 no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722- 30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the Individual Investors by way of notification on the UPI application and by way of a SMS directing the Individual Investors to such UPI application) to the Individual Investors by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an Individual Bidders to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WACA	Weighted average cost of acquisition.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1) (III) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/ Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
EOT Crane	Electronic Overhead Travelling Crane
FMCG	Fast Moving Consumer Goods
ISO	International Organization for Standardization
KW	Kilowatt
KPI	Key Performance Indicators
kg/m ³	Kilogram Per cubic metre
LMT	lakh metric tonnes
MIDC	Maharashtra Industrial Development Corporation
MHE	Material Handling Equipment

MM	Millimeters
Mpa	Megapascal
MS Wire	Mild Steel Wire
NABL	National Accreditation Board for Testing and Calibration Laboratories
PP Fibre	Polypropylene Fiber
QMS	Quality Management System
Sq. Ft.	Square Foot
SFRC	Steel Fiber Reinforced Concrete
VCB	Vaccum Circuit Breaker
ZED	Zero Effect, Zero Defect

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt.	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
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
BNSS	Bhartiya Nargrik Suraksha Sanhita, 2023
BRLM	Book Running Lead Manager
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
CA	Chartered Accountant
Client ID	Client identification number of the Bidder's beneficiary account
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
Cr.P.C	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax

Abbreviation	Full Form
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
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 (Bank) account established in accordance with the provisions of FEMA
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.
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investor" means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1) (III) of the SEBI (ICDR) Regulations.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ID	Independent Director
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT Act	The Information Technology Act, 2000

Abbreviation	Full Form
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
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 notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MD	Managing Director
MoF	Ministry of Finance, Government of India
MOA	Memorandum of Association
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NED	Non-Executive Director
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions

Abbreviation	Full Form
	pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROCE	<i>Return on Capital Employed</i>
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
UAE	United Arab Emirates
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	United States Securities Act of 1933
VAT	Value Added Tax
VCF/ Venture Capital Fund	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)	Company or person 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 and includes any company whose director or promoter is categorized as such and as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director

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

The words and expressions used but not defined in this Draft Red Herring 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 “*Offer Procedure*”, will have the meaning ascribed to such terms in these respective section.

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

Certain Conventions

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Kasturi Metal Composite Limited. All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Use of Financial Data

Unless the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements. 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 or fiscal 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. Unless the context requires otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a Fiscal/Fiscal Year are to the year ended on March 31, of that calendar year.

The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Indian GAAP, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Draft Red Herring Prospectus should be limited. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. For further details in connection with risks involving differences between Indian GAAP and other accounting principles, see “**Risk Factors - Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors**’ assessments of our financial condition, result of operations and cash flows.” on page 26 of this Draft Red Herring Prospectus. Durafloor Concrete Solutions LLP is our subsidiary as on date of the Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “**Definitions and Abbreviations**” on page 1 of this Draft Red Herring Prospectus. In the section titled “**Main Provisions of the Articles of Association**”, on page 301 of this Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, and others, have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non- GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by accounting standards and may not be comparable to similarly titled measures presented by other companies.

Use of Industry & Market Data

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

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

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “**Basis for Issue Price**” on page 89 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

Currency of Financial Presentation

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

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” on page 26, 112 and 218 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

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

FORWARD LOOKING STATEMENTS

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

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

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Failure to keep pace with rapid changes in the technology;
3. Failure to comply with the applicable regulations prescribed by governments and relevant regulatory Agencies;
4. Failure to obtain, maintain or renew our statutory and regulatory approvals, licenses and registrations required to operate our business;
5. Our ability to retain our key management persons and other employees;
6. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
7. Our ability to provide better services than our competitors;
8. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
9. Changes in consumer demand and preferences;
10. Company’s ability to successfully implement its growth strategy and expansion plans;
11. Our inability to successfully implement our business plan, expansion and growth strategies;
12. Increased competition in the sectors/ areas in which we operate;
13. Our ability to attract, retain and manage qualified personnel;
14. Occurrence of Environmental Problems & Uninsured Losses;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Concentration of ownership among our Promoters; and
17. Our ability to effectively manage the operations of and costs associated with our manufacturing facilities;
18. Any adverse outcome in the legal proceedings in which we are involved;

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 26, 112 and 218 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

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

SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS

A. OVERVIEW OF BUSINESS

Established in 2005, we specialize in manufacturing steel fiber products for industrial applications. Our portfolio includes Loose Hook-End, Glued Hook-End, and Flat Crimped Steel Fibers, along with Steel Wool Fiber. Operating under Duraflex, Durabond, and Durocrete brands, we serve construction, engineering, automotive, and infrastructure sectors. Our subsidiary, Durafloor Concrete Solution LLP, provides specialized flooring solutions. With 19 years of experience, we supply critical materials for tunnel shotcrete, precast concrete, industrial flooring, road construction, and automotive friction linings, consistently delivering quality and value across diverse industries.

OVERVIEW OF THE INDUSTRY

India became the world's fifth-largest economy, with Q1 2024-25 nominal GDP at ₹77.31 lakh crore (US\$ 928.9 billion) and 9.7% growth. Strong domestic demand, government capital expenditure, and private consumption drive growth. Exports reached US\$ 211.46 billion (April-Sept 2025). The steel industry, a key economic pillar, saw crude steel production at 143.6 MT in FY24, with demand expected to grow 9-10% in FY25. India remains a top investment destination, focusing on infrastructure, renewable energy, and digitalization. Government spending, improved tax compliance, and employment growth support long-term economic expansion, aiming for a US\$ 1 trillion export target by 2030.

B. PROMOTERS

Samit Surendra Singhai, Akash Surendra Singhai, Lata Surendra Singhai and Surendra Fatechand Singhai are the Promoters of our Company. For further details, see “***Our Promoters & Promoter Group***” beginning on page 159 of this Draft Red Herring Prospectus.

C. DETAILS OF THE ISSUE

Issue ⁽¹⁾⁽²⁾	Issue of up to 27,52,000 Equity Shares of face value of ₹10/- each aggregating up to Rs. [●]
<i>(1) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on February 1, 2025 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on February 12, 2025.</i>	
<i>(2) The issue comprises the Market Maker Reservation Portion.</i>	

D. OBJECTS OF THE ISSUE

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

Sr. No	Particulars	Amount (₹ in Lakhs)
1.	Funding the capital expenditure towards construction of building, mechanical and electrical works, Interior work and procurement of plant and machinery for setting up a new manufacturing facility at Amravati, Maharashtra (“Proposed Factory IV”)	1218.73
2.	General Corporate Purpose	[●]
	Total	[●]

For further details please refer to the chapter titled “***Object of the Issue***” beginning on page 81 of this Draft Red Herring Prospectus.

E. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively hold 70,58,352 Equity shares of face value of ₹10/- each of our Company aggregating to 92.35% of the pre-issue paid-up Share Capital of our Company. Following are the details of pre and post Issue shareholding of persons belonging to the category “**Promoter and Promoter Group**”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
Promoters					
1	Samit Surendra Singhai	27,58,189	36.09	27,58,189	[●]
2	Akash Surendra Singhai	20,65,833	27.03	20,65,833	[●]
3	Lata Surendra Singhai	4,86,640	6.37	4,86,640	[●]
4	Surendra Fatechand Singhai	7,46,634	9.77	7,46,634	[●]

	Sub Total (A)	60,57,296	79.25	60,57,296	[●]
Promoter Group					
1	Alka Samit Sanghai	341278	4.47	341278	[●]
2	Pallavi Akash Sanghai	341278	4.47	341278	[●]
3	Surendra Fatechand Sanghai HUF	318500	4.17	318500	[●]
	Sub Total (B)	10,01,056	13.10	10,01,056	[●]
	Grand Total (A+B)	70,58,352	92.35	70,58,352	[●]

EA. SHAREHOLDING OF PROMOTER / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:

S. No.	Pre-Issue shareholding as at the date of Advertisement ⁽²⁾			Post-Issue shareholding as at Allotment ⁽³⁾			
	Shareholders	Number of Equity Shares (2)	Share holding (in %) (2)	At the lower end of the price band (₹ [●])	At the upper end of the price band (₹ [●])	Number of Equity Shares (2)	Share holding (in %) (2)
PROMOTER							
1.	Samit Surendra Sanghai	27,58,189	36.09	[●]%	[●]%	[●]%	[●]%
2.	Akash Surendra Sanghai	20,65,833	27.03	[●]%	[●]%	[●]%	[●]%
3.	Lata Surendra Sanghai	4,86,640	6.37	[●]%	[●]%	[●]%	[●]%
4.	Surendra Fatechand Sanghai	7,46,634	9.77	[●]%	[●]%	[●]%	[●]%
PROMOTER GROUP⁽¹⁾							
5.	Alka Samit Sanghai	341278	4.47	[●]%	[●]%	[●]%	[●]%
6.	Pallavi Akash Sanghai	341278	4.47	[●]%	[●]%	[●]%	[●]%
7.	Surendra Fatechand Sanghai HUF	318500	4.17	[●]%	[●]%	[●]%	[●]%
ADDITIONAL TOP 10 SHAREHOLDERS							
8.	Chandni Amit Kumar	89834	1.18	[●]%	[●]%	[●]%	[●]%
9.	Aakriti Anant Shrishrimal	50000	0.65	[●]%	[●]%	[●]%	[●]%
10.	Sonali Vishal Goenka	50000	0.65	[●]%	[●]%	[●]%	[●]%
11.	Paresh Jethalal Raja	41670	0.55	[●]%	[●]%	[●]%	[●]%
12.	Piyush Shantilal Jobanputra Ancestral (HUF)	41670	0.55	[●]%	[●]%	[●]%	[●]%
13.	Huzefa Husain	41670	0.55	[●]%	[●]%	[●]%	[●]%
14.	Shivagnanam Rajasekaran	41666	0.55	[●]%	[●]%	[●]%	[●]%
15.	Murli Shriniwas Lahoti (HUF)	30000	0.39	[●]%	[●]%	[●]%	[●]%
16.	Srinivasan Anantharaman	18000	0.24	[●]%	[●]%	[●]%	[●]%
17.	Snehal Madhur Zanwar	17810	0.23	[●]%	[●]%	[●]%	[●]%

Notes:

- The Promoter Group shareholders are Alka Samit Sanghai, Pallavi Akash Sanghai and Surendra Fatechand Sanghai HUF.
- Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.
- Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment.

F. SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the period ended on September 30, 2024 and financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	Consolidated		Standalone	
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	101.03	101.03	79.12	79.12
Net worth	1450.35	1228.65	702.77	553.54
Total Income	3193.19	5020.32	3737.30	2341.62
Profit after tax	224.93	235.14	149.22	64.24
Earnings per Share	21.94	29.25	18.86	8.12

Net Asset Value per Share (Based on Weighted Average Number of Shares)	143.55	154.12	88.82	69.96
Total Borrowings (including current maturities of long-term borrowings)	1202.69	1183.29	977.71	840.55

G. AUDITOR QUALIFICATIONS

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

H. SUMMARY OF OUTSTANDING LITIGATIONS

(Amount in ₹ Lakhs)		
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
Company		
Other pending material litigations	1	4.42
Statutory/ Regulatory proceedings	1	17.03
Tax Proceedings (Direct Tax)	6	2.48
Tax Proceedings (Indirect Tax)	1	25.06
Total(A)	9	48.99
Subsidiary		
Tax Proceedings (Direct Tax)	1	2.99
Total(B)	1	2.99
Promoters & Directors		
Tax Proceedings (Direct Tax)	1	0.16
Total(C)	1	0.16
Total(A+B+C)	11	52.14

*The aforementioned amounts have been recorded to the extent they are quantifiable.

For further details, see “**Outstanding Litigation and Material Developments**” beginning on page 228 of this Draft Red Herring Prospectus. Any adverse decisions in the aforesaid proceedings may have a material effect on our business, future financial performance and results of operations.

I. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 26 of this Draft Red Herring Prospectus.

J. SUMMARY OF CONTINGENT LIABILITIES

Particulars	As At (₹ in lakhs)			
	Consolidated		Standalone	
	30th September, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Claims not acknowledge as debts:				
Demand under section 143(1)(a) of the Income Tax Act, 1961	0.77	0.77	0.77	0.77
Demand under various section of TDS under the Income Tax Act, 1961	1.71	0.92	0.89	-
Demand notice u/s 61(1) of the CGST/ MGST Act, 2017	25.06	-	-	-
Penalty u/s 11(2) of Chapter IV of Foreign Trade (Development and Regulation) Act, 1992	17.03	17.03	-	-
Bank Gurantee given to Customers	40.60	19.85	-	-
Total	85.17	38.57	1.66	0.77

K. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions based on Restated Financial Statements entered by the Company for the period ended on September 30, 2024 and financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

RELATED PARTY DISCLOSURES:

A. List of related parties:	
Name of the related parties and Nature of relationship	
Group Company	
Kasturi Metal Composite Limited	
Key Managerial Personnel	
Mr. Samit Surendra Singhai	Chairman & Managing Director (Reappointed w.e.f. December 20, 2024)
Mr. Akash Surendra Singhai	Whole Time Director (Reappointed w.e.f. December 20, 2024)
Mr. Pravin Kesharwani	Chief Financial Officer (w.e.f. September 27, 2024)
Mr. Mayur Ashok Zamvar	Non-Executive Director (w.e.f December 26, 2023)
Ms. Shubhada Mukesh Zanwar	Non-Executive Director (w.e.f. September 30, 2024)
Mr. Mohit Manoharlal Ganeshani	Non-Executive Independent Director (w.e.f. September 30, 2024)
Mr. Ashish Madanmohan Mundhada	Non-Executive Independent Director (w.e.f. September 30, 2024)
Ms. Madhu Awasthi	Company Secretary and Compliance Officer (w.e.f. February 1, 2025)
Mr. Fahad Saeed Kothivale	Company Secretary and Compliance Officer (upto January 31, 2025)
Mr. Surendra Fatechand Singhai	Director (upto December 20, 2023)
Mrs. Pallavi Akash Singhai	Director (upto December 20, 2023)
Mrs. Alka Samit Singhai	Director (upto December 20, 2023)
Mrs. Lata Surendra Singhai	Director (upto December 20, 2023)
Relative of Key Managerial Personnel	
Surendra Fetechand Singhai	
Lata Surendra Singhai	
Alka Singhai	
Pallavi Singhai	
Surendra Singhai (HUF)	
Samit Singhai (HUF)	
Akash Singhai (HUF)	
Enterprise under Significant Influence of Key Managerial Personnel	
Kasturi Petroleum	
Durafloor Concrete Solution LLP (upto December 28,2023)	
Flatworx Consulting LLP	

Transactions during the period / year:
(Amount in Rs. Lakhs)

Particulars	For the period / year ended			
	Consolidated		Standalone	
	30-Sep-24	31-Mar-24	31-Mar-23	31-Mar-22
Receiving of services				
Kasturi Petroleum (Purchase of Goods)	1.68	7.23	5.27	6.57
Surendra Singhai (Salary)	-	12.50	12.00	12.40
Samit Singhai (Director Remuneration)	9.00	12.50	12.00	12.00
Akash Singhai (Director Remuneration)	9.00	12.50	12.00	12.00
Pallavi Singhai (Salary)	6.60	12.50	12.00	12.00
Alka Singhai (Salary)	6.60	12.50	12.00	12.00
Surendra Singhai (Rent)	-	-	2.16	1.80
Surendra Singhai HUF (Rent)	-	-	2.38	2.00
Pravin Kesharwani	0.07	-	-	-
Durafloor Concrete Solution LLP	-	3.70	-	18.05
Reimbursement of Expense				
Akash Singhai	2.49	0.39	-	-
Samit Singhai	1.37	0.06	3.81	2.09
Amount withdrawn from Partner's Capital Account				
Akash Singhai	38.40	-	-	-
Samit Singhai	7.60	-	-	-
Sale of Goods				
Durafloor Concrete Solution LLP	-	36.00	47.11	32.57
Rental Income				
Durafloor Concrete Solution LLP	-	-	1.44	1.44

Flatworx Consulting LLP	-	-	1.20	1.20
Technical Fees				
Flatworx Consulting LLP	20.48	47.42	-	-
Interest Income				
Durafloor Concrete Solution LLP	-	4.70	6.40	4.38
Kasturi Petroleum	2.72	-	-	-
Loan Given				
Mr. Samit Singhai	-	19.60	-	20.00
Kasturi Petroleum	2.45	1.61	21.50	10.00
Durafloor Concrete Solution LLP	-	40.00	-	-
Contribution in Partner's Capital Account				
Akash Singhai	0.27	65.30	-	-
Samit Singhai	-	5.02	-	-
Partner Remuneration Paid				
Samit Singhai	12.50	25.00	-	-
Akash Singhai	12.50	25.00	-	-
Interest on capital paid				
Samit Singhai	(3.11)	0.45	-	-
Akash Singhai	(1.25)	0.45	-	-
Loan Repayment Received				
Kasturi Petroleum	70.48	0.03	31.47	-
Durafloor Concrete Solution LLP	-	63.79	40.00	40.00
Surendra F. Singhai	-	-	-	7.33
Samit Singhai	-	19.60	-	20.00
Samit Singhai (HUF)	-	0.73	-	-
Akash Singhai (HUF)	-	0.73	-	-
Surendra F. Singhai (HUF)	-	0.18	-	-
Loan Repaid				
Alka Singhai	-	0.77	-	-
Lata Singhai	-	0.15	-	-
Pallavi Singhai	-	0.57	-	-

Balances outstanding at the end of the period / year:

(Amount in Rs. Lakhs)

Particulars	As at			
	Consolidated		Standalone	
	30-Sep-24	31-Mar-24	31-Mar-23	31-Mar-22
Loans (Assets)				
Kasturi Petroleum	-	68.03	0.03	10.00
Durafloor Concrete Solutions LLP	-	-	19.10	53.34
Loans (liability)				
Samit Singhai (HUF)	-	-	0.55	0.55
Akash Singhai (HUF)	-	-	0.55	0.55
Lata Singhai	-	-	0.15	0.15
Pallavi Singhai	-	-	0.57	0.57
Alka Singhai	-	-	0.77	0.77
Payables				
Kasturi Petroleum	0.31	1.18	0.43	-
Surendra Singhai (HUF)	-	-	4.65	2.69
Samit Singhai	0.43	0.39	0.33	0.69
Samit Singhai (salary payable)	3.86	4.19	-	-
Akash Singhai (salary payable)	-	0.19	4.11	4.88
Pallavi Singhai	0.23	1.22	3.86	2.70
Alka Singhai	1.12	1.87	13.31	9.54
Surendra Singhai	-	3.01	11.60	4.18
Flatworx Consulting LLP	3.32	12.14	-	-
Pravin Kesharwani	0.37	-	-	-
Receivables				
Kasturi Petroleum	-	-	-	0.06

Durafloor Concrete Solutions LLP	-	-	66.66	32.05
Flatworx Consulting LLP	-	-	1.53	0.12
Balance with Current Account				
Akash Singhai Current Account	(57.60)	(30.47)	-	-
Samit Singhai Current Account	(11.75)	(17.02)	-	-
Personal Guarantee by KMP & Relatives of KMP				
(to the extent of Borrowing outstanding)	1202.69	1183.29	975.12	837.96

- (i) This excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.
- (ii) The Company has not written off any amounts due from the related parties during the year.
- (iii) The Company has not written back any amounts due to related parties other than those disclosed above.
- (iv) All transactions entered into with related parties were on an arm's length price basis and in the ordinary course of business.

Additional disclosure of eliminated transactions with subsidiary on consolidation as per Schedule VI, Part A, Clause 11(II)(A)(i)(g) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Transactions during the period / year:

Particulars	Subsidiary			
	Consolidated		Standalone	
	30-Sep-24	31-Mar-24	31-Mar-23	31-Mar-22
Sale of Goods				
Durafloor Concrete Solutions LLP	7.75	7.02	NA	NA
Share of Profit				
Durafloor Concrete Solutions LLP	158.25	97.58	NA	NA
Interest Income				
Durafloor Concrete Solutions LLP	21.07	0.29	NA	NA

Balances outstanding at the end of the period / year:

Particulars	Subsidiary			
	Consolidated		Standalone	
	30-Sep-24	31-Mar-24	31-Mar-23	31-Mar-22
Receivables				
Durafloor Concrete Solutions LLP	9.15	8.28	NA	NA

* Durafloor Concrete Solutions LLP - Subsidiary of our Company (w.e.f. December 29, 2023)

For further details, please refer to the Note-30 Related Party Disclosures of chapter titled "**Financial Information of the Company**" on page 167 of this Draft Red Herring Prospectus.

L. DETAILS OF FINANCING ARRANGEMENTS

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

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

Sr. No.	Name of Promoters	No. of Equity Shares Acquired	Weighted Average Price (in ₹)
1.	Samit Surendra Singhai	23,64,162	Nil*
2.	Akash Surendra Singhai	17,70,714	
3.	Lata Surendra Singhai	4,17,120	
4.	Surendra Fatechand Singhai	6,39,972	

*Pursuant to allotment of Bonus Issue in the ratio of 6:1 vide Board Resolution dated December 21, 2024.

N. AVERAGE COST OF ACQUISITION OF SHARES

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Samit Surendra Singhai	27,58,189	8.51
2.	Akash Surendra Singhai	20,65,833	8.10
3.	Lata Surendra Singhai	4,86,640	1.62
4.	Surendra Fatechand Singhai	7,46,634	9.20

O. PRE-IPO PLACEMENT

The Company does not intend to undertake Pre-IPO Placement in the Issue.

P. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

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

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
December 21, 2024	60,61,896	10	-	Bonus Issue in the ratio of 6:1	Capitalization of Reserves & Surplus	Samit Surendra Singhai	23,64,162
						Akash Surendra Singhai	17,70,714
						Lata Surendra Singhai	4,17,120
						Surendra Fatechand Singhai	6,39,972
						Alka Samit Sanghai	2,92,524
						Pallavi Akash Singhai	2,92,524
						Surendra Fatechand Singhai HUF	2,73,000
						Mayur Ashok Zamvar	11,880
						TOTAL	60,61,896

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

Q. SPLIT/ CONSOLIDATION OF EQUITY SHARES

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

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

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

SECTION III: RISK FACTORS

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Red Herring Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 167, 112 and 218 respectively of this Draft Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

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

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

Materiality

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

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

Note:

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

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” on page 26 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” on page 218 of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Restated Financial Statements**” on page 167 of this Draft Red Herring Prospectus.

1. **We are primarily dependent upon few key suppliers within limited geographical location for procurement of raw materials. Any disruption in the supply of raw materials from such selective suppliers and geographical location could have a material adverse effect on our business operations and financial conditions.**

We procure a large portion of our raw materials, such as low-carbon wire rod and medium-carbon wire rod, from a few key suppliers, with whom we do not have any long-term supply contracts. Therefore, we cannot assure you that we will always have a steady supply of raw materials at prices favorable to us. For the period ending September 30, 2024, and the financial years ended March 31, 2024, 2023, and 2022, purchases from our top ten suppliers amounted to Rs. 1,375.60 Lakhs, Rs. 2,923.63 Lakhs, Rs. 2,593.12 Lakhs, and Rs. 1,672.50 Lakhs, respectively, which represented 77.45%, 90.54%, 99.74%, and 99.85% of our total raw material purchases.

A significant portion of our raw material and traded goods purchases is sourced from the state of Maharashtra, accounting for 79.16%, 92.61%, 96.46%, and 97.41% of the total purchases for the period ending September 30, 2024, and the financial years ended March 31, 2024, 2023, and 2022, respectively. Given our dependence on suppliers in Maharashtra, any adverse social, political, or economic developments, civil disruptions, labor unrest, or changes in state policies may impact the supply chain and disrupt our business operations. Such disruptions could lead to supply shortages, delays in production, increased procurement costs, and difficulties in meeting customer demands, potentially affecting our profitability and reputation in the industry. Additionally, any increase in logistics costs due to supply chain disruptions or fuel price fluctuations, if not passed on to customers, may further impact our profitability.

Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Any delay in the supply or delivery of raw materials to us by our suppliers may in turn delay our process of manufacture and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations. Additionally, our inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials. 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 and on commercially acceptable terms.

2. *Substantial portion of our revenues has been dependent upon few customers. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, results of operations and financial condition.*

The substantial portion of our revenues has been dependent upon few customers. For instance, our top 10 customers for the period ended September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 accounted for Rs. 2159.01 Lakhs, Rs. 3489.74 Lakhs, Rs. 3049.39 Lakhs and Rs. 1835.23 Lakhs respectively 67.86%, 70.16%, 82.14% and 79.05% of our revenue from operations for the respective year. We cater to a diverse range of industries, including construction, engineering, warehousing, logistics, mining, infrastructure, and automotive. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favorable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition.

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

3. *Our Company does not have long-term agreements with suppliers for input materials. A significant increase in the cost or shortfall in the availability of such materials, along with price fluctuations, could adversely impact our business, financial condition, and operational results.*

Our business relies on the availability of low-carbon and medium-carbon wire rods with specific properties such as dimensional stability, machinability, workability, heat resistance, corrosion resistance, and impact resistance. The price and availability of these

raw materials are subject to supply-side disruptions and factors beyond our control, including global market conditions, foreign exchange rates, production levels, competition, taxes, duties, and the prevailing regulatory environment in India.

The cost of raw materials accounted for 64.19%, 63.68%, 67.60%, and 80.44% of our revenue from manufacturing activities for the period ended September 30, 2024, and the financial years ended March 31, 2024, 2023, and 2022, respectively. We are exposed to the risk of rising and fluctuating raw material prices, which are influenced by demand and supply conditions in both global and domestic markets. Any unexpected price fluctuations after order placement, shortages, delivery delays, quality defects, or other supply chain disruptions may adversely impact our business, financial performance, and cash flows.

Our manufacturing operations may also face significant cost overruns or losses due to unforeseen raw material shortages, price increases, higher production costs, changes in taxation or regulatory requirements, supply chain disruptions, adverse weather conditions, or force majeure events. Since we do not enter into long-term supply agreements and procure all raw materials on a need basis, primarily through the spot market, we remain vulnerable to price fluctuations. While we aim to diversify our supplier base, increased raw material costs may not always be passed on to customers, potentially affecting our margins and profitability.

Steel prices, a key component of our raw material costs, are influenced by supply and demand dynamics, trade policies, transportation costs, indirect taxes, import duties, tariffs, and currency fluctuations. Any increase in steel prices can directly impact our production costs and operating margins. Since we do not have long-term contracts with suppliers, we remain exposed to short-term supply challenges and price volatility. We rely on a few key suppliers for critical raw materials. Purchases from our top ten suppliers amounted to ₹1,375.60 lakhs, ₹2,923.63 lakhs, ₹2,593.12 lakhs, and ₹1,672.50 lakhs for the period ended September 30, 2024, and the financial years ended March 31, 2024, 2023, and 2022, respectively, representing a significant portion of our total raw material purchases. Dependence on a limited supplier base increases our exposure to supply disruptions, pricing fluctuations, and potential delays in procuring essential materials. There is no assurance that we will consistently secure an adequate supply of raw materials at competitive prices. Any material shortages or price increases could lead to higher production costs, affecting our ability to meet customer demand and potentially resulting in lost orders, reduced market share, and revenue decline. Our competitors may have stronger supplier relationships and greater bargaining power, giving them a competitive advantage in procurement.

While we do not rely on imports for raw materials, domestic supply chain disruptions due to unforeseen regulatory changes, tariff adjustments, or government-imposed restrictions could impact material availability and pricing. Any such disruptions may delay production schedules, affect customer commitments, and create operational inefficiencies. Identifying alternative suppliers or negotiating favorable terms in such situations may be challenging, further impacting our business performance. Additionally, any increase in raw material costs may not be fully passed on to customers, which could negatively impact our profitability. If we raise product prices to offset higher costs, it may lead to order cancellations or reduced demand. Our inability to effectively manage raw material price fluctuations and procurement risks may materially and adversely affect our business, financial condition, operating results, and cash flows.

4. Our Company is yet to place orders for the machinery for the expansion of the proposed manufacturing unit. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.

Our Company proposes to utilize a portion of the IPO proceeds for the Electrical and Machanical Equipments, Interior work and acquisition of plant, machinery, and other equipment to be installed at our proposed manufacturing unit located at Additional Amravati MIDC Textile Zone, Nagpur Road, Sawardi, Teosa, Amravati, Maharashtra, 444903. We have already acquired the land for 95 years lease vide agreement dated August 05, 2024 and the civil construction of work already initiated. Further, We have identified the required machinery and obtained quotations from suppliers; however, we have not yet placed final orders for Interior work, Machanical and electrical work and certain machinery and equipment aggregating to ₹ 728.49 lakhs, Orders have already been placed for machinery worth ₹552.24 lakhs, with an advance payment of ₹62.00 lakhs, representing 45.31% of the total estimated expenditure for our expansion plan, which is proposed to be funded through the IPO proceeds.

The cost of the proposed machinery acquisition is based on quotations received from third-party vendors and contractors, which are subject to validity periods and potential revisions due to commercial and technical factors. For further details, please refer to the chapter titled "**Objects of the Issue**" beginning on page 81 of this Draft Red Herring Prospectus.

Our expansion plans remain subject to the potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect our expansion plans include increased costs of equipment, inadequate performance of the equipment and machinery to be installed at our proposed factory, delays in completion, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, incremental pre- operating expenses, taxes and duties, interest and finance charges, and other external factors which may not be within the control of our management. There can be no assurance that the proposed expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition,

results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

Further, after procurement of new machineries, we may face a risk that our expected capacity expansion may not be absorbed by the market, if future sales are insufficient to break even the production from new unit. This could adversely impact the company's existing profitability and the financial position.

5. Our Business is dependent on our manufacturing unit. Any disruption, breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our manufacturing unit, may have a material adverse effect on our business, results of operations, financial condition and cash flows.

We have all three manufacturing unit at Amravati MIDC in Maharashtra, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe climate conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair breakdown of machinery in a timely manner or at all, our operations may need to be suspended until we procure new machinery to replace the same. In addition, we may be required to carry out planned shutdowns of our manufacturing unit for cleaning and maintenance, statutory inspections and testing, or may shut down certain manufacturing unit for capacity expansion and equipment upgrades.

Obsolescence, destruction, theft or breakdowns of our machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations.

Although we have not experienced any significant disruptions at our manufacturing unit in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations for limited time or under-utilization of our manufacturing unit, which in turn may have an adverse effect on our business, results of operations and financial condition.

6. Company derives significant portion revenue from manufacturing of Steel Fiber and any reduction in the demand of such products could have an adverse effect on the business, results of operations and financial condition.

We are engaged in the manufacturing of Steel Fiber and Steel Wool Fiber which are used in industrial flooring, precast tunnel lining and brake pads and linings. We generate a significant portion of our revenue from our key product i.e. Duraflex Steel Fiber which contributed to 40.86%, 61.15%, 65.68% and 65.97% of our revenue from operations for period ended September 30, 2024, Fiscal 2024, 2023 and 2022 respectively. Through our subsidiary, we also supply industrial flooring products and concrete flooring solutions, including flooring work, polishing, densification, and FM Certification. For details, please refer to section "Our Business-Revenue Bifurcation" on page 112 of this DRHP. Any decline in the sales of Duraflex Steel Fiber on account of any reason including increased competition, pricing pressures or fluctuations in the demand for or supply of such products may adversely affect our business, results of operations and financial condition. We cannot assure you that we will be able to maintain the same levels of sales for Duraflex Steel Fiber in the future. Any inability on our end to anticipate and adapt to technological changes or evolving consumer preferences and/or any decrease in the demand for our key product may adversely impact our business prospects and financial performance.

Below is the summary of our revenue on consolidated basis:

Particulars	Consolidated				Standalone				(Amount in ₹ Lakhs)
	September 2024		FY 2023-24		FY 2022-23		FY 2021-22		
	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold	
Products									
Duraflex Steel Fiber	1299.65	40.86%	3042.22	61.15%	2437.80	65.68%	1531.46	65.97%	
Durabond Steel Wool Fiber	353.19	11.10%	953.00	19.16%	1262.96	34.02%	772.46	33.27%	
Duracrete PP Fiber	6.93	0.22%	20.54	0.41%	11.18	0.30%	17.60	0.76%	

Kasturi Metal Composite Limited

Durasheild Armour Joint	8.43	0.27%	21.26	0.43%	-	-	-	-
DuraSleeve	1.10	0.03%	1.90	0.04%	-	-	-	-
Duracure Curing Compound	0.79	0.02%	-	-	-	-	-	-
Others	37.87	1.19%	4.10	0.08%	-	-	-	-
Total (A)	1707.96	53.69%	4043.02	81.27%	3711.94	100.00%	2321.52	100.00%
Services								
Flooring Work	1,242.45	39.06%	849.08	17.07%	-	-	-	-
Polishing & Densification	185.47	05.83%	81.55	1.64%	-	-	-	-
FM Certification	6.56	0.21%	0.90	0.02%	-	-	-	-
Others	38.57	1.21%	-	-	-	-	-	-
Total(B)	1473.05	46.31%	931.53	18.73%	NA	NA	NA	NA
Total(A+B)	3181.01	100.00%	4974.55	100.00%	3711.94	100.00%	2321.52	100.00%

7. We operate in a labor-intensive industry and are subject to stringent labor laws and any strike, work stoppage or increased wage demand by our employees or any other kind of disputes with our employees could adversely affect our business, financial condition, results of operations and cash flows.

Our manufacturing processes are labor-intensive, and our operations rely on the availability and retention of skilled labor. If we or our contractors are unable to negotiate favorable terms with the workforce, it may lead to work stoppages, disruptions, or increased operating costs due to higher-than-anticipated wages or benefits. Any shortage of labor or difficulty in retaining skilled workers could adversely affect our business operations. We cannot guarantee that we will continue to secure labor on favorable terms, and any failure in this regard may impact our production, business processes, and profitability.

While we have not experienced any strike in the past. There can be no assurance that we will not experience any strike or work stoppage in the future. In addition, work stoppages or slowdowns experienced by our customers or key suppliers could result in slow-downs or closures of our facilities where our products are included in the end products. If we or one or more of our customers or key suppliers experience a work stoppage, such work stoppage could have an adverse effect on our business, financial condition, cash flows and results of operations.

During periods of shortages in labor, we may not be able to manufacture our products according to our previously determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

We are also subject to a number of stringent labor laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. If labor laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

8. We generate our major portion of turnover from our operations in certain geographical regions and any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations

A significant portion of our revenue is derived from Tamil Nadu, contributing 27.65%, 28.47%, 28.31%, and 29.85% of our total revenue from operations for the period ended September 30, 2024, and the financial years ended March 31, 2024, 2023, and 2022, respectively. Further, our top five revenue-contributing states accounted for 73.46%, 81.16%, 73.34%, and 86.05% of our total revenue from operations during the same periods. For further details, refer to the section “Financial Information of the Company” on page 167 of this Draft Red Herring Prospectus.

Additionally, we carry our entire manufacturing operations from our 3 manufacturing unit located at Amravati MIDC, Maharashtra. This geographical concentration makes our business vulnerable to local, regional, and environmental factors. Any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state governments or state or local governments, may require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing unit could result in significant loss due to an inability to meet customer orders and production schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

We sell our products across multiple states, including Maharashtra, Rajasthan, Gujarat, Telangana, West Bengal, Madhya Pradesh, Assam, and Karnataka. To drive future growth, we plan to expand into new regions within India and explore export opportunities.

However, entering new markets may bring increased competition from well-established players who have stronger local presence, deeper market knowledge, established customer relationships, and better access to suppliers and regulatory bodies. These factors may give them a competitive advantage over us. Failure to successfully expand into new geographies could impact our business growth, financial performance, and overall market positioning.

9. Our Company is party to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.

Our Company is party to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on March 17, 2025.

Below is the summary of our litigation

(Amount in ₹ Lakhs)		
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
Company		
Other pending material litigations	1	4.42
Statutory/ Regulatory proceedings	1	17.03
Tax Proceedings (Direct Tax)	6	2.48
Tax Proceedings (Indirect Tax)	1	25.06
Total(A)	9	48.99
Subsidiary		
Tax Proceedings (Direct Tax)	1	2.99
Total(B)	1	2.99
Promoters & Directors		
Tax Proceedings (Direct Tax)	1	0.16
Total(C)	1	0.16
Total(A+B+C)	11	52.14

*The aforementioned amounts have been recorded to the extent they are quantifiable.

There can be no assurance that these will be decided in favour of our Company, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 228 of this Draft Red Herring Prospectus.

10. The Company has encountered certain issues and discrepancies in its corporate records and regulatory compliance, which present potential risks.

We manage regulatory compliance by monitoring and evaluating our internal controls to ensure adherence to all relevant statutory and regulatory requirements. However, we cannot guarantee that deficiencies in our filings will not arise in the future or that we will be able to effectively implement or maintain adequate measures to rectify or mitigate any deficiencies in our internal controls. Several discrepancies have been noted in our corporate records related to e-forms filed with the Registrar of Companies such as Form-2 for allotment of 7250 equity shares in F.Y. 2009-10 was not found in the Company's records, however, the details have been verified from other available corporate records. Further, in the past our company has inadvertently, has given loan to M/s Kasturi Petroleum in which the director of the company was proprietor, which was later repaid and no such loan or advance is pending as on date of this Draft Red Herring Prospectus.

Further, in the past, our Company has made some clerical errors in documents and forms filed with the Registrar of Companies, for instance, the company has mistakenly attached the incorrect resolutions in the form PAS-3 filed for allotment of Bonus Share dated February 24, 2022 and allotment dated June 25, 2019 for preferential issue of shares. Further, clerical errors were made in the attachment in Form DIR-12 filed for the resignation of Surendra Fatechand Singhai, Lata Surendra Singhai, and Alka Samit Singhai and Pallavi Akash Singhai.

Although, no show cause notice in respect of the non-compliance has been received by the Company till date, any penalty imposed for such non-compliance in future by the any regulatory authority could affect our financial conditions to that extent. In case of any

action being taken by the regulatory authorities against the Company and/or its officers, the same may have an adverse effect on our business.

11. Changes in technology render our current fleet of equipment obsolete and require us to make substantial capital investments.

Our production equipment for Steel Fiber and Steel Wool Fiber products is subject to continuous technological advancements. The introduction of newer and more efficient technologies may render our existing equipment obsolete, necessitating frequent upgrades to meet client demands and stay competitive. Keeping pace with these advancements requires significant capital investment, and failure to do so may impact our operational efficiency and market position. Moreover, rapid shifts in technology and evolving market demands could result in asset write-downs or substantial capital expenditures for equipment replacement. If we are unable to adopt new technologies in a cost-effective and timely manner, our production costs may rise, impacting pricing competitiveness and service quality. Additionally, if we fail to anticipate or respond to client requirements and industry trends, our business, financial condition, and growth prospects could be materially and adversely affected.

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

We require certain statutory and regulatory permits, licenses and approvals to operate our business. We believe that we have obtained requisite permits and licenses which are adequate to run our business, however we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

We have applied for a name, status and address change in the Professional Tax Enrolment Certificate (PTEC) and PF Registration on February 15, 2025, and March 27, 2024, respectively. Additionally, we have submitted an application for a name change in the Professional Tax Registration Certificate (PTRC) and the inclusion of all our manufacturing units on February 15, 2025. We are also in the process of updating our name in certain government approvals that are still registered under the previous name. Additionally, some company records, including the Consent to Establish for Unit-1, are not traceable. Furthermore, our subsidiary, Durafloor Concrete Solutions LLP, has applied for a change of address in its PF Registration, and ESIC Registration vide application dated January 22, 2025, which are still pending approval. For details regarding pending approvals, please refer to section titled "**Government and Other Approvals**" beginning on page 233 of the Draft Red Herring Prospectus. There can be no assurance that the relevant authorities will issue or renew these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, the proposed capacity expansion plan may extend and any such delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business

13. We derive a limited portion of our revenues from various countries outside India. Any adverse developments in these markets, along with fluctuations in exchange rates, may negatively impact our results of operations.

Our Company has diversified revenue from multiple geographical locations, including export sales to **countries** including **Nepal, New Zealand, Bhutan, USA** etc. Revenue from the sale of products outside India amounted to ₹ 61.05 Lakhs, ₹227.09 Lakhs, ₹436.67 Lakhs and ₹117.66 Lakhs for the period ending September 30, 2024 and financial year ended March 31, 2024, 2023 and 2022, respectively, representing 1.92%, 4.56%, 11.76% and 5.07% of our revenue from operation in such periods, respectively.

Our revenues from the export of goods may decline due to increased competition, regulatory actions, pricing pressures, fluctuations in the demand for or supply of our products, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively respond to these situations or successfully introduce new products could adversely affect our business prospects, results of operations, and financial condition. Additionally, international operations are subject to risks specific to each country and region in which we operate, as well as risks associated with international business in general. These risks include complying with changes in foreign laws, regulations, and policies, such as restrictions on trade, import and export license requirements, tariffs and taxes, intellectual property enforcement issues, and changes in foreign trade and investment policies.

Further, due to such export transactions conducted in foreign currencies, including the US dollar, NPR, Bhutanese ngultrum and other foreign currencies. we are exposed to foreign exchange-related risks. While we make provisions for foreign exchange

fluctuations, significant or frequent changes in the exchange rate between the Indian Rupee and other currencies may adversely affect our results of operations. The exchange rate between the Indian Rupee and foreign currencies, primarily the USD, has fluctuated in the past and has impacted our results of operations. For example, when the Indian Rupee strengthens, our revenue from overseas offerings is negatively impacted as foreign currency received translates into fewer Indian Rupees. However, the depreciation of the Indian Rupee may not consistently show a positive effect due to other variables impacting our business during the same period.

Our ability to foresee future foreign currency fluctuations is limited. Due to the time gap between the accounting of sales and actual receipts, the foreign exchange rate at which sales are recorded in our books may differ from the rate at which receipts are made. This can benefit or adversely affect us, depending on the appreciation or depreciation of the Rupee. We may be exposed to risks arising from exchange rate fluctuations and may not always be able to pass on losses due to foreign currency fluctuations to our clients, potentially resulting in losses. There is no guarantee that we will effectively manage foreign currency risks or mitigate exchange exposures at all times, which could harm our results of operations and cause fluctuations in our financial performance.

14. Geographical concentration of our manufacturing facilities may adversely affect our operations, business and financial condition.

We manufacture and supply our products to customers in different geographies within and outside India from our all three manufacturing units located in Amravati, Maharashtra. Any disruption to our manufacturing units may result in production shutdowns. Further, any communal agitations in any parts of Amravati causing significant loss to infrastructure, shutdown of business and industry or damage to property may affect our operations. Additionally, if our manufacturing facility is harmed or rendered inoperable by natural or man-made disasters, including earthquakes, fire, floods, acts of terrorism and power outages, it may render it difficult or impossible for us to efficiently operate our business for some period of time which may adversely affect our business, financial condition, result of operations and cash flows. Our manufacturing operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the state government. As a result, any unfavourable policies of the state government or state or local governments in this region, could adversely affect our business, financial condition and results of operations.

15. We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.

Quality of our product is very important for our customers and their brands equity. All our products go through various quality checks at various stages. We supply Steel Fiber and Steel Wool Fiber products covering a variety of applications for the industrial segments each of which have different product specifications. Our Company is committed to provide quality products to our customers and in this relation has also received quality certification i.e. ISO 9001:2015 for our products. Our Company ensures that its products are tested for various application tests such as sample test, performance, durability, product safety etc., in line with applicable standards. Failure of our products to meet prescribed quality standards may result in rejection and reworking and replacement of product. Any failure on our part to successfully maintain quality standards for our products may affect our business and operations.

16. Any failure to protect or enforce our rights to own or use trademarks and brand names and identities could have an adverse effect on our business and competitive position.

Our Company has applied for trademark registration in relation to our Company. The application made by our Company for registration of trademark **DURABOND** under Class 12 of the Trademark Act has been Applied via dated February 10, 2025 and its last status was formalities chk pass. We have also applied registration of the trademark **DURO-CRETE** under **DURAflex** Class 19 and trademark **STEEL FIBER** under Class 6 of the Trademark Act and their last status was opposed. Further, the

Company has made an application on November 12, 2024 for registration of our corporate logo  under the Trademark Act, 1999 with the Registrar of Trademarks and the same is pending. Furthermore, we have filed a patent application under the [Indian Patents Act, 1970] for our newly developed product, High Tensile Strength Steel Fiber with Inverted Loop Ends, which is currently in the Awaiting Complete Specification status. Our Subsidiary has also applied registration of the trademark namely “DURACURE”, “DURASLEEVE”, “DURASHIELD” and “DURASHRINK” dated November 29, 2024 and their last status was “formalities chk pass”. Further, our subsidiary has made an application on November 29, 2024 for registration of our logo “Durafloor Concrete Solutions LLP” its last status was “formalities chk pass”. We cannot assure you that our trademark application or patent application will be approved. In the absence of trademark or patent registrations, we may not be able to initiate an infringement action against any third party who may be infringing our trademarks or patent. For further details pertaining to the intellectual property of our Company, see “**Our Business –Intellectual Property**” and “**Government and Other Statutory Approvals**” on pages 112 and 233, respectively of this Draft Red Herring Prospectus.

We may not be able to prevent infringement of our trademarks. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. Further, if we do not maintain our brand identity, which is an important factor that differentiates us from our competitors, we may not be able to maintain our competitive edge. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, they could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Any of the foregoing could have an adverse effect on our business. The application of laws governing intellectual property rights in India is uncertain, evolving and could involve substantial risks to us.

17. Certain Offices of the company and Our subsidiary operates from a premise taken by us/Our Subsidiary on lease basis. If we/our subsidiary are unable to comply with the terms of the lease deed, the same may adversely affect our Company's/Our Subsidiary's ability to operate its current operations thus affecting its financial performance.

The premises used by our Subsidiary, Durafloor Concrete Solutions LLP ("DCSL"), have been obtained on a lease or rental basis, including the registered office located at Akshar Business Park, S Wing, First Floor, Office No. S-1063A, Janta Market Road, Sector-25, Vashi, Navi Mumbai, Maharashtra-400703, India, and an office at Gen-2/1/C Part, Unit/Gala No. 435, Building, Raheja Tesla, 1, Block, TTC Industrial Area, MIDC, Juinagar, Nerul, Thane, Maharashtra, India. Further, we have obtained a No Objection Certificate (NOC) dated September 1, 2024 from the owner to use an area of 250 sq. ft. out of the total area of 1200 sq. ft. the registered office of our Subsidiary at Akshar Business Park, as the corporate office of our Company. There is no separate sub-lease or rent-sharing agreement between our Company and its Subsidiary.

We and our subsidiary cannot assure the renewal of lease or rental agreements on favorable terms or at all. If the lease is not renewed, terminated before its tenure, or if the NOC is withdrawn, we may need to invest significant time and financial resources to secure an alternative location. Additionally, we may face delays or challenges in relocation, and there is no assurance that a new office will be commercially viable. If the vacated premises are leased or sold to a competitor, we may face increased competition in the region, which could impact our market share. Any such disruptions could adversely affect our business, financial condition, and operational results. For further details on our properties, refer to the section "***Our Business***" on page 112 of this Draft Red Herring Prospectus.

18. Our Subsidiary is dependent upon third parties for manufacture and supply of substantially all of our products with which we do not have long term contracts or exclusive supply arrangements. Any delay or failure on the part of such vendors to deliver products, may adversely affect our business, profitability and reputation.

Our subsidiary, Durafloor Concrete Solutions LLP ("DCSL"), obtain substantially all of the products from third parties, with whom we generally do not have long-term contracts or agreements. The orders for the materials are placed on requirement basis. In the event that, there are any delays or disruptions in the supply of these materials from our manufacturers/vendors, our ability to deliver the products may be affected. Any of our supplier's failure to adhere to agreed timelines, whether due to their inability to comply with, or obtain, regulatory approvals, or otherwise, may result in delays and disruptions to our sales, increased costs, delayed payments for our products and damage to our reputation leading to an adverse effect on our results of operations.

As of September 30, 2024, we source our products for industrial flooring from multiple domestic manufacturers/vendors. All our products are procured from third-party suppliers, with some sourced from a limited number of suppliers or even a single supplier. Additionally, some of our suppliers may have more established relationships with our competitors, and as a result of these relationships, such suppliers may choose to limit or terminate their relationships with us or prioritize our competitors' orders in the case of supply shortages.

Therefore, our subsidiary is subject to risks of shortages or discontinuation in supply, long lead times, cost increases and quality control issues with our suppliers. In the event of any such interruption in supply, we would need to identify and obtain acceptable replacement sources on a timely basis. There is no guarantee that we would be able to obtain such alternative sources of supply on a timely basis, if at all, and an extended interruption in supply, particularly of a high-sales volume product, could result in a significant disruption in our sales and operations, as well as damage to our relationships with customers and our reputation. We believe we have maintained stable relationships with these vendors in the past, we cannot assure you that, we will be able to source adequate quantities of products in a timely manner from our existing vendors in the future or we will be able to find alternative vendors at acceptable prices and quality levels or at all.

In addition, any restrictions, either from the Central or state governments of India or any adverse change in policies by India or other countries, in terms of tariff and non-tariff barriers, may adversely affect on business, prospects, financial condition and results of operations of our subsidiary. Further, there can be no assurance that, under these circumstances, we will be successful in identifying alternate vendors for products or we will be able to source the products at favorable terms in a timely manner. Any restriction on import of products could have an adverse effect on our ability to deliver products to our customers, business and results of operations.

19. Our failure to adapt to technological developments or industry trends could affect the performance and features of our products, and reduce our attractiveness to our customers.

As our operations grow in scope and size, whether through offering of new products or expansion into new markets, we must continuously improve, upgrade, adapt and expand our systems and infrastructure to offer our customers enhanced products, features and functionality ahead of rapidly evolving customer demands, while maintaining the reliability and integrity of our systems and infrastructure in a cost-efficient and competitive manner. The systems, infrastructure and technologies we currently employ may become obsolete or be unable to support our increased size and scale. Even if we are able to maintain, upgrade or replace our existing systems or innovate or customize and develop new technologies and systems, we may not be as quick or efficient as our competitors in upgrading or replacing our systems. We may be unable to devote adequate financial resources or obtain sufficient financing on commercially acceptable terms in time, or at all, which may have a material adverse effect on our business, prospects, results of operation and financial condition. For further details regarding our business, please refer to chapter titled “*Our Business*” beginning on Page 112 of this Draft Red Herring Prospectus.

20. Our Company had negative cash flows in the past, details of which are given below. Sustained negative cash flow could impact our growth and business. We have experienced negative cash flows in the past which have been set out below:

We have experienced negative cash flows in the past which have been set out below:

Particulars	For the period and financial year ended				(Amount in ₹ Lakhs)	
	Consolidated		Standalone			
	September 30, 2024	F.Y. 2023-24	F.Y. 2022-23	F.Y. 2021-22		
Net Cash flow from Operating Activities	97.78	231.80	103.54	92.37		
Net Cash flow from Financing Activities	(63.55)	(150.34)	43.17	330.37		
Net Cash flow from Investing Activities	(35.30)	(117.13)	(202.98)	(315.64)		

Cash flow of a company is a key indicator to show the extent of cash generated from operations. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

For further details of the cash flows of the company, kindly refer section titled “*Restated Financial Statements*” beginning on Page 167 of this Draft Red Herring Prospectus.

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

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

22. Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of our finished products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third-party transport service providers and engage them on a need basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. The cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, transportation strikes and lockouts,

shortage of labour, delays and disruption of transportation services for events such as weather-related problems and accidents. Further, movement of goods encounters additional risks such as accidents, spoilage, and our inability to claim insurance may adversely affect our operations, results of operations and financial condition. Although we have not experienced any material logistics and transport related disruptions in the past, any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may not be cost-effective, thereby adversely affecting our operations, results of operations, cash flows and financial condition.

23. Since our incorporation in the year 2005, we have expanded our business, scale of operations and delivered variety of products, creating our position in the steel fiber and steel wool fiber products. However, we face competitive pressures in our business in the future and our inability to compete effectively would be detrimental to our business and prospects for future growth.

Since our incorporation in the year 2005, we have expanded our business, scale of operations and delivered variety of products, creating our position in the steel fiber and steel wool fiber products. However, we face competitive pressures in our business in the future and our inability to compete effectively would be detrimental to our business and prospects for future growth. We face competition in our business from other manufacturers and suppliers of steel fiber and steel wool fiber products. For details, please see sections titled “**Industry Overview**” and “**Our Business**” on pages 97 and 112, respectively. The industry and markets for our products are characterized by factors such as rapid technological change, the development of new end products and their rapid obsolescence, evolving industry standards and significant price erosion over the life of a product. We primarily compete based on the following:

- a. product functionality, quality and reliability;
- b. design, technical, research and production capabilities;
- c. ability to meet customers’ order requirements and delivery schedules; and
- d. product price.

There can be no assurance that we will maintain our competitiveness in any of these areas with respect to any of our products. While we work consistently to advance our technological capability, improve our services or enhance our production efficiency to reduce costs, such efforts may not be successful. Also, as we plan to expand our offerings to launch new products, we may face strong competition from other players in the same markets. Many of our existing and potential competitors may seek to equal or exceed us in terms of their financial, production, sales, marketing and other resources. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

Due to the fragmented nature of the steel products industry and price advantage that the unbranded players generally enjoy, there can be no assurance that we will maintain our competitiveness in steel fiber and steel wool fiber product industry with respect to any of our products. In addition, as a result of the intense competition and accelerated innovation in the steel fiber and steel wool fiber products industry, our ability to achieve and maintain profitability depends on a number of factors, including expanding manufacturing capacities at necessary levels, the customer perception of our products and the pricing levels of our competitors, some of which is beyond our control.

While we work consistently to offset pricing pressures, produce new products, advance our technical capability, improve our services or enhance our production efficiency to reduce costs, such efforts may not be successful. Also, as we plan to expand our offerings to launch new products, we may face competition from other players in the same markets. Many of our existing and potential competitors may seek to equal or exceed us in terms of their financial, production, sales, marketing and other resources. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

24. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.

Our operations are subject to various risks inherent to any business, including employee accidents, fire, earthquakes, floods, other force majeure events, acts of terrorism, explosions, and accidents that may result in injury, loss of life, and severe damage to property, equipment, and the environment. We have obtained the SBI General Bharat Laghu Udyam Suraksha Policy from SBI General Insurance Company Limited for our registered office and all three manufacturing units, which provides coverage against losses due to fire, explosions, lightning, earthquakes, volcanic eruptions, riots, strikes, and physical damage, among others. Additionally, we have secured a Package Policy (Commercial Vehicle – Goods Carrying) from United India Insurance Company Limited and Group Health (Floater) Insurance Policy Group Health (Floater) Insurance Policy from ICICI Lombard for our employees. However, we have not obtained Key Man Insurance Policy, Machinery breakdown policy and General Liabilities Insurance Policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we

suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

25. Risks associated with recent acquisition and revenue dependence on our subsidiary.

We have recently acquired Durafloor Concrete Solutions LLP, which provides concrete flooring solutions. As this subsidiary operates in the service sector and was acquired recently, our consolidated restated financial statements for the stub period ended September 30, 2024, and the fiscal year ended March 31, 2024, do not yet provide a sufficient track record for investors to reliably assess its long-term performance or future prospects. The subsidiary's revenue has only recently been included in our financials, and any fluctuations in its operations or profitability could affect our overall financial performance.

Currently, 47.82% of our total revenue for the stub period ended September 30, 2024, is derived from this subsidiary. Given its recent integration, the long-term stability and expansion of this segment remain uncertain. Any challenges related to operations, market conditions, or other external factors affecting the LLP could have a significant impact on our financial condition and overall business performance.

26. Our profitability and business operations is significantly dependent on our ability to successfully anticipate the industry and client requirements. Any failure on our part to do so, may have an impact on our operations, which could have an adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.

Our profitability, business operations and its success is significantly dependent on our ability to ensure continued demand for our products in existing and proposed markets, which requires us to continuously anticipate and respond in a timely manner to customer requirements and preferences. If we are unable to successfully anticipate customer requirements or are unable to modify our current portfolio of products or develop new products, in a timely manner, we may lose customers.

Though we are committed to product innovation to respond to changing technology in the Steel industry, there can be no assurance that we would be successful in developing new products that respond to such changes or changes in customer requirements and preferences or that our products would gain acceptance in our existing or new markets. Any enhancement to our existing offerings or new offerings that we develop and introduce involves significant commitment of time and resources and is subject to a number of risks and challenges including:

- ensuring the timely deployment of new offerings and features;
- adapting to emerging and evolving industry standards, technological developments by our competitors and changing client requirements;
- operating effectively with existing or newly-introduced technologies, systems, or applications of our existing and prospective clients.

The development of alternative technologies or a fundamental shift in technologies in key markets for our steel fiber could have an adverse effect on our business. Moreover, failure to correctly anticipate trends and adapt to the changing technological environment may result in reduced demand for our products which could have adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.

27. Our historical performance is not indicative of our future growth or financial results and we may not be able to sustain our historical growth rates.

Our revenue from operations increased from ₹2,321.52 lakhs in FY 2021-22 to ₹3,711.94 lakhs in FY 2022-23 and ₹4,974.55 lakhs in FY 2023-24. Sustaining this growth will require significant investments, including in assets, and will put pressure on our ability to effectively manage and mitigate both historical and emerging risks. The expansion of our business, along with the increasing scope and complexity of our operations, may strain our internal control framework and processes, potentially resulting in delays, increased costs, and compromises in product and service quality. We may not be able to effectively manage this growth or achieve the desired profitability within the expected timeframe or at all.

In the steel fiber products manufacturing industry, we operate competition from both organized and unorganized players from various regions in India. These competitors offer products similar to ours, potentially gaining a competitive edge in aspects such as pricing, durability, product quality, user experience, operational efficiency, timely delivery, and reliability. Keeping pace with the ever-changing technology landscape in the industry is crucial, and our ability to adapt will significantly impact our competitive standing.

Additionally, several of our strategic initiatives are currently in their nascent stages. While initial success is a possibility, the long-term success of these initiatives is not guaranteed. The inherent uncertainties in the early stages of strategic endeavours necessitate

a cautious approach, and we cannot assure sustained success without potential challenges and adjustments along the way. We remain vigilant and adaptable, ready to navigate the evolving landscape and optimize our strategies for long-term success.

28. Our operating results could be materially harmed if we are unable to accurately forecast customer demand for our products or manage our inventory.

We strive to keep optimum inventory to control our costs and working capital requirements. To maintain an optimal inventory, we monitor our inventory levels based on our projections of demand as well as on a real-time basis, hence the balance of the inventory can be maintained, but we need to keep a strict check on the requirement. However, unavailability of products, due to high demand or inaccurate forecast, may result in loss of sales and adversely affect our customer relationships. We manage our inventory by constantly monitoring and tracking our current inventory levels, while keeping a small portion of reserve stock, based on our forecast customer demand. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. Inventory levels in excess of customer demand may result in inventory write-offs and the sale of excess inventory at discounted prices, which may cause our gross margin to suffer and could impair the strength of our brand. On the other hand, in the case we experience shortage of products, we may be unable to meet the demand for our products, and our business and operating results could be adversely affected.

Therefore, an inaccurate forecast can also result in an over-supply of products, which may increase inventory costs, negatively impact cash flow, reduce the quality of inventory, shrinkages and ultimately lead to reduction in margins. Further, some of our products can become obsolete in terms of designs, and any inventory that we hold with respect to old designs may not get sold or replaced by our suppliers. Any of the aforesaid circumstances could have a material adverse effect on our business, results of operations and financial condition. During the stub period ended on September 30, 2024 and Fiscal 2024, 2023 and 2022 our inventories were Rs 844.51 lakhs, Rs. 697.94 lakhs, Rs. 466.48 lakhs and Rs. 311.12 lakhs. For details regarding inventories, please refer to section titled “Financial information of the company” beginning on page 167 of the Draft Red Herring Prospectus.

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

Our Company is engaged in manufacturing and production which attracts tax liability such as Goods and Service Tax, Income Tax, and custom duties as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contribution with Provident Fund and ESI. Though, we have submitted the required returns under various applicable Acts but any delay in submission of the requisite returns or the tax amount with the relevant authority or any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

30. We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.

The loan agreements entered into by us with bank contain specific covenants which require us to obtain the prior approval/ permission from the bank on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. We are required to obtain consent/ approval from our lender before undertaking any such steps which have been mentioned in the loan agreements. There can be no assurance that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “Statement of Financial Indebtedness” on page 216 of this Draft Red Herring Prospectus.

31. Compliance with and changes in safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related law and regulations. We are also subject to environmental laws and regulations, including but not limited to:

- Environment (Protection) Act, 1986
- Air (Prevention and Control of Pollution) Act, 1981
- Water (Prevention and Control of Pollution) Act, 1974
- Hazardous Waste Management & Handling Rules, 2008
- Other regulations promulgated by the Ministry of Environment and Forests and the Pollution Control Boards of the state of Maharashtra

which govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our business. The scope and extent of new environmental regulations, including their effect on our operations,

cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non - compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations

32. Our business is dependent on key industries, and any downturn in these sectors may adversely affect our operations and financial performance.

We cater to a diverse range of industries, including construction, engineering, warehousing, logistics, mining, infrastructure, and automotive. Our business performance is directly influenced by the demand and growth trends in these sectors. Any downturn, slowdown, or adverse regulatory changes in these industries may significantly impact our sales volume, order inflow, and revenue generation.

Several external factors, such as economic slowdowns, reduced infrastructure spending, supply chain disruptions, raw material price volatility, and regulatory changes in key industries, may negatively affect the demand for our products. Additionally, reduced investments, lower capacity utilization, or increased competition in industries that rely on our products may lead to delays, order cancellations, or lower-value contracts, adversely impacting our operations and profitability.

Further, shifts in customer preferences, advancements in technology, or evolving industry-specific sustainability requirements may necessitate product modifications or investments in new technologies to maintain competitiveness. Failure to adapt to industry changes or a decline in spending by key customer industries may materially and adversely impact our business, financial health, and growth prospects.

33. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.

Our success heavily depends upon the continued services of our Key managerial personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Persons and Senior Management Persons for executing our day-to-day activities. The loss of any of our Promoter, Key Management Personnel and Senior Management Persons, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section “**Our Management**” on page 145 of this Draft Red Herring Prospectus.

34. Information in relation to our installed capacity and capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates, and future production and capacity utilization may vary.

Information relating to our installed capacities and the capacity utilization of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, actual product mix vis-à-vis the products mix envisaged for computation of our installed capacity and assumptions relating to potential utilization levels and operational efficiencies. While we have obtained a certificate dated March 05, 2025, from Dr. R Z Chandak, Chartered Engineer (Reg no- F-108534/0), actual capacities and utilization rates may differ significantly from the estimated installed capacities or estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or estimated capacity utilization information for our existing facility included in this Draft Red Herring Prospectus.

For further details of our Business, please refer to chapter titled “**Our Business**” beginning on page 112 of this Draft Red Herring Prospectus.

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

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facility. An accident may result in personal injury to our employees, 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 such 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 facilities were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. While we have not experienced any interruption in our manufacturing activities in the past on account of any workplace accident, any future interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects.

36. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

37. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in its first year of operation, there is no guarantee that we can implement the same on time and within the estimated budget going forward or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations

38. Loans availed by Our Company has been secured on personal guarantees of our Director. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees provided by our Directors.

Our Promoters, Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai & Lata Surendra Singhai and promoter group, Alka Samit Singhai & Pallavi Akash Singhai has provided personal guarantee to secure a significant portion of our existing borrowings taken from the banks and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by the aforesaid may be invoked which could negatively impact their reputation and net worth. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “Statement of Financial Indebtedness” on page 216 of this Draft Red Herring Prospectus.

39. Our lenders have charge over properties in respect of finance availed by us.

We have secured our lenders by creating a charge over our movable properties of the company along with immovable properties of our directors, in respect of CC limit and term loan availed by us from State Bank of India. We have been extended such loan against hypothecation of our Company’s current assets and immovable assets of directors. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter “Statement of Financial Indebtedness” beginning on page 216 of this Draft Red Herring Prospectus.

40. Adverse publicity regarding our products could negatively impact us.

Adverse publicity regarding any of our products or similar products marketed or sold by others could negatively affect us. If any studies raise or substantiate concerns regarding the efficacy or safety of our products or other concerns, our reputation could be harmed and demand for our products could diminish, which could have a material adverse effect on growth in new customers and sales of our product, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.

41. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.
Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in

the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

42. Our contingent liabilities and commitments as stated in our Restated Financial Statements could affect our financial condition.

Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition. Our contingent liabilities as on September 30, 2024 is Rs. 85.17 lakhs. For further details of the contingent liabilities and commitments of our Company as on September 30, 2024, see "**Restated Financial Statements**" on page 167 of this Draft Red Herring Prospectus. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

43. We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.

Our Company has entered into various transactions with our directors, promoters and group companies. These transactions, inter-alia includes purchases, sales, loans and advances etc. For details, please refer to "**Note 30- Related Party Transactions**" under Section titled "**Financial Information of the Company**" and Chapter titled "**Capital Structure**" beginning on page 167 and 63 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions are not entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

44. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.

Effective internal controls are necessary for us to prepare reliable financial reports and effectively prevent and detect any frauds or misuse of funds. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may decline over time. There can be no assurance that additional deficiencies or lacks in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies of lacks in our internal controls. If internal control weaknesses are identified in a delayed manner, our actions may not be sufficient to correct such internal control weakness. Such instances may also adversely affect our reputation, thereby adversely impacting our business, results of operations and financial condition.

45. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

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. Accordingly, realization of a gain on shareholders 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 refer to the Section "**Dividend Policy**" on page 166 of the Draft Red Herring Prospectus.

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price

of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

47. Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

48. The average cost of acquisition of Equity Shares by our Promoters, is lower than the face value of Equity Share.

The average cost of acquisition of Equity Shares of our Promoter i.e., Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai & Lata Surendra Singhai are lower than the face value of Equity Shares i.e., Rs. 10/- . For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see Chapter titled “Capital Structure” beginning on page 63 of this Draft Red Herring Prospectus

49. Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.

Our promoters along with the promoter group will continue to hold collectively [●] of the equity share capital of the company. As a result of the same they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder’s vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

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

The issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “**Basis for Issue Price**” beginning on page 89 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

51. Industry information included in this Draft Red Herring Prospectus has been derived from industry sources. There can be no assurance that such third-party statistical, financial and other industry information is complete, reliable or accurate.

This Draft Red Herring Prospectus includes information on Industry in which we operate from various sources. For further details, please see “**Industry Overview**” beginning on page 97. The data has been furnished by independent agency on their websites and has no relationship with our Company, its Promoters, Directors, or the Book Running Lead Manager as on the date of this Draft Red Herring Prospectus. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

52. We have issued Equity Shares during the last one year at a price that will be below the Issue Price.

In the preceding 12 months, we have made an allotment of 60,61,896 Equity Shares as bonus issue, and a private placement 5,71,000 Equity Shares which are issued at a price which will be below the Issue price. For details relating to list of allottees, date of allotment etc. please refer to section titled “Capital Structure” on page 63 of this Draft Red Herring Prospectus.

53. Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.

Our restated summary statements of assets and liabilities, restated summary statements of profit and loss and cash flows for the period ended September 30, 2024 and Fiscals 2024, 2023 & 2022 have been prepared in accordance with the Indian GAAP. We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. Ind AS, US GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

54. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE (BSE SME) in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

55. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.

The fund requirement and deployment, as mentioned in the "**Objects of the Issue**" on page 81 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "**Objects of the Issue**" is at the discretion of our Board of Directors and will be subject to monitoring by an external independent agency appointed for the purpose. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "**Objects of the Issue**" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

56. We may be subject to surveillance measures, such as the Additional Surveillance Measures (ASM) and the Graded Surveillance Measures (GSM) by the Stock Exchanges which may adversely affect trading price of our Equity Shares.

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

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

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

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

58. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

59. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid and Individual Investors are not permitted to withdraw their Bids after Bid/Issue Closing Date.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Issue within three (3) Working Days from the Bid/ Issue Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Issue or may cause the trading price of our Equity Shares to decline on listing. Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within three Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

EXTERNAL RISK FACTORS

60. Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

61. We are exposed to risks associated with fluctuation in steel prices or shortages in supply of steel components.

Our manufacturing activities depend on fluctuation in steel prices, being M.S. Wires are one of the important raw materials and supply of steel components. Changes in macroeconomic conditions generally impact these industries and could negatively impact our business or profitability. Accordingly, our business is highly dependent on the state of development of the Indian economy and the macroeconomic environment prevailing in India. Changes in government policies that may have adverse effect on the development associated industries, may have an adverse impact on our business.

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

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

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

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

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "Government and Other Statutory Approvals" on page 233 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies,

which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see "**Outstanding Litigation and Material Developments**" on page 228. Moreover, any change in Indian tax laws could have an effect on our operations. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

65. Instability in financial markets could materially and adversely affect our results of operations and financial condition. The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions.

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

66. 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.

67. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares. Foreign ownership of Indian securities is subject to government regulation.

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

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

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

SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾	Issue of upto 27,52,000 Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<i>Out of which:</i>	
Issue Reserved for the Market Makers	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
Net Issue to the Public	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<i>Out of which*</i>	
A. QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<i>Of which</i>	
i) Anchor Investor Portion	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<i>Of which</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<i>Of which</i>	
a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹ 10 lakhs	Up to [●] Equity Shares aggregating up to ₹[●] lakhs
b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs	Up to [●] Equity Shares aggregating up to ₹[●] lakhs
C. Individual Investor Portion	Not less than [●] Equity Shares of ₹ 10/- each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	76,43,212 Equity Shares of face value of Rs.10/- each.
Equity Shares outstanding after the Issue	Upto [●] Equity Shares of face value Rs.10/- each.
Use of Net Proceeds by our Company	Please see the chapter titled “ Objects of the Issue ” on page 81 of this Draft Red Herring Prospectus.

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

Notes:

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

- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on February 1, 2025 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on February 12, 2025.
- 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 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 Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-Institutional bidders. Further, (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹ 10 lakhs and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), could be allocated to applicants in the other sub-category of NIBs. The allocation to each NIB shall not be less than the minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, was available for allocation on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.
- 4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the 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 allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "**Issue Procedure**" beginning on page 271 of this Draft Red Herring Prospectus.

SUMMARY OF OUR FINANCIAL STATEMENTS
Restated Statement of Assets & Liabilities
(Amount in ₹ Lakhs)

Particular	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
EQUITY AND LIABILITIES				
Shareholder's funds				
(a) Share capital	101.03	101.03	79.12	79.12
(b) Reserves and surplus	1,349.32	1,127.62	623.65	474.42
	1,450.35	1,228.65	702.77	553.54
(c) Minority Interest	(69.15)	(47.29)	-	-
Non-current liabilities				
(a) Long-term borrowings	251.65	290.73	378.21	364.37
(b) Other long-term liabilities	-	-	14.50	-
(c) Long-term provisions	96.24	88.44	26.94	25.54
	347.89	379.17	419.65	389.91
Current liabilities				
(a) Short-term borrowings	951.04	892.56	599.50	476.18
(b) Trade Payable				
Dues of Micro & Small Enterprise	140.32	418.94	4.52	34.53
Dues to Other	289.96	132.98	310.02	164.01
(c) Other current liabilities	207.29	287.62	88.95	63.07
(d) Short-term provisions	70.03	51.93	45.56	28.68
	1,658.64	1,784.03	1,048.55	766.47
	TOTAL	3,387.73	3,344.56	2,170.97
				1,709.92
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment & Intangible Assets				
(i) Property Plant & Equipment	1,101.16	1,077.46	769.27	700.39
(ii) Intangible assets	0.13	0.13	0.21	0.25
(iii) Capital work-in-progress	-	0.41	16.41	-
(iv) Goodwill on Consolidation	59.12	59.12	-	-
	1,160.41	1,137.12	785.89	700.64
(b) Deferred tax assets (net)	43.62	43.57	20.66	13.30
(c) Long-term loans and advances	-	-	39.13	63.34
(d) Other non-current assets	23.47	26.14	42.23	43.33
	1,227.50	1,206.83	887.91	820.61
Current assets				
(a) Inventories	844.51	697.94	466.48	311.12
(b) Trade receivables	928.16	1,003.40	758.16	413.33
(c) Cash and cash equivalents	15.45	16.54	52.21	108.48
(d) Short-term loans and advances	333.95	381.20	4.19	52.92
(e) Other current assets	38.16	38.65	2.02	3.46
	2,160.23	2,137.73	1,283.06	889.31
	TOTAL	3,387.73	3,344.56	2,170.97
				1,709.92

Restated Statement of Profit and Loss Account

(Amount in ₹ Lakhs)

	Particulars	Consolidated		Standalone	
		For half year ended 30th September, 2024	For year ended 31st March, 2024	For year ended 31st March, 2023	For year ended 31st March, 2022
A	CONTINUING OPERATIONS				
1	Revenue from operations (Net)	3,181.01	4,974.55	3,711.94	2,321.52
2	Other income	12.18	45.77	25.36	20.10
3	Total Income (1 + 2)	3,193.19	5,020.32	3,737.30	2,341.62
4	EXPENSES				
	Cost of material consumed	1,616.69	2,798.94	2,427.03	1,583.96
	Purchase of Stock-in-trade	212.84	427.13	120.89	46.80
	Changes in inventories of -				
	(a)Finished Goods	(120.94)	(63.50)	(45.60)	(85.21)
	(b)Work in Progress	(59.96)	(88.48)	(46.84)	(11.09)
	(c)Stock-in-trade	-	0.53	0.05	0.50
	Direct Site Expense	452.02	267.58	-	-
	Employee benefits expense	304.57	385.91	237.21	216.55
	Finance costs	57.87	113.53	93.99	53.75
	Depreciation and amortisation	86.95	140.79	133.04	68.11
	Other expenses	307.89	701.31	617.76	379.90
	Total expenses	2,857.93	4,683.74	3,537.53	2,253.27
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)	335.26	336.58	199.77	88.35
6	Exceptional items	-	-	-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)	335.26	336.58	199.77	88.35
8	Extraordinary items	-	-	-	-
9	Profit / (Loss) before tax (7 + 8)	335.26	336.58	199.77	88.35
10	Tax expense:				
	(a) Current tax expense for current year	110.38	111.36	57.69	21.53
	(b) Short/excess provision of taxes for earlier year	-	2.42	0.22	1.80
	(c) Deferred tax Liability/(Asset)	(0.05)	(12.34)	(7.36)	0.78
		110.33	101.44	50.55	24.11
11	Profit for the year (9 + 10)	224.93	235.14	149.22	64.24
	Profit of the period attributable to				
	(a) Owners of the parent	221.70	233.15	149.22	64.24
	(b) Minority Interest	3.23	1.99	-	-
12	Earnings per share (of 10/- each):				
	Basic	21.94	29.25	18.86	8.12
	Diluted	21.94	29.25	18.86	8.12

Restated Cash Flow Statement

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	For year ended 30th September, 2024	For year ended 31st March, 2024	For year ended 31st March, 2023	For year ended 31st March, 2022
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	335.26	336.58	199.77	88.35
Adjustments for:				
Depreciation	86.95	140.79	133.04	68.11
Subsidy Received	(2.62)	(16.83)	-	(10.22)
Forex Currency Translation Gain/Loss	-	0.64	(0.33)	(0.09)
Interest Expense	57.87	113.53	93.99	53.75
Profit on sale of fixed asset	-	(11.54)	(8.31)	-
Interest Income	(7.62)	(8.36)	(7.00)	(4.95)
Sundry Balance written back	(1.02)	(5.73)	-	-
Unbilled Revenue	(115.70)	(62.96)	-	-
Bad Debts	-	-	-	1.71
Provision for Gratuity	(3.72)	21.03	3.22	9.45
Operating Profit before Working Capital Changes	349.41	507.15	414.38	206.11
Adjustments for:				
Decrease/(Increase) in Trade & other receivables	75.24	114.35	(344.45)	135.60
Decrease/(Increase) in Inventories	(146.58)	(65.90)	(155.36)	(141.47)
Decrease/(Increase) in Other Non Current Assets	0.21	16.09	1.09	(3.82)
Increase/(Decrease) in Other Long Term Liability	-	(14.50)	14.50	-
Increase/(Decrease) in Payables	(200.95)	(1.81)	141.87	(7.58)
Increase/(Decrease) in Provisions	-	16.59	(0.00)	(54.45)
Decrease/(Increase) in Short term Loans and advances	(20.78)	(242.56)	48.73	37.76
Decrease/(Increase) in Long term Loans and advances	-	20.00	24.20	(63.34)
Decrease/(Increase) in Other current asset	116.45	69.73	1.44	15.99
	(176.41)	(88.01)	(267.98)	(81.31)
Cash generated from operations	173.00	419.14	146.40	124.80
Direct Taxes paid	(75.22)	(187.34)	(42.86)	(32.43)
Net Cash flow from Operating activities (A)	97.78	231.80	103.54	92.37
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(110.22)	(122.42)	(238.98)	(337.31)
Sale of Fixed asset	-	29.00	29.00	-
Subsidy Received	2.62	16.83	-	10.22
Decrease/(Increase) in current Investment	(3.22)	-	-	6.50
Loan Received	68.03	(48.90)	-	-
Interest Income	7.48	8.36	7.00	4.95
Net Cash used in Investing activities	(35.30)	(117.13)	(202.98)	(315.64)
C CASH FLOW FROM FINANCING ACTIVITIES				
Repayment of Long term Borrowings	(39.08)	(87.48)	-	-
Proceeds from Borrowings	58.48	66.44	137.16	384.12
Minority Interest	(25.08)	(37.68)	-	-
Issuance of shares	-	21.91	-	-
Interest Expense	(57.87)	(113.53)	(93.99)	(53.75)
Net Cash Inflow/(Outflow) in financing activities	(63.55)	(150.34)	43.17	330.37
Net increase in cash & Cash Equivalents (A+B+C)	(1.08)	(35.67)	(56.27)	107.10
Cash and Cash equivalents as at the beginning of period / year	16.54	52.21	108.48	1.38
Cash and Cash equivalents as at the end of period / year	15.45	16.54	52.21	108.48

GENERAL INFORMATION

Brief Summary:

Our Company was originally incorporated as a Private Limited Company under the name “Kasturi Metal Composite Private Limited” on November 24, 2005 bearing CIN U28900MH2005PTC157553 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai. Subsequently, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on December 26, 2023 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “Kasturi Metal Composite Private Limited” to “Kasturi Metal Composite Limited” vide a fresh Certificate of Incorporation dated March 19, 2024 issued by the Registrar of Companies, Central Processing Centre, bearing CIN U65465MH2005PLC157553.

For further details, please refer to chapter titled “**History and Certain Corporate Matters**” beginning on page 141 of this Draft Red Herring Prospectus.

Registered Office:

Kasturi Metal Composite Limited

A30/3/1, MIDC, H. V. Nagar, Amravati,
Maharashtra-444605-India

Tel. No.: 0721-2520293/ 94/ 95

E-mail: info@steelfiberindia.in

Website: www.steelfiberindia.in

CIN: U65465MH2005PLC157553

Registration Number: 157553

Corporate Office:

Kasturi Metal Composite Limited

Akshar Business Park, S Wing, First Floor,
Office No. S-1063A, Janta Market Road, Sector-25,
Vashi, Navi Mumbai, Maharashtra-400703-India

Tel. No.: 0721-2520293/ 94/ 95

E-mail: info@steelfiberindia.in

Website: www.steelfiberindia.in

CIN: U65465MH2005PLC157553

Registration Number: 157553

Address of the RoC:

Registrar of Companies, Mumbai

100, Everest, Marine Drive,
Mumbai- 400002, Maharashtra.

Tel No: +91-9820890711

Fax No: 022-22811977

Email id: roc.mumbai@mca.gov.in

Website: www.mca.gov.in

Board of Directors of our Company

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

Name of Director	Designation	Address	DIN
Samit Surendra Singhai	Chairman & Managing Director	Kasturi-12 Ganesh Vihar-1, Badnera Road, Amt. Near Shital Apartment, Amravati, Maharashtra, 444605.	00907782
Akash Surendra Singhai	Whole Time Director	Kasturi, Ganesh Vihar No. 1, Near Shital Apartment, Sai Nagar, Amravati, Maharashtra, 444607.	01364889
Mayur Ashok Zamvar	Non-Executive Director	Near Bus Stand, Maltekdi Road, Moti Kunj, Kazi Compound, Amaravati, Maharashtra, 444601.	00854887

Shubhada Mukesh Zanwar	Non-Executive Director	Moti Kunj Kazi Compound, Maltekdi, Road Near Bus Stand Amravati Camp, Amaravati, Maharashtra, 444602.	10586466
Ashish Madanmohan Mundhada	Independent Director	Flat No. 203, SP Enclave, Sahil Nagar, Behind Sarju Town, Vathoda Nagpur, Maharashtra, 440035.	07143300
Mohit Manoharlal Ganeshani	Independent Director	Prabhu Kutir, 9 Balaji Nagar, Near Shankar Nagar, Rukhmini Nagar, Amaravati, Maharashtra, 444606.	10504998

For further details in relation to our Directors, please refer to chapter titled “**Our Management**” on page 145 of this Draft Red Herring Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Pravin Radheshyam Kesharwani Kasturi Metal Composite Limited A30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra, India, 444605 Tel. No.: 0721-2520293/ 94/ 95 E-mail: info@steelfiberindia.in Website: www.steelfiberindia.in	Madhu Awasthi Kasturi Metal Composite Limited A30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra, India, 444605 Tel. No.: 0721-2520293/ 94/ 95 E-mail: companysecretary@steelfiberindia.in Website: www.steelfiberindia.in

Investor Grievances

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

All grievances relating to the 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. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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 and Our Company:

Book Running Lead Manager to the Issue	Legal Advisor to the Issue
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India. Tel No.: 22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Mr. Ravi Kumar Gupta SEBI Regn. No.: INM000010981	Vedanta Law Chambers Address: 1st Floor, SSK House, B-62, Sahakar Marg, Lalkothi, Jaipur-302015 Rajasthan, India Tel No.: 141 -2740911, 4014091 Email: vedantalawchambers@gmail.com Website: www.vedantalawchambers.com Contact Person: Advocate Nivedita Ravindra Sarda Designation: Partner
Registrar to the Issue	Statutory Auditors

BIGSHARE SERVICES PRIVATE LIMITED Address: S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India Tel No.: +91 22 6263 8200 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Asif Sayyed Designation: Senior Executive-IPO SEBI Registration Number: INR000001385 CIN: U99999MH1994PTC076534	M/s. NDAA & ASSOCIATES LLP Chartered Accountants Address: Office 701, Gold Crest Business Center, Opp. Manubai Jewellers, Lokmanya Tilak Road, Borivali West, Mumbai-400092-Maharashtra Telephone: 9766008722 E-mail: niraj.a@ndaa.in Website: N.A Firm Registration No.: 129486W/W100775 Membership No: 120844 Contact Person: Niraj Adaia Peer Review Certificate No: 015799
Bankers to the Company The State Bank of India Address: Tikamdas Prime Building, opp. Dhanvantri hospital, Near TTR Honda Showroom, Nawathe Plot, Amravati-Maharashtra 444605 Tel: 9960790340 Email: anurag.bhasme@sbi.co.in Website: https://sbi.co.in/ Contact Person: Anurag Bhasme Designation: Branch Manager	Syndicate Member [•]
Bankers to the Issue/ Refund Banker/Sponsor Bank*	
[•]	

* The Bankers to the Issue/ Refund Banker/ Sponsor Bank and Syndicate Member shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>; Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

Syndicate SCSB Branches

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and 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' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

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 the 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 Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of SEBI i.e <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, respectively, as updated from time to time

Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Brokers to the Issue

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

Expert Opinion

Except for the reports in the section “**Statement of Special Tax Benefits**”, “**Financial Information of the Company**” “**Statement of Financial Indebtedness**” on page 94, 167 and 216 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act, 2013 read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

Inter-se Allocation of Responsibilities

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

Monitoring Agency

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 5,000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

Green Shoe Option

No Green Shoe Option is applicable for this Issue.

Appraising Entity

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

Credit Rating

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

IPO Grading

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

Debenture Trustees

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

Filing of Draft Red Herring Prospectus

The Draft Red Herring 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 Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

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 Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are: -

- Our Company;
- The Book Running Lead Manager in this case being Hem Securities 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 shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the Book Running Lead Manager allocate upto 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 shall be 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 shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders in the following manner: (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than 2 lots and upto such lots equivalent to not more than ₹ 10 lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs and the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), could be allocated to applicants in the other sub-category of NIBs and not less than 35% of the Net Issue shall be available for allocation to Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB 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 Designated Stock Exchange.

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. 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 Individual Investors Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investors Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, 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, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “**Issue Procedure**” beginning on page 271 of the Draft Red Herring 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 271 of this Draft Red Herring 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 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%
1000	23	1500	50.00%
1500	22	3000	100.00%
2000	21	5000	166.67%
2500	20	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 Book Running Lead Manager, 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 271 of this Draft Red Herring 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 Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/ Issue Program:

Event	Indicative Dates
Bid/Issue Opening Date ¹	[●] ¹
Bid/Issue Closing Date ²	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

¹*Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI (ICDR) Regulations.*

²*Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing 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 3 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 Individual Investors and non-institutional investor Bidders. The time for applying for Individual Bidder on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE 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 Draft Red Herring 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 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 SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

WITHDRAWAL OF THE ISSUE

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

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

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

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

UNDERWRITING

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter, [•] in the capacity of Underwriter to the issue.

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

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[•]	[•]	[•]	[•]

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

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 Offer out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriter), the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

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

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years.

Details of Auditors	Date of Change	Reason
KALOTI AND LATHIYA Chartered Accountants Address: 1st floor, Pimple Complex, Ambapeth, Amravati, Maharashtra-444601-India Telephone: 0721-2673054, 2677584 E Mail: roc@kalotilathiya.com Website: www.kalotilathiya.com Firm Registration No.: 104589W Membership No: 039876 Contact Person: Nilesh Lathiya	25.11.2023	Resignation due to other preoccupation
M/s. NDAA & ASSOCIATES LLP Chartered Accountants	20.12.2023	Appointment in casual vacancy

Address: Office 701, Gold Crest Business Center, Opp. Manubai Jewellers, Lokmanya Tilak Road, Borivali West, Mumbai-400092-Maharashtra Telephone: 9766008722 E-mail: niraj.a@ndaa.in Firm Registration No.: 129486W/W100775 Membership No: 120844 Contact Person: Niraj Adaia Peer Review Certificate No: 015799		
M/s. NDAA & ASSOCIATES LLP Chartered Accountants Address: Office 701, Gold Crest Business Center, Opp. Manubai Jewellers, Lokmanya Tilak Road, Borivali West, Mumbai-400092-Maharashtra Telephone: 9766008722 E-mail: niraj.a@ndaa.in Firm Registration No.: 129486W/W100775 Membership No: 120844 Contact Person: Niraj Adaia Peer Review Certificate No: 015799	30.09.2024	Appointment in AGM

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

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

Name:	[•]
Correspondence Address:	
Tel No.:	
E-mail:	
Website:	
Contact Person:	
SEBI Registration No.:	
Market Maker Registration No.	

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE to fulfill the obligations of Market Making) dated [•] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

[•], registered with SME Platform of BSE “BSE SME” will act as the Market Maker and has agreed to receive or deliver of 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 any amendment to SEBI (ICDR) Regulations.

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

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE Limited (BSE SME) and SEBI from time to time.
- The investors with holdings less than the minimum lot size shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is [•] equity shares; however, the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken into consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.
- In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- **Price Band and Spreads:** The SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

➤ Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and/or norms issued by SEBI/ BSE from time to time.

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

CAPITAL STRUCTURE

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

		(₹ in Lakhs, except share data)	
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 1,10,00,000 Equity Shares having Face Value of ₹ 10/- each	1100.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 76,43,212 Equity Shares having Face Value of ₹ 10/- each	764.32	-
C	Present Issue in terms of this Draft Red Herring Prospectus* Upto 27,52,000 Equity Shares having Face Value of ₹ 10/- each at a Premium of ₹ [●] per share	275.20	[●]
	Which comprises of:		
D	Reservation for Market Maker Portion Upto [●] Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
E	Net Issue to Public Net Issue to Public of Upto [●] Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
	Of which:		
	i. At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Individual Investors	[●]	[●]
	ii. At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Non-Institutional Investors		
	iii. Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds.	[●]	[●]
F	Issued, Subscribed and Paid-up Equity Share Capital after the Issue		
	Upto [●] Equity Shares of face value of ₹ 10/- each	[●]	
G	Securities Premium Account		
	Before the Issue (as on date of this Draft Red Herring Prospectus)	[●]	
	After the Issue	[●]	

*The Present Issue of upto 27,52,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 1, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on February 12, 2025.

Classes of Shares:

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

There are no outstanding convertible securities or any warrant, option or right to convert a debenture, loan or other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus

Notes to the Capital Structure

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

Sr. No.	Particulars of increase	Cumulative No. of Equity Shares	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/EGM
1.	Authorized share capital of the Company was ₹10.00 Lakh divided into 10,000 Equity Shares of ₹ 100/- each.	10,000	10.00	Upon incorporation i.e. November 24, 2005	N.A.

2.	Increase in the Authorized share Capital of the Company from ₹ 10.00 Lakh divided into 10,000 Equity Shares of ₹ 100/- each to ₹ 30.00 Lakhs divided into 30,000 Equity Shares of ₹ 100/- each.	30,000	30.00	October 24, 2009	EGM
3.	Increase in the Authorized share Capital of the Company from ₹ 30.00 Lakh divided into 30,000 Equity Shares of ₹ 100/- each to ₹ 40.00 Lakhs divided into 40,000 Equity Shares of ₹ 100/- each.	40,000	40.00	August 28, 2012	EGM
4.	Increase in the Authorized share Capital of the Company from ₹ 40.00 Lakh divided into 40,000 Equity Shares of ₹ 100/- each to ₹ 60.00 Lakhs divided into 60,000 Equity Shares of ₹ 100/- each.	60,000	60.00	March 31, 2014	EGM
5.	Increase in the Authorized share Capital of the Company from ₹ 60.00 Lakh divided into 60,000 Equity Shares of ₹ 100/- each to ₹ 80.00 Lakhs divided into 80,000 Equity Shares of ₹ 100/- each.	80,000	80.00	January 03, 2022	EGM
6.	Pursuant to Shareholders' resolution dated December 26, 2023, the face value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares. Therefore, 80,000 Equity Shares of face value of Rs. 100/- each was sub-divided into 8,00,000 Equity Shares of face value of Rs. 10/- each.				
6.	Post sub-division of nominal value of Equity Shares from ₹100/- per Equity Share to ₹10/- per Equity Share	8,00,000	80.00	December 26, 2023	EGM
7.	Increase in the Authorized share Capital of the Company from ₹ 80.00 Lakh divided into 8,00,000 Equity Shares of ₹ 10/- each to ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each.	20,00,000	200.00	December 26, 2023	EGM
8.	Increase in the Authorized share Capital of the Company from ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹1100.00 Lakhs divided into 1,10,00,000 Equity Shares of ₹ 10/- each.	1,10,00,000	1100.00	November 28, 2024	EGM

2. Share Capital History of our Company:

(a) Equity Share capital

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable (₹))	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Capital (₹)
Upon Incorporation	1,000	100	-	Cash	Subscription to MOA ⁽ⁱ⁾	1,000	1,00,000
March 31, 2007	4500	100	100	Cash	Further Allotment ⁽ⁱⁱ⁾	5,500	5,50,000
March 27, 2009	1,500	100	200	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	7,000	7,00,000
November 6, 2009*	7,250	100	200	Cash	Further Allotment ^(iv)	14,250	14,25,000
March 31, 2010	1,500	100	200	Cash	Further Allotment ^(v)	15,750	15,75,000
March 31, 2011	2,000	100	275	Cash	Further Allotment ^(vi)	17,750	17,75,000

March 31, 2012	10,000	100	400	Cash	Further Allotment ^(vii)	27,750	27,75,000
March 31, 2013	5,500	100	100	Cash	Further Allotment ^(viii)	33,250	33,25,000
March 31, 2014	18,519	100	405	Other than Cash	Preferential Issue ^(ix)	51,769	51,76,900
June 30, 2015	3,951	100	405	Other than cash	Conversion of unsecured Loan ^(x)	55,720	55,72,000
June 25, 2019	3400	100	650	Other than cash	Preferential Issue ^(xi)	59,120	59,12,000
February 24, 2022	20,000	100	-	Other than cash	Bonus Issue in the Ratio of 250:739 ^(xii)	79,120	79,12,000
Pursuant to Shareholders' resolution dated December 26, 2023, the nominal value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares.							
Post subdivision of nominal value of Equity Shares from ₹100/- per Equity Share to ₹10/- per Equity Share on December 26, 2023	7,91,200	10	-	-	-	7,91,200	79,12,000
March 22, 2024	2,19,116	10	133.60	Other than cash	Preferential Issue ^(xiii)	10,10,316	1,01,03,160
December 21, 2024	60,61,896	10	-	Other than Cash	Bonus Issue in the Ratio of 6:1 ^(xiv)	70,72,212	7,07,22,120
February 1, 2025	5,71,000	10	60	Cash	Preferential Issue ^(xv)	76,43,212	7,64,32,120

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

*The Form 2 for the allotment was not found in the Company's records; however, the details have been verified from other available corporate records.

(i) Initial Subscribers to the Memorandum of Association subscribed 1,000 Equity Shares of Face Value of ₹100/- each, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Samit Surendra Singhai	500
2.	Akash Surendra Singhai	500
	Total	1,000

(ii) Further Allotment of 4500 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

Sr. No.	Name of Allotees	Number of Shares Allotted
1.	Lata Surendra Singhai	4,500
	Total	4,500

(iii) Further Allotment of 1500 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

Sr. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	500
2.	Akash Surendra Singhai	500
3.	Surendra Fatehchand Singhai	500
	Total	1,500

(iv) Further Allotment of 7250 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

Sr. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	1750
2.	Akash Surendra Singhai	500
3.	Lata Surendra Singhai	700
4.	Surendra Fatehchand Singhai	4300
	Total	7,250

(v) Further Allotment of 1500 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

Sr. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	500
2.	Akash Surendra Singhai	500
3.	Lata Surendra Singhai	500
	Total	1,500

(vi) Further Allotment of 2000 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	2000
	Total	2,000

(vii) Further Allotment of 10000 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	3000
2.	Akash Surendra Singhai	1000
3.	Surendra Fatehchand Singhai	6000
	Total	10,000

(viii) Further Allotment of 5500 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	5500
	Total	5,500

(ix) Preferential Issue of 18519 Equity Shares of Face Value of ₹ 100/- each for consideration other than cash, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	15202
2.	Akash Surendra Singhai	3317
	Total	18,519

(x) Further Allotment of 3951 Equity Shares of Face Value of ₹ 100/- each pursuant to conversion of unsecured loan, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Lata Surendra Singhai	494
2.	Surendra Fatehchand Singhai	2963
3.	Alka Samit Sanghai	247
4.	Pallavi Akash Singhai	247
	Total	3,951

xi) Preferential Allotment of 3400 Equity Shares of Face Value of ₹ 100/- each for other than cash, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Surendra Fatechand Singhai	3400
	Total	3,400

xii) Bonus issue of 20000 Equity Shares of Face Value of ₹ 100/- each in the ratio of 250:739 i.e., Two Hundred Fifty (250) Bonus Equity Share for every Seven hundred Thirty Nine (739) Equity Shares held by shareholders:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	9796
2.	Akash Surendra Singhai	2136
3.	Lata Surendra Singhai	1758
4.	Surendra Fatechand Singhai	4996
5.	Alka Samit Sanghai	82
6.	Pallavi Akash Singhai	82
7.	Surendra Fatehchand Singhai HUF	1150
	Total	20,000

xiii) Preferential allotment of 2,19,116 Equity Shares of Face Value of ₹ 10/- each for other than cash, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	109558
2.	Akash Surendra Singhai	109558
	Total	2,19,116

xiv) Bonus issue of 60,61,896 Equity Shares of Face Value of ₹ 10/- each in the ratio of 6:1 i.e., six (6) Bonus Equity Share for every One (1) Equity Shares held by shareholders:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Samit Surendra Singhai	23,64,162
2.	Akash Surendra Singhai	17,70,714
3.	Lata Surendra Singhai	4,17,120
4.	Surendra Fatechand Singhai	6,39,972
5.	Alka Samit Sanghai	2,92,524
6.	Pallavi Akash Singhai	2,92,524
7.	Surendra Fatechand Singhai HUF	2,73,000
8.	Mayur Ashok Zamvar	11,880
	Total	60,61,896

xv) Preferential Allotment of 5,71,000 Equity Shares of Face Value of ₹ 10/- each, details of which are given below:

S. No.	Name of Allotees	Number of Shares Allotted
1.	Paresh Jethalal Raja	41670
2.	Sonali Vishal Goenka	50000
3.	Jaibir Ramkumar Choudhary	16500
4.	Aman Singla	16500
5.	Sharad Harish Kasat	16670
6.	Srinivasan Anantharaman	18000
7.	Piyush Shantilal Jobanputra Ancestral (HUF)	41670
8.	Huzefa Husain	41670
9.	Murli Shriniwas Lahoti (HUF)	30000
10.	Nisha Amit Kainya	16500
11.	Aakriti Anant Shrishrimal	50000
12.	Lahoti Shrikrishna Harakchand (HUF)	15000
13.	Pravin Brijmohan Bhutada (HUF)	15000

14.	Chandni Amit Kumar	89834
15.	Sapan Shrivastava	5000
16.	Tushar Kasat	16670
17.	Pallavi Devkishor Kabra	7500
18.	Sujit Pukharaj Mundhada	15000
19.	Snehal Madhur Zanwar	17810
20.	Chaya Raghu	8340
21.	Shivagnanam Rajasekaran	41666
	Total	5,71,000

b) Preference Share Capital: As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.

3. Except as mentioned below, the Company has not issued any Equity Share in the last two years preceding the date of the Draft Red Herring Prospectus.

Date of Allotment/ Date of fully Paid up	No of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allotees	No. of Shares Allotted
March 22, 2024	219116	10	133.60	Acquisition of 98% capital of Durafloor Concrete Solutions LLP	Expansion and Synergy of Business	Samit Surendra Singhai	109558
						Akash Surendra Singhai	109558
						TOTAL	219116
December 21, 2024	60,61,896	10	-	Bonus Issue in the ratio of 6:1	Capitalization of Reserves & Surplus	Samit Surendra Singhai	23,64,162
						Akash Surendra Singhai	17,70,714
						Lata Surendra Singhai	4,17,120
						Surendra Fatechand Singhai	6,39,972
						Alka Samit Sanghai	2,92,524
						Pallavi Akash Singhai	2,92,524
						Surendra Fatechand Singhai HUF	2,73,000
						Mayur Ashok Zamvar	11,880
						TOTAL	60,61,896
						Paresh Jethalal Raja	41670
February 1, 2025	5,71,000	10	60.00	Issue of Shares on preferential basis	Expansion of Business	Sonali Vishal Goenka	50000
						Jalbir Ramkumar Choudhary	16500
						Aman Singla	16500
						Sharad Harish Kasat	16670
						Srinivasan Anantharaman	18000
						Piyush Shantilal Jobanputra Ancestral (HUF)	41670
						Huzefa Husain	41670
						Murli Shriniwas Lahoti (HUF)	30000
						Nisha Amit Kainya	16500
						Aakriti Anant Shrishrimal	50000
						Lahoti Shrikrishna Harakchand (HUF)	15000
						Pravin Brijmohan Bhutada (HUF)	15000
						Chandni Amit Kumar	89834
						Sapan Shrivastava	5000
						Tushar Kasat	16670
						Pallavi Devkishor Kabra	7500

						Sujit Pukharaj Mundhada	15000
						Snehal Madhur Zanwar	17810
						Chaya Raghu	8340
						Shivagnanam Rajasekaran	41666
						TOTAL	571000

4. Issue of Equity Shares for consideration other than cash:

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

Date of Allotment/ Date of fully Paid up	No of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allotees	No. of Shares Allotted
March 31, 2014	18,519	100	405	Allotment of shares against the purchase of Assets and Liabilities of M/s Kasturi Industries	Takeover of Existing Business of M/s Kasturi Industries	Samit Surendra Singhai Akash Surendra Singhai	15,202 3,317
						TOTAL	18,519
June 24, 2016	3,951	100	405	Conversion of unsecured Loan to Equity	Strengthening the company's capital structure	Lata Surendra Singhai Surendra Fatechand Singhai Alka Samit Singhai Pallavi Akash Singhai	494 2,963 247 247
						TOTAL	3,951
June 25, 2019	3,400	100	650	Allotment of Shares against Purchase of property of Surendra Fatechand Singhi proprietor of Kasturi Steel Wool	Purchase of Assets	Surendra Fatechand Singhai	3,400
						TOTAL	3,400
February 24, 2022	20,000	100	-	Bonus Issue in the ratio of 1:2.956	Capitalization of Reserves & Surplus	Samit Surendra Singhai Akash Surendra Singhai Lata Surendra Singhai Surendra Fatechand Singhai Alka Samit Singhai Pallavi Akash Singhai Surendra Fatechand Singhai HUF	9,796 2,136 1,758 4,996 82 82 1,150
						TOTAL	20,000

Pursuant to Shareholders' resolution dated December 26, 2023, the nominal value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares.

March 22, 2024	2,19,116	10	133.60	Acquisition of 98% capital of Durafloor Concrete Solutions LLP	Expansion and Synergy of Business	Samit Surendra Singhai Akash Surendra Singhai	1,09,558 1,09,558
						TOTAL	2,19,116
December	60,61,896	10	-	Bonus Issue	Capitalization	Samit Surendra Singhai	23,64,162

21, 2024			in the ratio of 6:1	of Reserves & Surplus	Akash Surendra Singhai	17,70,714
					Lata Surendra Singhai	4,17,120
					Surendra Fatechand Singhai	6,39,972
					Alka Samit Sanghai	2,92,524
					Pallavi Akash Singhai	2,92,524
					Surendra Fatechand Singhai HUF	2,73,000
					Mayur Ashok Zamvar	11,880
					TOTAL	60,61,896

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. As on the date of this Draft Red Herring Prospectus, Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for Bonus Issue made on December 21, 2024, and Preferential Issue made on February 01, 2025 Our Company has not issued Equity Shares at price below the Issue price within last one year from the date of the Draft Red Herring Prospectus. (refer point no. 3 above for allottees list)
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **Shareholding Pattern of the Company**

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

I - Our Shareholding Pattern:-

Sr. No.	Category of shareholder	Nos. of share holders	No. of fully paid up equity shares held	No. of Par fully paid up equity shares held	No. of shares unduly held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Class Equity Shares of Rs.10/- each^	Total as a % of (A+B+C)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights						No.	As a % of total Shares held (a)	No.	As a % of total Shares held (b)	
								Cl as s eg : y	Total	Out standing convertible	(a)	(b)	(a)	(b)	(a)	(b)		
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII		XIII		XIV	
(A)	Promoter & Promoter Group	7	70,58,352	-	-	70,58,352	92.35	70,58,352	-	70,58,352	92.35	-	-	-	-	-	70,58,352	
(B)	Public	22	5,84,860	-	-	5,84,860	7.65	5,84,860	-	5,84,860	7.65	-	-	-	-	-	5,84,860	
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	29	76,43,212	-	-	76,43,212	100.00	76,43,212	-	76,43,212	100.00	-	-	-	-	-	76,43,212	

Notes:-

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

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

a) As on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares Held (Face Value of ₹ 10/- each)	% Pre-Issue paid up Share Capital
1.	Samit Surendra Singhai	2758189	36.09
2.	Akash Surendra Singhai	2065833	27.03
3.	Lata Surendra Singhai	486640	6.37
4.	Surendra Fatechand Singhai	746634	9.77
5.	Alka Samit Sanghai	341278	4.47
6.	Pallavi Akash Singhai	341278	4.47
7.	Surendra Fatechand Singhai HUF	318500	4.17
8.	Chandni Amit Kumar	89834	1.18
Total		7148186	93.52

b) Ten days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares Held (Face Value of ₹ 10/- each)	% Pre-Issue paid up Share Capital
1.	Samit Surendra Singhai	2758189	36.09
2.	Akash Surendra Singhai	2065833	27.03
3.	Lata Surendra Singhai	486640	6.37
4.	Surendra Fatechand Singhai	746634	9.77
5.	Alka Samit Sanghai	341278	4.47
6.	Pallavi Akash Singhai	341278	4.47
7.	Surendra Fatechand Singhai HUF	318500	4.17
8.	Chandni Amit Kumar	89834	1.18
Total		7148186	93.52

c) One Year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares held (Face Value of ₹ 10/- each)	% of Paid-Up Equity Shares as on date 1 year prior to the date of filing of the Draft Red Herring Prospectus*
1.	Samit Surendra Singhai	4,95,058	49.00
2.	Akash Surendra Singhai	1,94,088	19.21
3.	Lata Surendra Singhai	69,520	6.88
4.	Surendra Fatechand Singhai	1,97,590	19.55
5.	Surendra Fatechand Singhai HUF	45,500	4.50
Total		7,82,640	99.15

*Details of shares held on March 31, 2024 and percentage held has been calculated based on the paid-up capital of our Company as on March 31, 2024

d) Two Years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares held (Face Value of ₹ 100/- each)	% of Paid-Up Equity Shares as on date 2 year prior to the date of filing of the Draft Red Herring Prospectus*
1.	Samit Surendra Singhai	38,748	48.97
2.	Akash Surendra Singhai	8,453	10.68
3.	Lata Surendra Singhai	6,952	8.79
4.	Surendra Fatechand Singhai	19,759	24.97
5.	Surendra Fatechand Singhai HUF	4,550	5.75
Total		78,462	99.17

*Details of shares held on March 31, 2023 and percentage held has been calculated based on the paid-up capital of our Company as on March 31, 2023

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

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 Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company

12. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters, Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai, collectively holds 60,57,296 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Acquisition	Pre-Issue Shareholding %	Post-Issue Shareholding %
(A) Samit Surendra Singhai							
November 24, 2005	500	100	100	Cash	Subscriber to MOA	0.07	[●]
March 27, 2009	500	100	200	Cash	Further Issue of Shares	0.07	[●]
November 06, 2009	1750	100	200	Cash	Further Issue of Shares	0.23	[●]
March 31, 2010	500	100	200	Cash	Further Issue of Shares	0.07	[●]
March 31, 2011	2000	100	275	Cash	Further Issue of Shares	0.26	[●]
March 31, 2012	3000	100	400	Cash	Further Issue of Shares	0.39	[●]
March 31, 2013	5500	100	100	Cash	Further Issue of Shares	0.72	[●]
March 31, 2014	15202	100	405	Other than Cash	Further Issue of Shares	1.99	[●]
February 24, 2022	9796	100	-	Other Than Cash	Issue of Bonus Shares	1.28	[●]
Pursuant to Shareholders' resolution dated December 26, 2023, the nominal value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares.							
Post Sub-division	387480	10	-	-	-	5.07	[●]
January 05, 2024*	(1980)	10	105.05	Cash	Transfer of Shares ^(a)	(0.03)	[●]
March 22, 2024	109558	10	133.60	Other than Cash	Preferential Issue of Share	1.43	[●]
December 10, 2024	(101031)	10	0	By way of Gift	Transfer of Shares ^(b)	(1.32)	[●]

December 21, 2024	2364162	10	0	Other Than Cash	Issue of Bonus Shares	30.93	[•]
Total (A)	27,58,189					36.09	[•]
(B) Akash Surendra Singhai							
November 24, 2005	500	100	100	Cash	Subscriber to MOA	0.07	[•]
March 27, 2009	500	100	200	Cash	Further Issue of Shares	0.07	
November 06, 2009	500	100	200	Cash	Further Issue of Shares	0.07	[•]
March 31, 2010	500	100	200	Cash	Further Issue of Shares	0.07	[•]
March 31, 2012	1000	100	400	Cash	Further Issue of Shares	0.13	[•]
March 31, 2014	3317	100	405	Other than Cash	Further Issue of Shares	0.43	[•]
February 24, 2022	2136	100	0	Other Than Cash	Issue of Bonus Shares	0.28	[•]
Pursuant to Shareholders' resolution dated December 26, 2023, the nominal value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares.							
Post Sub-division	84530	10	-	-	-	1.10	[•]
March 22, 2024	109558	10	133.60	Other than Cash	Preferential Issue of Share	1.43	[•]
December 10, 2024	101031	10	0	By way of Gift	Acquisition by way of Transfer of Shares ^(c)	1.32	[•]
December 21, 2024	1770714	10	0	Other Than Cash	Issue of Bonus Shares	23.17	[•]
Total (B)	20,65,833					27.03	[•]
(C) Surendra Fatechand Singhai							
October 20, 2007	500	100	100	Cash	Acquisition by way of Transfer of Shares ^(d)	0.07	[•]
March 27, 2009	500	100	200	Cash	Further Issue of Shares	0.07	[•]
November 06, 2009	4300	100	200	Cash	Further Issue of Shares	0.56	[•]
March 31, 2012	6000	100	400	Cash	Further Issue of Shares	0.79	[•]
March 31, 2014	500	100	100	Cash	Further Issue of Shares	0.07	[•]
June 30, 2015	2963	100	405	Other than Cash	Conversion of unsecured loan	0.39	[•]
June 25, 2019	3400	100	650	Other than Cash	Preferential Issue of Share	0.44	[•]
August 13, 2019	(3400)	100	0	By way of Gift	Transfer of Shares ^(f)	(0.44)	[•]
February 24, 2022	4996	100	0	Other Than Cash	Issue of Bonus Shares	0.65	[•]
Pursuant to Shareholders' resolution dated December 26, 2023, the nominal value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares.							
Post Sub-division	197590	10	-	-	-	2.59	[•]
December 13, 2024	(90928)	10	0	By way of Gift	Transfer of Shares ^(g)	(1.19)	

December 21, 2024	639972	10	0	Other Than Cash	Issue of Bonus Shares	8.37	[•]
Total (C)	7,46,634					9.77	[•]
(D) Lata Surendra Singhai							
March 31, 2007	4,500	100	100	Cash	Further Issue of Shares	0.59	[•]
October 20, 2007	(500)	100	100	Cash	Transfer of Shares ^(h)	(0.07)	[•]
November 06, 2009	700	100	200	Cash	Further Issue of Shares	0.09	[•]
March 31, 2010	500	100	200	Cash	Further Issue of Shares	0.07	[•]
March 31, 2014	(500)	100	100	Cash	Transfer of Shares ⁽ⁱ⁾	(0.07)	[•]
June 30, 2015	494	100	405	Other than Cash	Conversion of unsecured loan	0.06	[•]
February 24, 2022	1758	100	0	Other Than Cash	Issue of Bonus Shares	0.23	[•]
Pursuant to Shareholders' resolution dated December 26, 2023, the nominal value of the Equity Shares of the Company was subdivided from Rs. 100/- per Equity Shares to Rs. 10/- per Equity Shares.							
Post Sub-division	69520	10	-	-	-	0.9	[•]
December 21, 2024	417120	10	0	Other Than Cash	Issue of Bonus Shares	5.46	[•]
Total (D)	4,86,640					6.37	[•]
Total (A)+(B)+(C)+(D)	60,57,296					79.25	[•]

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

a) Details of transfer of shares by Samit Surendra Singhai of 1,980 Equity Shares by way of transfer dated January 05, 2024.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	January 05, 2024	Mayur Ashok Zamvar	1,980
		Total	1,980

b) Details of transfer of shares by Samit Surendra Singhai of 1,01,031 Equity Shares by way of Gift dated December 10, 2024.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	December 10, 2024	Akash Surendra Singhai	1,01,031
		Total	1,01,031

c) Details of acquisition of shares by Akash Surendra Singhai of 1,01,031 Equity Shares by way of Gift dated December 10, 2024.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	December 10, 2024	Samit Surendra Singhai	1,01,031
		Total	1,01,031

d) Details of acquisition by Surendra Fatechand Singhai by way of transfer of 500 Equity Shares dated October 20, 2007.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	October 20, 2007	Lata Surendra Singhai	500
		Total	500

e) Details of acquisition by Surendra Fatechand Singhai by way of transfer of 500 Equity Shares dated March 31, 2014.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
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1.	March 31, 2014	Lata Surendra Singhai	500
		Total	500

f) **Details of transfer of shares by Surendra Fatechand Singhai of 3400 Equity Shares by way of gift dated August 13, 2019.**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	August 13, 2019	Surendra Fatechand Singhai HUF	3,400
		Total	3,400

g) **Details of transfer of shares by Surendra Fatechand Singhai of 90,928 Equity Shares by way of Gift dated December 13, 2024.**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	December 13, 2024	Alka Samit Singhai	45,464
2.		Pallavi Akash Singhai	45,464
		Total	90,928

h) **Details of transfer by Lata Surendra Singhai by way of transfer of 500 Equity Shares dated October 20, 2007.**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	October 20, 2007	Surendra Fatechand Singhai	500
		Total	500

i) **Details of transfer by Lata Surendra Singhai by way of transfer of 500 Equity Shares dated March 31, 2014.**

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	March 31, 2014	Surendra Fatechand Singhai	500
		Total	500

13. **The average cost of acquisition 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	Samit Surendra Singhai	27,58,189	8.51
2	Akash Surendra Singhai	20,65,833	8.10
3	Lata Surendra Singhai	4,86,640	1.62
4	Surendra Fatechand Singhai	7,46,634	9.20

14. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category **“Promoter and Promoter Group”**:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
Promoters					
1	Samit Surendra Singhai	27,58,189	36.09	27,58,189	[●]
2	Akash Surendra Singhai	20,65,833	27.03	20,65,833	[●]
3	Lata Surendra Singhai	4,86,640	6.37	4,86,640	[●]
4	Surendra Fatechand Singhai	7,46,634	9.77	7,46,634	[●]
	Sub Total (A)	60,57,296	79.25	60,57,296	[●]
Promoter Group					
1	Alka Samit Singhai	341278	4.47	341278	[●]
2	Pallavi Akash Singhai	341278	4.47	341278	[●]
3	Surendra Fatechand Singhai HUF	318500	4.17	318500	[●]
	Sub Total (B)	10,01,056	13.10	10,01,056	[●]
	Grand Total (A+B)	70,58,352	92.35	70,58,352	[●]

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

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allotees (Promoter/ Promoter Group/ Director)
December 10, 2024	Samit Surendra Singhai	(101031)	(1.32)	Share Transfer by way of Gift	Promoter/Director
December 10, 2024	Akash Surendra Singhai	101031	1.32	Acquisition of Shares by way of Gift	Promoter/Director
December 13, 2024	Surendra Fatechand Singhai	(90928)	(1.19)	Share Transfer by way of Gift	Promoter
December 13, 2024	Alka Samit Sanghai	45464	0.59	Acquisition of Shares by way of Gift	Promoter Group
December 13, 2024	Pallavi Akash Singhai	45464	0.59	Acquisition of Shares by way of Gift	Promoter Group
December 21, 2024	Samit Surendra Singhai	2364162	30.91	Bonus Issue (6:1)	Promoter/ Director
December 21, 2024	Akash Surendra Singhai	1770714	23.15	Bonus Issue (6:1)	Promoter/Director
December 21, 2024	Lata Surendra Singhai	417120	5.45	Bonus Issue (6:1)	Promoter
December 21, 2024	Surendra Fatechand Singhai	639972	8.37	Bonus Issue (6:1)	Promoter

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

17. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters 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 Draft Red Herring Prospectus, our Promoters collectively hold 60,57,296 Equity Shares constituting [●] % of the Post – Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, have given written consent to include 21,00,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting [●] % 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 Promoters 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
Samit Surendra Singhai						
December 21, 2024	1400000	10/-	-	Acquisition by way of Bonus Issue (6:1)	[●]	3 Years
Akash Surendra Singhai						
December 21, 2024	700000	10/-	-	Acquisition by way of Bonus Issue (6:1)	[●]	3 Years
Total	21,00,000				[●]	

*Assuming full subscription to the Issue

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoter" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for

computation of Minimum Promoter's Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this offer.

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

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in a phased manner from the date of allotment in this offer as below:

- (a) 50% promoters' holding shall be locked in for 1 year
- (b) 50% promoters' holding shall be locked in for 2 years

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

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

Details of Promoters' Contribution Locked-in for One Year and Two Years

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-issue Equity Shares share capital constituting 19,78,647 Equity Shares shall be locked in for a period of one year and remaining 50% of pre-issue Equity Shares share capital constituting 19,78,649 Equity Shares shall be locked in for a period of two years from the date of allotment of Equity Shares in this Issue.

Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity share capital held by persons other

than the promoters constituting 15,85,916 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

Other requirements in respect of lock-in:

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

There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

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

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

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

18. Kasturi Metal Composite Limited Employee Stock Option Scheme 2025 ("Kasturi ESOS 2025"): Our Company, pursuant to the resolutions passed by our Board on February 1, 2025 and shareholders on February 12, 2025, has adopted the Kasturi Metal Composite Limited Employee Stock Option Scheme 2025 ("Kasturi ESOS 2025"). Our Company will grant an aggregate number of 1,00,000 employee stock options to employees under the Kasturi ESOS 2025. Upon exercise and payment of the exercise price, the option holder will be entitled to be allotted 1,00,000 Equity Share per employee stock option. Accordingly, the number of Equity Shares that may be issued under the Kasturi ESOS 2025 shall not exceed 1,00,000 equity shares of face value ₹10/- each. The objectives of Kasturi ESOS 2025 are, among others, to enable the employees, present and future, to share the wealth that they help to create for the organisation over certain period of time.

The Kasturi ESOS 2025 has been framed in compliance with the SEBI (SBESE) Regulations. As on the date of this Draft Red Herring Prospectus, no options have been granted, vested or exercised by our Company under the Kasturi ESOS 2025.

19. As on the date of this Draft Red Herring Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid-up Equity Shares.
20. The BRLM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.
21. We have 29 (Twenty-Nine) shareholders as on the date of this Draft Red Herring Prospectus.
22. 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 the Issue.
23. Our Company has not raised any bridge loan against the proceeds of the Issue.
24. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoters Group are subject to any pledge.

25. Except for Equity Shares that may be allotted pursuant to the Kasturi ESOS 2025, the Equity Shares Allotted pursuant to the Issue, there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
26. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
27. Our Company presently does not have any intention or proposal and is not under negotiations or considerations to alter our capital structure for a period of 6 months from the date of opening of the Issue, by way of split/ consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on rights issue basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise. Provided, however, that the foregoing restrictions do not apply to: (a) the issuance of any Equity Shares under the Issue; and (b) any issuance, pursuant to the exercise of employee stock options under the Kasturi ESOS. Provided further that if our Company enters into acquisition(s) or Joint Venture(s) or if the business needs otherwise arise, we may, subject to necessary approvals, consider raising additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such Joint Ventures or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by our Board to be in the interest of our Company.
28. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3-year lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof.
30. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. 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.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. There are no safety net arrangements for the Issue.
38. 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 Shares 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.
39. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of upto 27,52,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

1. Funding the capital expenditure towards, mechanical and electrical works, interior work and procurement of plant and machinery for setting up a new manufacturing facility at Amravati, Maharashtra (“Proposed Unit IV”)
2. General Corporate Purpose

(Collectively referred as the “Objects”)

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

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	(₹ in Lakhs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
Net Proceeds	[●]

Requirement of Funds and Utilization of Net Proceeds

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

S. No.	Particulars	(₹ in Lakhs)
1.	Funding the capital expenditure towards, mechanical and electrical works, interior work and procurement of plant and machinery for setting up a new manufacturing facility at Amravati, Maharashtra (“Proposed Unit IV”)	1218.73
2.	General Corporate Purpose	[●]
Total		[●]

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

Means of Finance

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

Sr. No	Particulars	(₹ in Lakhs)
1.	Net Issue Proceeds	[●]
	Total	[●]

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

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 (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as

economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "**Risk Factors**" beginning on page 26 of this Draft Red Herring Prospectus.

Details of Utilization of Net Proceeds

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

1. Funding the capital expenditure towards, mechanical and electrical works, interior work and procurement of plant and machinery for setting up a new manufacturing facility at Amravati, Maharashtra ("Proposed Factory IV")

Our Company is engaged in the manufacturing, supply, and export of steel fiber products for industrial applications. Our product portfolio includes Loose Hook-End Steel Fiber, Glued Hook-End Steel Fiber, and Flat Crimped Steel Fiber, available in various sizes for fiber-reinforced concrete. Additionally, we manufacture Steel Wool Fiber, used in friction linings for brake pads and clutches, and trade Macro Synthetic Polypropylene (PP) Fibres for concrete applications.

We operate three manufacturing units in MIDC, Amravati, Maharashtra. Unit 1 (1,950 sq. m.) specializes in fine wire drawing, Unit 2 (2,925 sq. m.), also serving as our Registered Office, focuses on steel fiber and steel wool fiber production. Unit 3 (2,000 sq. m.) is dedicated to mild steel wire production. Our production facilities are optimally utilized to meet industry demands while maintaining operational efficiency and quality standards.

We also trade Macro Synthetic PP Fibers which is used in concrete reinforcement. These fibers are corrosion-resistant, durable, and enhance crack control, impact resistance, and flexibility while reducing installation costs. Their application extends to tunnels, bridges, and marine structures, where moisture resistance is crucial.

Expansion Plan

As part of our growth strategy, we are establishing a new manufacturing unit (Unit IV) at Plot No. B-2/4, Additional Amravati MIDC Textile Zone, Nagpur Road, Sawardi, Teosa, Amravati, Maharashtra, 444903. This facility, spread across 15,300 sq. mtr, has been leased for 95 years through an Agreement dated August 5, 2024, with possession obtained on August 2, 2024. The planned unit will include a steel fiber production plant with an annual capacity of 6000 MT and a Macro Synthetic PP Fiber production plant with an annual capacity of 500 MT.

The civil construction and PEB work of the factory building will be funded through internal accruals, while plant and machinery will be procured using net proceeds from our IPO. The fund requirements, deployment, and intended use of net proceeds for setting up this new unit are based on our current business plan, supplier quotations, and technical assessments. However, these estimates have not been appraised by any bank, financial institution, or independent agency.

Estimated Costs

A brief description of the estimated cost involved is provided below:

Sr. No.	Particulars	(₹ in Lakhs)
		Amount
I.	Mechanical and Electrical Works	132.74
II.	Procurement of Plant and Machinery and other Equipments	1006.76
III.	Interior and Furnishing Work for Office Set-up	79.23
	Total	1218.73

I. Mechanical and Electrical works

The detailed break-up of the estimated cost towards mechanical and electrical work of establishing the proposed unit IV based on the Quotation received from various supplier is set forth below

Date of Quotation/ Performa Invoice	Description of Mechanical and Electrical Work	Supplier Name	No of Machines	Total Estimated Cost (In Lakhs)*	Validity Date
February 01, 2025	LT Panels with powder coating, switchgear, insulated aluminium strips, and multi-stranded copper wiring	Kothari Power System	1	16.52	180 days from the date of quotation
January 31, 2025	1250 kVA oil field copper wound transformer	KRYFS Power Components Ltd	1	30.09	180 days from the date of quotation
March 01, 2025	11KV, Indoor Floor Mounted VCB Panels	Kothari Power System	1	6.08	180 days from the date of quotation
February 10, 2025	Supply and Installation of Fire Fighting System	Vineengineer Projects Pvt. Ltd.	1	80.05	180 days from the date of quotation
				132.74	

*Inclusive of GST

II. Procurement of Plant and Machinery and other Equipments

The detailed break-up of the estimated cost towards procurement of additional machines for manufacturing of Steel Fiber and Macro Synthetic PP Fiber along with additional machines and equipments are set forth below:

i. Our company has placed following orders related to Machineries to be procured.

(₹ in lakhs)

Date of Quotation/ Performa Invoice	Description of Plant and Machinery	Supplier Name	No of Machines	Total Estimated Cost (In Lakhs)*	
December 24, 2024	7 Blocker 610+550 mm Straight Line Wire Drawing Machine + Spooler DIN-1120 with Accessories	Assomac Machine Limited	1	156.00	
	12 Blocker 400+350 mm Straight Line Wire Drawing Machine + Spooler DIN-400		4	312.00	
Total				468.00	
Add: GST@18%				84.24	
Less; Advance already Made				62.00	
Balance to be funded from IPO proceeds				490.24	

ii. Details of Plant & Machineries for which orders are yet to be placed

Date of Quotation/ Performa Invoice	Description of Plant and Machinery and other Equipment	Supplier Name	No of Machines	Amount in USD*	Total Estimated Cost (In Rs. Lakhs)*	Validity Date
February 14, 2025	Polypropylene Fiber Production Line	Omex Tech Co., Limited, China	1	82800	72.52	90 days from the date of quotation
	Glued Steel Fiber Production Line	Foshan Omex Industries Limited, China	6	39400	207.05	180 days from the date of quotation
Total					279.57	

*1 USD=87.5858 Rs. Dated February 10, 2025.

iii. Details of other equipments for which orders are yet to be placed

Date of Quotation/ Performance Invoice	Description of Mechanical and Electrical Work	Supplier Name	No of Machines	Total Estimated Cost (In Rs. Lakhs)*	Validity Date
February 15, 2025	1KVA Micro Butt Welder alongwith grinder and trolley (4 each)	Electro weld Industries	4	3.95	60 days from the date of Quotation
	5 KVA Micro Butt Welder alongwith grinder and trolley (3 each)		3		
January 28, 2025	2.5 tons hand Pallet trucks	Fourways Distributors Pvt Ltd	1	0.28	180 days from the date of quotation
	1.5 ton fully Electric Stacker		1	7.28	
	5 ton Forklift		1	23.84	
January 31, 2025	3MT JIB Crane with 5M boom, 5M lift with 360 rotation	SP Cranes & Structures Pvt. Ltd	1	7.77	180 days from the date of quotation
February 18, 2025	EOT Crane (5T x 19mtr)		2	41.88	60 days from the date of Quotation
January 28, 2025	Electronics Weighing Scale (600*600 mm), (750*750mm), (1200*1200mm), (1200*1500mm), (1500*1500 mm)	Zarna Instruments Company	5	2.00	180 days from the date of quotation
February 01, 2025	Electronic Weighing Bridge	Essae Digitronics Pvt. Ltd	1	11.47	July 31, 2025
February 18, 2025	DIN-1120 Spool	M.S. Engineering Works	120	97.01	180 days from the date of quotation
	DIN-ET 630 Spool		50		
	DIN-Boxi630		50		
	Process Reel DIN -400		800		
	DIN-ET 400 Spool		800		
February 15, 2025	Cooling Tower	National Cooling Tower	2	2.63	90 days from the date of offer
February 15, 2025	Air Compressor	Mark Compressor	2	15.19	180 days from the date of quotation
October 15, 2024	Auto Tensile Tester with 5KN Load tester	Advance Catalyst Private Limited	1	10.81	180 days from the date of quotation
February 15, 2025	Tungsten Carbide Dies Polishing & Re Grinding Machine alongwith microscopes and sprial brush brass (1 each)	Ajax & Turner Wire Technologies Private Limited	1	9.18	180 days from the date of quotation
March 13, 2025	Dock Leveller	Liftmech Industries	1	3.66	60 days from date of Quotations
Total				236.95	
Grand Total (i+ii+iii)				1006.76	

*Inclusive of GST

III. Interior and Furnishing Work for Office Set-up

The detailed break-up of the estimated cost towards Interior and Furnishing Work for Office Set-up at proposed unit IV are set forth below:

Date of Quotation	Description of Interior work for Office Set-up	Total Estimated Cost (In Rs. Lakhs)*	Validity of Quotation
February 19, 2025	Mini Conference Room (7m*7m)	1.86	180 days from the date of quotation
	Large Conference Room (14m*7m)	3.72	
	Office Admin Block (20 Staff)	3.15	
	Director Cabin (3 Unit)	10.08	
	Testing Lab (7m * 7m)	2.21	
	Store Room (21m * 7m)	4.41	
	Maintenance Room (7m*21m)	4.41	
	Reception Area (18m*7m)	6.93	

Kasturi Metal Composite Limited

	Glass Partition and Façade	6.96	
	False Ceiling and Lighting	17.00	
	HVAC System	11.00	
	Security and Access Control	7.5	
TOTAL		79.23	

*Inclusive of GST

Notes:

- a) Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of the vendor and there can be no assurance that the same vendor would be engaged to eventually supply the Machinery or other works at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see ***“Risk Factor- “Our Company is yet to place orders for the machinery for the expansion of the proposed manufacturing unit. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.”*** on page 26 of this Draft Red Herring Prospectus.
- b) All costs are based on the present estimates of management. The Management shall have the flexibility to revise such estimates (including but not limited to changes in vendors, changes in machinery, modifications/additions/deletions to property specifications, or decisions related to property, such as acquiring adjacent land, relocating to a different property, expanding existing property, or altering the intended use or structure of the property) at the time of actual placement of the order. In such cases, the Management can utilize any surplus proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other equipment, utilities, property adjustments, or related requirements as deemed necessary. Furthermore, if any surplus from the proceeds remains after meeting the total cost for the aforesaid purpose, the same will be used for general corporate purposes, subject to a limit of 25% of the amount raised by our Company through this Issue.
- c) Our Company proposes to deploy the entire Net Proceeds towards the Objects. If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.
- d) We are not acquiring any second-hand machinery.
- e) The quotations relied upon by us in arriving at the above estimated cost (which is excluding applicable taxes) 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 machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost could be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals.

Other confirmations relating to the proposed expansion:

Our Promoters, Directors and Key Managerial Personnel do not have any interest in the proposed acquisition of the machinery or in the entities from whom we have obtained quotation in relation to such activities. Our Company has confirmed that such entities do not form part of our Promoter Group or Group Company.

2. General Corporate Purpose

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

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual Issue expenses turn to be lesser than the estimated Issue expenses of ₹[●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 15% of the amount raised by our Company through Proceeds from Fresh Issue or Rs. 10 Crores, whichever is lower.

Public Issue Expenses

The total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs, which is [●] % of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (Rs. in Lakhs)*	As a % of total estimated Issue related expenses	As a % of the total Issue Size
Fees payable to the BRLM (inclusive underwriting commission)	[●]	[●]	[●]
Fees Payable to the Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to the Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others, if any (Fees payable for Marketing & distribution expenses, Sponsor Bank/Banker(s) to the Issue, Selling Commission, Brokerage, depositories, Independent Chartered Engineers, Depository Participant, Industry Report, Monitoring Agency, Peer Review Auditors, Processing Fees* and Miscellaneous Expenses).	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

*Issue expenses will be finalized on determination of Issue Price and incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

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

Portion for Individual Bidders*	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] % of the Amount Allotted* (plus applicable taxes)

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

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

Portion for Individual Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)

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

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

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

*For each valid application by respective Sponsor Bank

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

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

Portion for Individual Bidders	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] % of the Amount Allotted* (plus applicable taxes)

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

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

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

Portion for Individual Bidders*	[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] per valid application (plus applicable taxes)

* Based on valid applications

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

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the Bid cum 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 Bid cum Application Form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for Individual Bidders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/I/M dated March 16, 2021.

Proposed Schedule of Implementation:

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

(₹ In Lakhs)

Sr. No.	Particulars	Total estimated cost	Amount already deployed	Amount to be deployed and utilized in
				F.Y. 2025-26
1.	Funding the capital expenditure towards, mechanical and electrical works, interior work and procurement of plant and machinery for setting up a new manufacturing facility at Amravati ("Proposed Factory IV")	1280.73	62.00	1218.73
2.	General Corporate Purpose	[●]	[●]	[●]
	Total	[●]	[●]	[●]

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Year towards the Objects.

Appraisal

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

Shortfall of Funds

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

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans. If any bridge financing is availed to fund any of the objects mentioned above, then the same would be repaid out of the IPO proceeds and such utilization (towards repayment of Bridge Loan) shall be construed to be done for the specific object itself.

Interim Use of Proceeds

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

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

Variation in Objects

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

Other confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors and our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 26, 112 and 167 respectively of the Draft Red Herring 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.

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer “**Risk Factors**”, “**Our Business**” and “**Restated Financial Statement**” beginning on page 26, 112 and 167 respectively of this Draft Red Herring Prospectus.

QUALITATIVE FACTORS

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

- a) Strong Manufacturing Capabilities
- b) Strong portfolio and diverse range of Steel Fiber products
- c) Stringent quality control mechanism ensuring standardized product quality
- d) Established relationships with customers across various geographical locations
- e) Experienced Promoter and Strong Management Team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 112 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 167 of this Draft Red Herring Prospectus.

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

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

As per the Restated Financial Statements: -

Sr. No	F.Y./Period	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2024	29.25	3
2.	Financial Year ending March 31, 2023	18.86	2
3.	Financial Year ending March 31, 2022	8.12	1
	Weighted Average	22.26	6
4.	Period ending September 30, 2024*	21.94	

*Not Annualised

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with **Indian Accounting Standard 33 – “”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the year/ period.

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share of Face Value of ₹10/- each fully paid up:

Particulars	(P/E) Ratio at the Floor Price (₹ [●])	(P/E) Ratio at the Cap Price (₹ [●])
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2024	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Note:

i) The P/E ratio of our Company has been computed by dividing Issue Price with EPS.

3. Return on Net worth (RoNW)

Sr. No	Period	RONW (%)	Weights
1.	Period ending March 31, 2024	18.98	3
2.	Period ending March 31, 2023	21.23	2
3.	Period ending March 31, 2022	11.60	1
	Weighted Average	18.50	6
4.	Period ending September 30, 2024*	15.29	

*Not Annualised

Note:

i. The figures disclosed above are based on the Restated Financial Statements of the Company.
ii. The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period
iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

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

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at September 30, 2024	143.55
2.	As at March 31, 2024	154.12
3.	As at March 31, 2023	88.82
4.	As at March 31, 2022	69.96
	NAV per Equity Share after the Issue	
	a) at Floor Price	[●]
	b) at Cap Price	[●]
	Issue Price	[●]

*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective period/year after considering share split.

Notes:

i. The figures disclosed above are based on the Restated Financial Statements of the Company.
ii. NAV per share=Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year/period
iii. Weighted average number of equity shares outstanding at the end of the year/period is considered after taking effect of Bonus issue, Sub-Division and Private Placement.
iv. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
v. Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

5. Comparison of Accounting Ratios with Industry Peers

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

6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated March 20, 2025 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 Draft Red Herring Prospectus. Further, the KPIs herein have been certified by, **M/s. NDAA & Associates LLP**, Chartered Accountants, by their certificate dated March 20, 2025.

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 218, respectively. We have described and defined the KPIs as applicable in “**Definitions and Abbreviations**” on page 1 of this Draft Red Herring Prospectus.

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 Fresh Issue as per the disclosure made in the Objects of the Issue, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	For the period of six months ended on September 30, 2024*	FY 2023-24	FY 2022-23	FY 2021-22
		Consolidated	Consolidated	Standalone
Revenue from operations ⁽¹⁾	3,181.01	4,974.55	3,711.94	2,321.52
EBITDA ⁽²⁾	466.96	539.54	397.47	180.61
EBITDA Margin ⁽³⁾	14.68%	10.85%	10.71%	7.78%
PAT ⁽⁴⁾	224.93	235.14	149.22	64.24
PAT Margin ⁽⁵⁾	7.04%	4.68%	3.99%	2.74%
RoE (%) ⁽⁶⁾	16.79%	24.35%	23.76%	11.91%
RoCE (%) ⁽⁷⁾	14.78%	18.43%	17.24%	9.51%
Net Worth ⁽⁸⁾	1450.35	1228.65	702.77	553.54

Notes:

(1) Revenue from operation means Revenue from Sales and other Operating Revenues

(2) 'EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses (Excluding bank charges) - Other Income

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

(4) PAT is Profit after tax

(5) 'PAT Margin' is calculated as PAT for the year divided by Total Income

(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 total borrowings (Current and Non- Current)

(8) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off

Explanation for KPI metrics:

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

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

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

8. Weighted average cost of acquisition

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

The details of the issuance of Equity Shares, other than Equity Shares issued pursuant to a bonus issue on December 21, 2024 respectively, during the 18 months preceding the date of this DRHP, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (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 are as follows.

Date of Allotment	No. of equity shares allotted	Issue price per equity share (₹)	Face Value per equity share	Adjusted Price per Equity share (post bonus)*	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
March 22, 2024	219116	133.60	10.00	19.09	Issue of shares on Preferential basis	Other than Cash	292.74
February 1, 2025	571000	60	10.00	-	Issue of shares on Preferential basis	Cash	342.60

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

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), 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 & Issue price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary/ new issue as per paragraph 8(a) above.	30.19	[●] times	[●] times
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above.	NA^	NA^	NA^

Note:

[^]There were no secondary transactions/acquisition of shares of shares as mentioned in paragraph 8(b) above, in last 18 months from the date of this Draft Red Herring Prospectus.

* To be updated at Prospectus stage.

Kasturi Metal Composite Limited

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi edition of Regional newspaper [●] where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with **“Our Business”, “Risk Factors” and “Restated Financial Statements”** on pages 112, 26 and 167 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors,
Kasturi Metal Composite Limited
A30/3/1, MIDC, H. V. Nagar, Amravati,
Maharashtra, India-444605

Dear Sir,

Sub: Statement of Special Tax Benefits (“The Statement”) available to Kasturi Metal Composite Limited (“The Company”) and its Shareholders pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and the Companies Act, 2013, as amended (the “Act”).

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

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

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that perform audits and reviews of Historical Financial information, and Other Assurance and Related Service Engagements.

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

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

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

Limitations:

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

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

This statement has been prepared solely in connection with the Proposed offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:

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

B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:

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

NOTES:

1. The above Annexure of 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.
2. The above Annexure covers only the 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 Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of 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.
4. 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.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further 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.

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability for the Financial Year 2019-20 and onwards.

6. This Annexure 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 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.
7. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The 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.

For: NDAA & Associates LLP
Chartered Accountants
Firm's Registration Number: 129486W/W100775

Sd/-

Meet Balu
Partner
Membership No: 157590
UDIN: 25157590BMNTCH2378

Place: Mumbai
Date: 20th March 2025

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

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

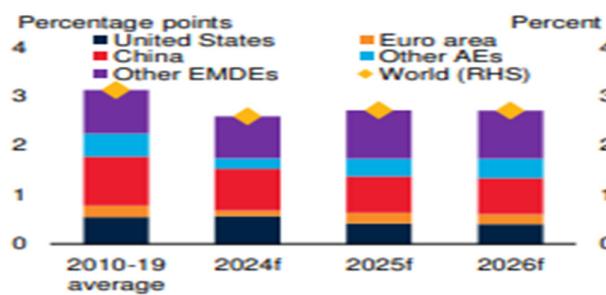
Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this Draft Red Herring Prospectus, including the information in “Our Business” and “Financial Information” beginning on pages 112 and 167 respectively of this Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, see “Risk Factors” beginning on page 26 of this Draft Red Herring Prospectus.

GLOBAL ECONOMIC OVERVIEW:

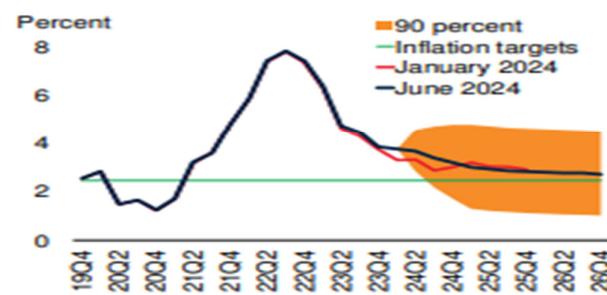
The global economy is stabilizing, following several years of negative shocks. Global growth is projected to hold steady at 2.6 percent this year, despite flaring geopolitical tensions and high interest rates, before edging up to 2.7 percent in 2025-26 alongside modest expansions of trade and investment. Global inflation is expected to moderate at a slower clip than previously assumed, averaging 3.5 percent this year. Central banks in both advanced economies and emerging market and developing economies (EMDEs) are likely to remain cautious in easing policy. As such, markedly higher interest rates than prior to the pandemic are set to sustain for an extended period. Despite some improvement, the outlook remains subdued. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average, with a slower pace of expansion in economies comprising over 80 percent of the global population. EMDE growth is projected to moderate from 4.2 percent in 2023 to 4 percent in 2024. Amid heightened conflict and violence, prospects remain especially lacklustre in many vulnerable economies—over half of fragile and conflict-affected economies will still be poorer in 2024 than on the eve of the pandemic. Risks have become more balanced but remain tilted to the downside. Escalating geopolitical tensions could lead to volatile commodity prices. In a context of elevated trade policy uncertainty, further trade fragmentation risks additional disruptions to trade networks. More persistent inflation could lead to higher-for-longer interest rates. Other risks include weaker-than anticipated activity in key economies and disasters related to climate change. Against this backdrop, policy makers face daunting challenges. Global efforts are needed to safeguard trade, support green and digital transitions, deliver debt relief, and improve food security. Still-pronounced inflation risks underscore the need for EMDE monetary policies to remain focused on price stability. High debt and elevated debt-servicing costs will require EMDE policy makers to balance sizable investment needs with fiscal sustainability. To meet development goals, policies are needed to raise productivity growth, improve the efficiency of public investment, build human capital, and close gender gaps in the labour market.

The global economy is stabilizing, following several years of overlapping negative shocks. Despite elevated financing costs and heightened geopolitical tensions, global activity firmed in early 2024. Global growth is envisaged to reach a slightly faster pace this year than previously expected, due mainly to the continued solid expansion of the U.S. economy. However, the extent of expected declines in global interest rates has moderated amid lingering inflation pressures in key economies. By historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies (EMDEs) are set to grow at a slower pace over 2024-26 than in the decade preceding the pandemic.

A. Contributions to global growth



B. Global consumer price inflation

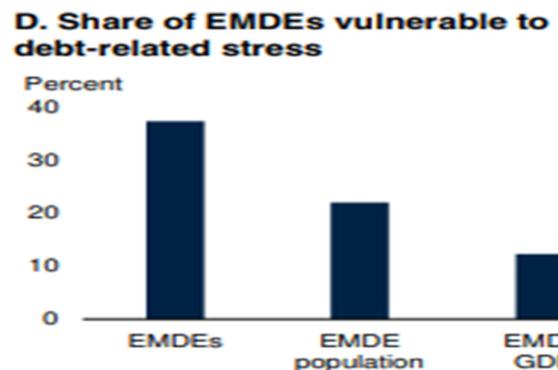
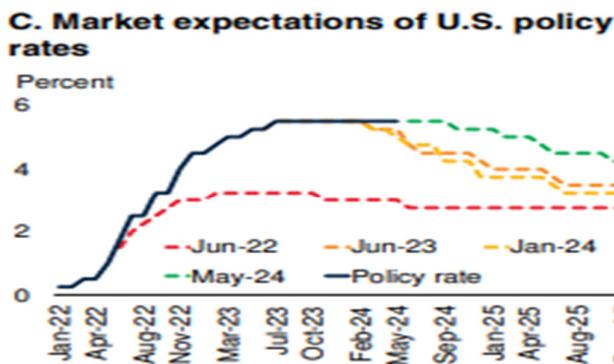


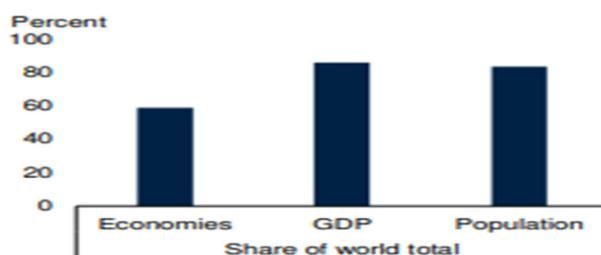
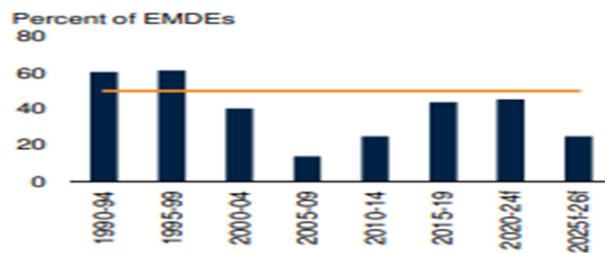
Domestic demand is projected to improve in many EMDEs this year, in line with a moderate cyclical recovery from the effects of high inflation, tight financial conditions, and anemic industrial activity. Aggregate EMDE growth is nonetheless poised to decelerate slightly mainly because of idiosyncratic factors in some large economies. Moreover, significant challenges persist in vulnerable economies—including in low-income countries (LICs) and those facing elevated levels of conflict and violence—where growth prospects have deteriorated markedly since January. Global trade growth is recovering, supported by a pickup in goods trade. Services-trade growth is expected to provide less of a tailwind this year, given that tourism has nearly recovered to pre-pandemic levels. However, the trade outlook remains lackluster compared to recent decades, partly reflecting a proliferation of trade-restrictive measures and elevated trade policy uncertainty. Aggregate commodity prices have increased since late last year. Amid fluctuations, average oil prices are expected to be slightly higher in 2024 than in 2023, underpinned by a tight demand-supply balance in a context of continued geopolitical tensions. Nonetheless, average energy prices are projected to be marginally lower this year than last—reflecting notable declines in prices for natural gas and coal—while remaining well above pre-pandemic levels. Metals prices are expected to be little changed over the forecast horizon, as demand related to metals-intensive clean energy investments and a broader pickup in global industrial activity attenuate the impact on commodity demand of declining real estate activity in China. Well-supplied markets for grains and other agricultural commodities should see edible food crop prices decline modestly.

Inflation continues to wane globally, making progress toward central bank targets in advanced economies and EMDEs, but at a slower pace than previously expected. Core inflation has remained stubbornly high in many economies, supported by rapid growth of services prices. Over the remainder of 2024, continued tight monetary policy stances and slowing wage increases should help reduce inflation further. By the end of 2026, global inflation is expected to settle at an average rate of 2.8 percent, broadly consistent with central bank targets. The anticipated extent of monetary easing in advanced economies this year has diminished substantially since late 2023—by more than a percentage point in the case of the United States. Expected policy rate paths diverge across major economies, as the European Central Bank proceeds with policy easing while the U.S. Federal Reserve keeps rates on hold for longer. Indeed, aside from short-term fluctuations, market expectations for the path of U.S. interest rates have repeatedly moved higher since 2022. Despite this market reassessment, global financial conditions have eased this year, reflecting solid risk appetite following last year's progress on disinflation and diminished concerns about the possibility of a sharp slowdown in global growth. In particular, global equity markets have made sizable gains. EMDE financial conditions similarly became more accommodative early this year, aided by declining domestic policy rates, improving global sentiment, and expected easing of advanced economy monetary conditions. EMDE conditions turned somewhat less accommodative in the second quarter, as a strengthening of the U.S. dollar—prompted by geopolitical tensions and firm inflation data in the United States—coincided with a bout of capital outflows. Although market perceptions of sovereign credit risk have generally eased this year, EMDE borrowing costs continue to be high, and marked divergences persist. Indeed, credit ratings and debt sustainability analyses indicate that about 40 percent of EMDEs remain acutely vulnerable to debt-related stress.

Following two years of sharp fiscal consolidation at the global level, fiscal policy became generally supportive of growth in 2023, especially in advanced economies. Going forward, fiscal consolidation is projected to resume, exerting a material drag on near-term growth in advanced economies and a modest headwind in EMDEs. This reflects government efforts to rebuild fiscal space, which has been eroded by the run-up in debt since the onset of the pandemic and the sharp increases in borrowing costs.

Against this backdrop, global growth is expected to remain subdued at 2.6 percent in 2024—unchanged from the previous year—reflecting tepid investment growth amid broadly restrictive monetary policies, and moderating consumption growth, in part because of receding savings buffers and diminishing fiscal support. Growth is projected to edge up to an average of 2.7 percent in 2025–26, as trade growth strengthens and broad but measured monetary policy easing supports activity in both advanced economies and EMDEs.



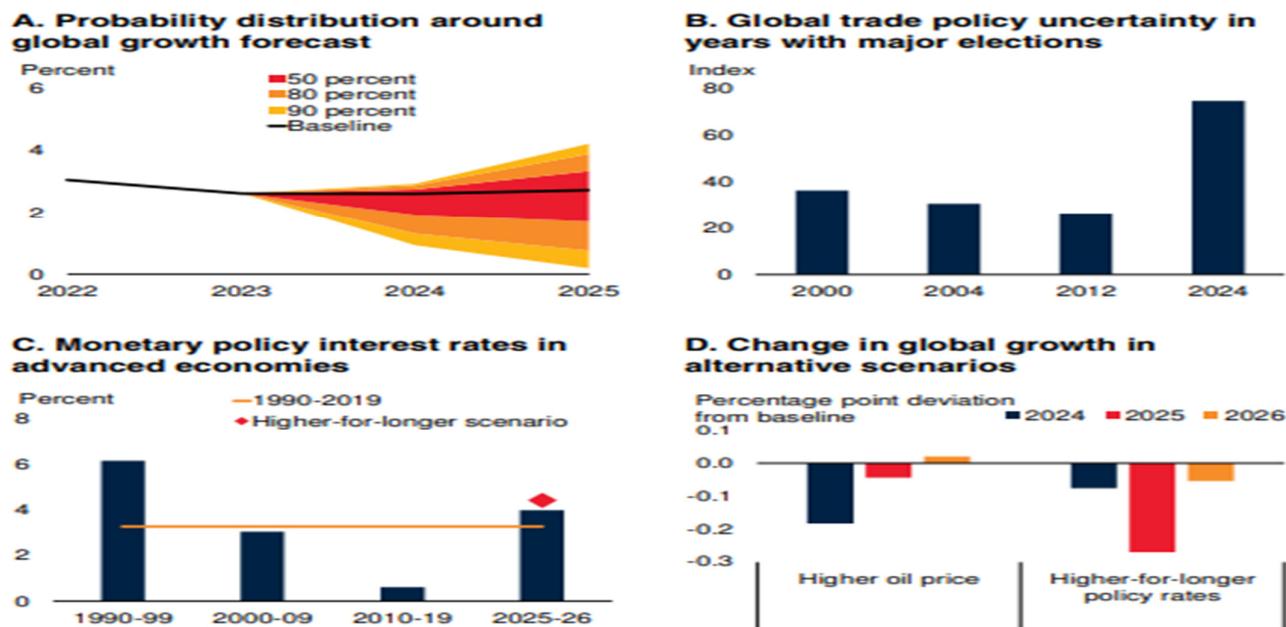
E. Lower average GDP growth in 2024-25 compared to 2010-19

F. Share of EMDEs with GDP per capita growth lower than in advanced economies


Across the forecast horizon, global growth remains lackluster by recent historical standards, at about 0.4 percentage point below the 2010-19 average. In 2024-25, growth is set to underperform its average pace in the 2010s in nearly 60 percent of economies, representing more than 80 percent of global output and population. The subdued outlook—despite the anticipated moderation of various cyclical headwinds—underscores a secular deceleration of potential growth in many large economies. Relative to prepandemic norms, growth has weakened notably in countries that experienced high rates of inflation, much of which emanated from shocks to supply chains and commodity prices. Yet this trend is set to continue in the coming years, suggesting potentially enduring supply-side weakness.

Growth in EMDEs is forecast to hover around 4 percent a year over 2024-26. Growth in China is expected to slow this year and ease further in 2025 and 2026, with cyclical headwinds weighing on growth in the near term, along with a continuing structural slowdown. Excluding China, EMDE growth is projected to edge up to 3.5 percent this year and then firm to an average of 3.9 percent in 2025-26. In many EMDEs, this pickup reflects improving domestic demand, supported by receding inflation and easing financial conditions, and a cyclical rebound in trade, reflecting firming demand from some advanced economies. Across EMDE regions, the outlook is expected to diverge somewhat, with growth forecast to be weaker than the 2010-19 average in East Asia and Pacific, Europe and Central Asia, and South Asia, but broadly returning to pre-pandemic averages in most other regions over 2025-26.

Growth in LICs is forecast to improve over the forecast horizon from a subdued 3.8 percent in 2023 to 5 percent this year. This reflects increasing activity among several commodity-exporting economies—mainly metal exporters—as well as expected improvement among fragile economies. However, forecasts have been downgraded significantly for several countries amid elevated uncertainty and ongoing conflicts. Moreover, despite the projected pickup, the recovery from the 2020 global recession will remain weak: growth in many LICs and economies in fragile and conflict-affected situations (FCS) is expected to underperform pre-pandemic growth rates by at least half a percentage point. Many LICs are poorer now than they were in 2019, and will continue to contend with acute economic challenges, including slow progress in poverty reduction, depleted fiscal space, and elevated susceptibility to debt distress. GDP per capita in EMDEs is forecast to grow at about 3 percent on average over 2024-26, well below the average in 2010-19. Excluding China, EMDE per capita GDP growth is forecast to be lower still, averaging 2.5 percent over 2024-26. Some large EMDEs, such as India, are expected to see continued solid per capita growth. Yet the trend of the 2020s so far is one of uneven and limited progress. Nearly half of EMDEs are set to lose ground relative to advanced economies when viewed over the 2020-24 period. Although this trend is expected to improve somewhat over 2025-26 in EMDEs as a whole, per capita growth is set to remain stagnant in many LICs and FCS.

Risks to the outlook have become somewhat more balanced since January, with the global economy thus far proving resilient to high financing costs. However, the balance of risks remains tilted to the downside amid elevated uncertainty. Heightened geopolitical tensions could sharply depress sentiment, disrupt trade and commodity markets, push up inflation, and hurt economic activity; in particular, a conflict-related disruption to global oil supply could push oil prices markedly higher and undermine the disinflation process. Elevated trade policy uncertainty—already at an unusually high level relative to previous years with major elections since 2000—and proliferating trade restrictions could weigh on trade prospects and economic activity. Further trade fragmentation could have adverse global repercussions via declining economic confidence, increasing trade distortions, and related financial market reactions. Advanced-economy interest rates are at levels last seen before the 2008-09 global financial crisis, and, in light of persistently above-target inflation and tight labor markets, they are likely to remain high for some time. Over the next couple of years, policy interest rates in advanced economies are expected to be more than double their 2000-19 average. Although the global economy has withstood high interest rates better than was anticipated, interest rate-sensitive components of activity will continue to be restrained. Moreover, if further delays in the disinflation process emerge, policy rate cuts may be postponed. A higher resulting path for interest rates, relative to the baseline, could give rise to markedly tighter financial conditions and significantly weaker global growth.



Weaker-than-expected growth in China—triggered, for instance, by a more prolonged and deeper property sector downturn—could have notable negative spillovers, particularly for EMDE commodity exporters. Severe climate-change related natural disasters could result in considerable losses in lives, livelihoods, and output. Such events could also cause spikes in food prices, stalling or even reversing the decline in global inflation and exacerbating food insecurity. These downside risks, should they materialize, would likely hit the poorest and most vulnerable EMDEs hardest.

On the upside, global disinflation could proceed at a faster pace than currently envisioned, aided by stronger productivity growth. This could be driven by the rapid adoption of new technologies, enabling advanced economies to extend recent gains and EMDEs to recoup post-pandemic productivity losses. Other possible triggers for lower inflation might include improvements in supply chains and greater declines in commodity prices than currently projected. Faster global disinflation would allow central banks to lower policy rates more than assumed. Global activity would likely strengthen as a result of both stronger productivity and lower policy rates, reflecting easier financial conditions, higher real incomes, and improved sentiment. In addition, EMDEs could benefit from firming capital inflows. Another upside risk is that U.S. growth could be higher than expected on account of continued strong labor supply dynamics, underpinned by rising labor force participation and elevated absorption of working-age migrants.

Policy makers face a range of daunting challenges. Coordinated improvements in debt relief will be necessary to free up resources for growth-enhancing investments, particularly in some of the most vulnerable EMDEs, given elevated financing needs. Enhanced international cooperation is needed to tackle the threat of climate change, the fragmentation of trade networks, and mounting food insecurity and conflict. Global cooperation is also essential to leverage the benefits of new technologies such as artificial intelligence (AI), including by tapping AI solutions to address global challenges. By late last year, most EMDE central banks were holding policy rates steady or lowering them, as inflation declined. However, in many EMDEs, bringing inflation durably to target will require a moderation of persistent service-sector price pressures. In this context, EMDE central banks can help anchor inflation expectations by communicating a steadfast focus on price stability and willingness to pause easing if necessary. Given reduced expectations for policy rate cuts by major advanced-economy central banks, continued monetary easing in EMDEs may further narrow interest rate differentials relative to advanced economies, potentially leading to increased financial market volatility. As such, confined interventions to manage capital flows and currency volatility could become appropriate in limited circumstances. In addition, close supervision of bank credit quality and capital levels, complemented by macroprudential policies, can help strengthen the resilience of EMDE financial sectors.

Fiscal space remains narrow in many EMDEs amid weak revenues and elevated debt-servicing costs. Decisive measures will be needed to boost fiscal resources for public investment. These could include reforms to mobilize domestic revenues, the harnessing of digital technologies to simplify tax payments and records management, and reform of costly and inefficient subsidies. Furthermore, even with increased public resources, improved spending efficiency will be needed to meet a wide range of development challenges. In particular, it is critical to improve infrastructure investment efficiency, where EMDEs significantly lag advanced economies. In the case of small states, elevated exposure to external shocks poses a formidable fiscal challenge, underscoring the need to balance additional investments in human capital and climate-resilient infrastructure with the maintenance of adequate fiscal buffers.

To raise productivity growth, advance prosperity, and address persistent longer-term challenges, policies should aim to increase the scale and efficacy of public investment programs, enhance human capital, address climate change, and confront persistent food insecurity. Additionally, targeted policies are needed to better leverage women's economic potential and reduce gender discrimination, as well as to address high youth unemployment rates in many EMDEs.

Global trade

Global trade in goods and services was nearly flat in 2023—the weakest performance outside of global recessions in the past 50 years. Amid a sharp slowdown in global industrial production, the volume of goods trade contracted for most of 2023 and fell by 1.9 percent for the year as a whole. The evolution of goods trade diverged across regions, with volumes declining in advanced economies, especially in Europe, and stagnating in EMDEs as expansions in China and Europe and Central Asia (ECA) offset contractions in Latin America and the Caribbean (LAC), Sub-Saharan Africa (SSA), and Middle East and North Africa (MNA).

The value of global services trade grew about 9 percent in 2023, driven primarily by a recovery in tourism flows—exports of travel services surged by about 38 percent (WTO 2024). However, the pace of expansion in tourism was substantially below that in 2022, with recent data indicating tourism activity in line with pre-pandemic levels, suggesting a near-full recovery in most regions. Stabilization in services trade is reflected in the steadyng of the global services PMI for new export orders, which has remained closer to neutral thresholds compared to last year.

The number of new trade-restricting measures is still well above pre-pandemic levels—although down from the historical high reached in 2023—exerting a further drag on global trade. Recent attacks on commercial vessels in the Red Sea, coupled with climate-related shipping disruptions in the Panama Canal, have affected maritime transit and freight rates along these critical routes (Bogetic et al. 2024). These disruptions, however, have not yet led to a substantial increase in global supply chain pressures or lengthened global supplier delivery times. Adverse effects have been limited to a few regions and specific industries so far.

Global trade growth is projected to pick up to 2.5 percent this year, a significant improvement from last year but well below the average rates observed in the two decades preceding the pandemic. The forecast entails a pickup in goods trade growth after a sluggish start to the year, supported by a rebound in global goods demand as inventory restocking resumes in the United States and the euro area, and as demand from China stabilizes. Meanwhile, services trade growth is expected to stabilize near its pre-pandemic pace. In 2025, trade growth is expected to firm to 3.4 percent, in tandem with a pickup in growth in the euro area and EMDEs excluding China, and remain steady in 2026.

Despite the expected growth in trade this year, by the end of 2024 global trade is set to register the slowest half-decade of growth since the 1990s, mirroring subdued global GDP growth. In the near term, the responsiveness of global trade to global output is likely to remain lower than before the pandemic, reflecting muted investment growth and the recent proliferation of trade restrictions worldwide.

The trade outlook is subject to various downside risks, including weaker-than-anticipated global demand, escalating geopolitical tensions, and further disruptions in maritime transport. Moreover, with elections taking place in many countries this year, heightened trade policy-related uncertainty and the potential for more inward-looking policies could weigh on trade prospects and economic activity.

Commodity markets

After a sharp decline between mid-2022 and mid2023, commodity price swings were less pronounced in the second half of last year. In 2024, aggregate commodity prices have generally risen against a backdrop of tight supply conditions and signs of firmer industrial activity. Average commodity prices are nonetheless forecast to recede slightly over the forecast period, mainly reflecting improving supply conditions, while remaining well above pre-pandemic levels.

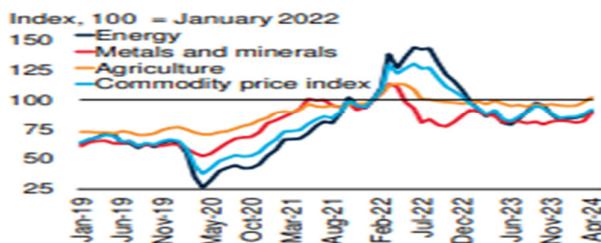
Oil prices have fluctuated this year, trending substantially higher in April in the context of escalating tensions in the Middle East, but subsequently pulling back. Against a backdrop of continued geopolitical risks, the average price of Brent oil is forecast to be slightly higher this year than last, at \$84/bbl., before receding to \$79/bbl. in 2025 amid the partial unwind of OPEC+ supply cuts and expanding non-OPEC+ production. The near-term oil price forecast is notably uncertain, however, given the potential for price spikes resulting from conflict related supply disruptions.

Natural gas prices fell nearly 28 percent in the first quarter of 2024, relative to the previous quarter, amid robust production, mild winter weather, and elevated inventories. After reaching a nearly 30- year low in March, the price of U.S. natural gas surged in May, in part due to increased liquefied natural gas (LNG) exports. U.S. natural gas prices are expected to stabilize in the near term, before increasing further in 2025 as gas liquefaction capacity expands, allowing more supplies to be diverted to other markets. European natural gas prices rebounded in the second quarter of 2024, reflecting persistent supply risks related to ongoing conflicts. Despite the anticipated growth of U.S. LNG exports, average European gas prices are envisaged to rise by 11 percent in 2025, as industrial activity picks up, supporting demand.

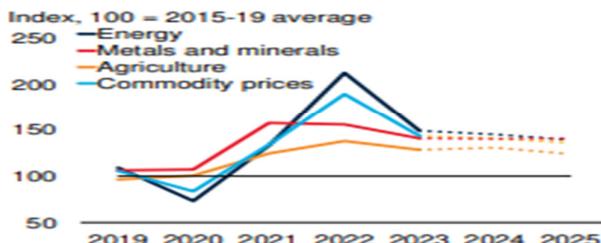
Most metal prices were relatively stable during the first quarter of this year. However, among precious metals, gold prices reached record highs, fueled by geopolitical concerns and central bank purchases. In the second quarter, copper prices rose to a record nominal high on supply concerns, while benchmark aluminium prices spiked after the introduction of new sanctions on the Russian Federation. Metals prices, excluding those of precious metals, are projected to remain little changed, on average, in 2024-25, staying well above pre-pandemic levels. Weaker metals demand associated with lower real estate investment in China is likely to be substantially counterbalanced by firming global industrial demand and metals-intensive clean energy investments.

Agricultural commodity prices were close to unchanged, in aggregate, in the first quarter. Average prices are set to soften somewhat in 2024-25. Food prices are forecast to dip by 6 percent in 2024 and 4 percent in 2025, mainly reflecting ample supplies for grains as well as oils and meals. Volatile weather and increasing trade restrictions or disruptions could nonetheless push prices higher. Despite declining consumer food price inflation, acute food insecurity is estimated to have further worsened last year and doubled globally since 2019. Surging hunger is linked to a combination of still-elevated consumer food prices and proliferating violence and instability in vulnerable areas, notably in parts of the Middle East and Sub-Saharan Africa.

A. Commodity prices



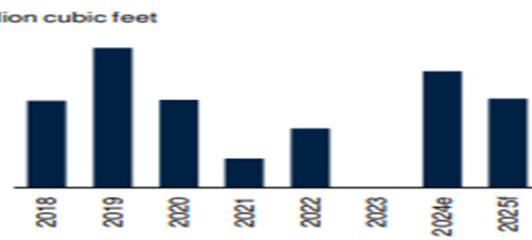
B. Commodity price projections



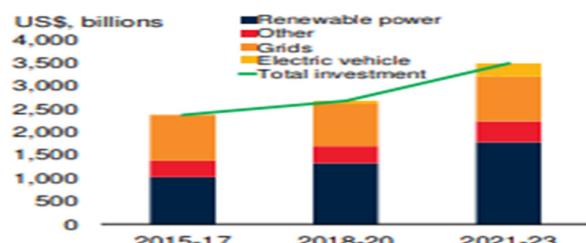
C. Oil prices and key events



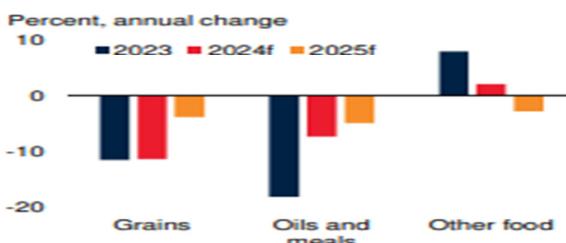
D. Additional U.S. natural gas liquefaction capacity



E. Global clean energy investment



F. Food commodity price forecasts



(Source - <https://openknowledge.worldbank.org/server/api/core/bitstreams/6feb9566-e973-4706-a4e1-b3b82a1a758d/content>)

OVERVIEW OF THE INDIAN ECONOMY:

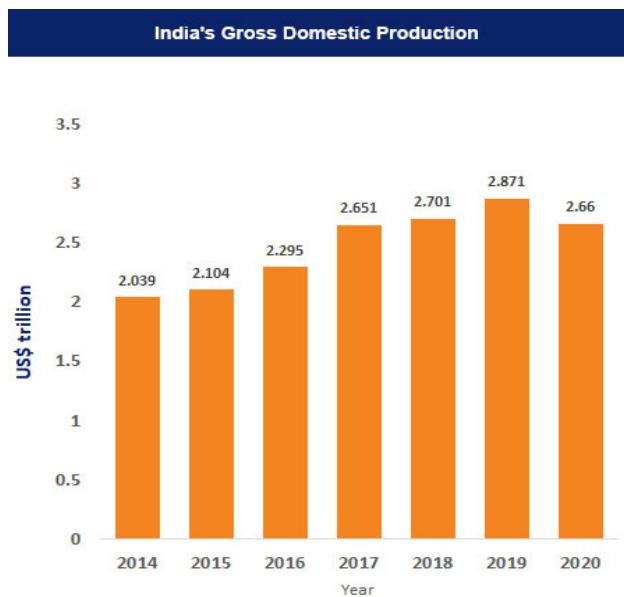
Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top three exported commodity. Rising employment and 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. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. 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.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Market size



Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US\$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US\$ 491 million). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024. Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 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 same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

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 Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th 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 2023-24, stood 37.4% higher than the same period last year. In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Kasturi Metal Composite Limited

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 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.

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

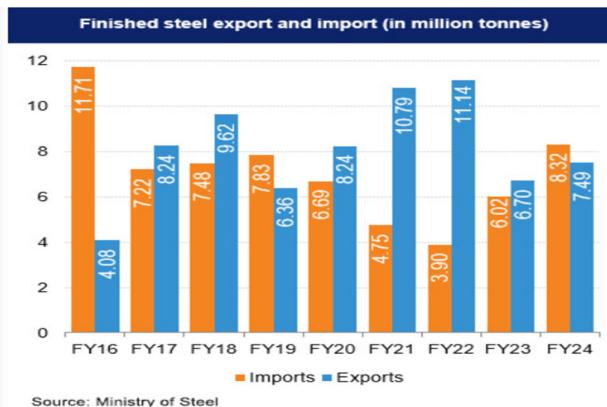
STEEL INDUSTRY SCENARIO IN INDIA

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

India is the world's second-largest producer of crude steel, with an output of 125.32 MT of crude steel and finished steel production of 121.29 MT in FY23. India's domestic steel demand is estimated to grow by 9-10% in FY25 as per ICRA. India's steel production is estimated to grow 4-7% to 123-127 MT in FY24.

The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output. The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels.

Market size



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

In April-October 2024, crude steel production in India stood at 84.94 MT. In April-October 2024, finished steel production stood at 82.65 MT. In FY25 (April-October), the consumption of finished steel stood at 85.71 MT. In April-September 2024 exports of finished steel stood at 2.32 metric tonnes (MT), while imports stood at 4.70 MT.

In FY23, the production of crude steel and finished steel stood at 125.32 MT and 121.29 MT, respectively. In FY24, the production of crude steel and finished steel stood at 143.6 MT and 138.5 MT, respectively. In FY23, crude and finished steel production stood at 125.32 MT and 121.29 MT, respectively. In July 2023, crude steel production in India stood at 11.52 MT.

In FY24, the consumption of finished steel stood at 135.90 MT. The per-capita consumption of steel stood at 86.7 kgs in FY23.

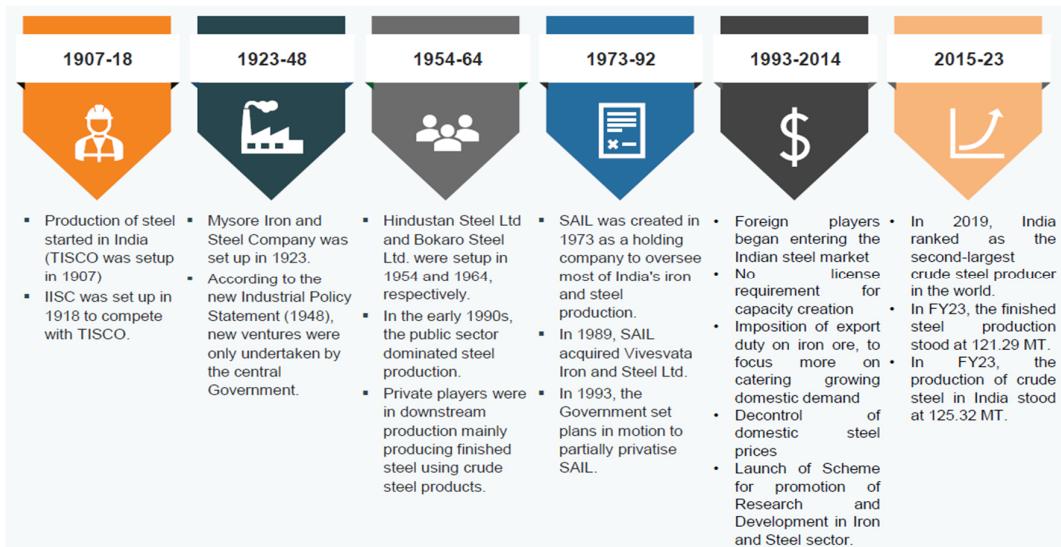
In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. In FY23, the consumption of finished steel stood at 119.17 MT. In April-July 2022, the production of crude steel and finished steel stood at 40.95 MT and 38.55 MT, respectively.

In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively. In FY22, India exported 11.14 MT of finished steel. In April 2024 exports of finished steel stood at 5.1 lakh metric tonnes (LMT), while imports stood at 5.9 LMT. In FY24, the exports and imports of finished steel stood at 7.49 MT and 8.32 MT, respectively.

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

Source: <https://www.ibef.org/industry/steel>

Evolution of science and technology policy framework in India



Growing Investment

- In February 2024, The JSW Group is set to build a steel plant in Jagatsinghpur, Odisha, with an investment of US\$ 7.8 billion (Rs. 65,000 crore). The plant will have a production capacity of 13.2 million tons of steel per year and is expected to create 30,000 jobs.
- In February 2024, JSW Steel plans to establish a joint venture with Japan's JFE Steel Corporation in a 50:50 partnership to invest US\$ 661.9 million (Rs. 5,500 crore) in setting up a plant in Karnataka.
- In January 2024, According to Mr. Lakshmi Mittal, Gujarat will host the world's largest steel manufacturing site by 2029 at the Vibrant Gujarat Summit
- In July 2023, Union Minister Mr. Jyotiraditya Scindia announced that Japan is eager to invest ₹ 5 trillion (US\$ 36 billion), in various sectors in India, including steel.
- As announced in May 2023, INOX Air Products will invest Rs. 1,300 crore (US\$ 157.5 million) to set up two air separation units having a capacity of 1,800 tonnes a day each at Tata Steel's plant in Dhenkanal, Odisha.
- AMNS India is planning to spend US\$ 7.4 billion on expanding capacity and increasing its value-added capabilities, which includes investments in both its upstream and downstream capacities and enhancing its iron ore capabilities.
- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- In September 2022, Steel Authority of India Limited (SAIL), a Maharatna PSU, supplied 30,000 tonnes of the entire DMR grade specialty steel for the nation's first indigenously built Aircraft Carrier INS Vikrant.
- In October 2021, ArcelorMittal and Nippon Steel Corp.'s joint venture steel firm in India, announced a plan to expand its operations in the country by investing ~Rs. 1 trillion (US\$ 13.34 billion), over 10 years.
- In August 2021, Tata Steel announced to invest Rs. 8,000 crore (US\$ 1.08 billion) in capital expenditure to develop operations in India in FY22.
- In August 2021, ArcelorMittal announced to invest Rs. 1 lakh crore (US\$ 13.48 billion) in Gujarat for capacity expansion.

Kasturi Metal Composite Limited

- In August 2021, Tata Steel announced to invest Rs. 3,000 crore (US\$ 404.46 million) in Jharkhand to expand capacities over the next three years.

Strategic alliances

- In December 2023, Jindal Steel Power Ltd announced that its collaboration with Rashtriya Ispat Nigam Ltd will guarantee the provision of liquid steel to its new hot strip mill in Angul, Odisha. JSPL stated that they have signed a memorandum of understanding (MoU) with RINL for the operationalization of the latter's blast furnace.
- In October 2023, Government e-Marketplace, the national public procurement platform, signed a memorandum of understanding (MOU) with the Indian Steel Association (ISA). This partnership intends to bring all ISA members onto the GeM platform as sellers, promoting a diverse business environment regardless of their size.
- In May 2023, the industry body Indian Steel Association (ISA) announced signing an agreement with the ASEAN Iron and Steel Council (AISC) to unlock new avenues of growth and sustainability in the steel sector.
- Mr. Jyotiraditya M. Scindia, the Union Minister of Steel, and Mr. Nishimura Yasutoshi, the Minister of Economy, Trade, and Industry of Japan, held a bilateral meeting on July 20, 2023, in New Delhi to discuss collaboration in the steel sector and issues relating to decarbonisation.
- In May 2023, JSW Steel and JFE Steel, signed an agreement to set up a JV company to manufacture the entire range of cold rolled grainoriented electrical steel (CRGO) products at Vijaynagar in Karnataka.
- In April 2023, AMNS India, a joint venture between ArcelorMittal and Nippon Steel, received approval from India's regulatory body (NCLT) to acquire Indian Steel Corporation.
- Tata Steel in April 2023, informed that it has signed an agreement with A&B Global Mining to harness new business development opportunities and deliver mine technical services. The steel major will closely work with ABGM India which will interface with their South African entity to explore business opportunities in India and abroad besides utilising each other's technical and strategic strengths to deliver projects across the mining and metals, including the steel value chain.
- Steel giants ArcelorMittal, and Sajjan Jindal's JSW Steel are in the race to acquire the steel plant of mining major National Mineral Development Corporation (NMDC) in Chhattisgarh. The steel manufacturing facility located in Nagarnar, Chhattisgarh has been planned for privatisation in the current financial year (FY23).
- In October 2022, JSW Steel signed an MoU with Smartex to explore the potential to promote innovation and turnkey approaches from financing to technology availability and market access aimed at decarbonisation of the steel sector in India.
- In September 2022, JSW Steel signed an MoU with SMS group to explore multiple cutting-edge solutions and research and development projects to reduce carbon emissions in its iron and steel making operations in India.
- Tata Group approved the amalgamation of all its metal companies into Tata Steel. The companies to be merged into Tata Steel are Tata Steel Long Products (TSLP), Tinplate Company of India Limited (TCIL), Tata Metaliks Limited (TML), TRF Limited (TRF), Indian Steel and Wire Products Limited (ISWP), Tata Steel Mining Limited (TSML) and S&T Mining Company Limited.
- In August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.

Entry of international companies

- Attracted by the growth potential of the Indian steel industry, several global steel players have been planning to enter the market.
- CarVal Investors, the investment arm of US-based agri group, Cargill, has offered around Rs. 2,000 crore (US\$ 277.20 million) along with Asset Reconstruction Company (India) Ltd. for the purchase of Uttam Value Steels and Uttam Galva Metallics.

Increased emphasis on technological innovations

- This is the first time in the world that such a large quantity of hydrogen gas is being continuously injected in a blast furnace.
- In the wake of COVID-19 pandemic, Tata Steel has geo-fenced its plant premises to track the movement of employees to track and manage any COVID-19 cases amongst its employees.

- In February 2023, Tata Steel sets up an Innovation Centre for Mining and Mineral Research at IIT (ISM) Dhanbad.
- Companies are attempting coal gasification and gas-based direct-reduced iron (DRI) production. Other alternative technologies such as Hismelt, Finex and ITmk3 being adopted to produce hot metal.
- Provisional Worldsteel report indicates that the global DRI output stood at 15.31 MT from January to February 2021, up 0.9% over same period last year, driven by India (6.4 MT, 42% share) at the number one spot.
- The Ministry of Steel has issued necessary direction to the steel companies to frame a strategy for taking up more R&D projects by spending at least 1% of their sales turnover to facilitate technological innovations in the steel sector.
- The Ministry has established a task force to identify the need for technology development and R&D.
- The Ministry has adopted energy efficiency improvement projects for mills operating with obsolete technologies.
- In January 2021, the Ministry of Steel, signed a Memorandum of Cooperation with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India-Japan Steel Dialogue.
- In February 2021, Tata Steel BSL collaborated with FarEye, a software logistics firm, to improve its digital transformation process.

Steel production in India has been growing at a fast pace

- In FY24, the production of crude steel and finished steel stood at 143.6 MT and 138.5 MT, respectively.
- In FY25 (April to October), the production of crude steel stood at 84.94 MT and finished steel stood at 82.65 MT.
- In FY23, the production of crude steel and finished steel stood at 125.32 MT and 121.29 MT respectively.
- In FY22, production of finished steel stood at 133.596 MT.
- In FY22, production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively.
- To support MSMEs, the government has reduced customs duty on stainless steel to 7.5%.
- In the Union Budget 2023-24, an investment of Rs. 75,000 crore (US\$ 9.15 billion) (including Rs. 15,000 crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.



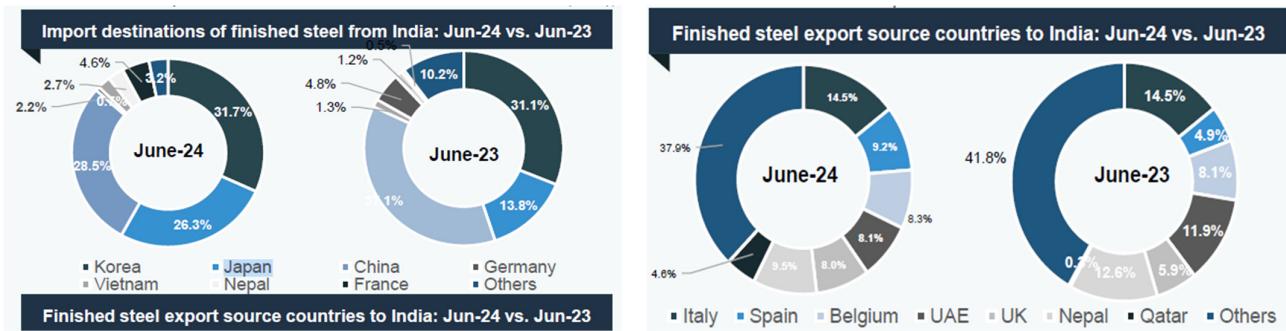
Demand has outpaced supply over the last five years

- In FY25 (April-October), the consumption of finished steel stood at 85.71 MT.
- The per-capita consumption of steel stood at 86.7 kgs in FY23.
- In FY23, the consumption of finished steel stood at 119.17 MT.
- In April 2023, India's finished steel consumption stood at 9.92 MT.
- The Steel Policy aims to increase per capita steel consumption to 160 kgs by 2030-31.
- It is expected that consumption per capita would increase, supported by rapid growth in the industrial sector and rising infra expenditure projects in railways, roads and highways, etc.
- The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31.



Trends in import and export of steel

- In FY24, the exports and imports of finished steel stood at 7.49 MT and 8.32 MT, respectively.
- In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively.
- In FY22, India exported 11.14 MT of finished steel.
- In June 2024 exports of finished steel stood at 3.4 lakh metric tonnes (LMT), while imports stood at 5.5 LMT.



ADVANTAGES

1. Robust Demand

- India's finished steel consumption stood at 119.17 MT in FY23, 138.5 MT in FY24 and 85.71 MT in FY25.
- The Indian Steel Association (ISA) anticipates that the steel requirement will reach 128.9 MT in the 2023-24 period, showing an increase from 119.9 MT in the preceding year.
- India's domestic steel demand is estimated to grow by 9-10% in FY25 as per ICRA.
- To drive post COVID-19 economic recovery, for the government has planned investments in roads, railways, metro connectivity, industrial parks, industrial corridors, DFC, transportation of water, oil and gas, transmission towers, affordable housing. All these sectors will drive demand for steel.

2. Competitive Advantage

- In FY25 (April-October), the production of crude steel in India stood at 84.94 MT.
- Easy availability of low-cost manpower and presence of abundant iron ore reserves make India competitive in the global set up.
- India is home to fifth-highest reserves of iron ore in the world.

3. Increasing Investment

- To achieve steel capacity build-up of 300 MTPA by 2030, India would need to invest US\$ 156.08 billion by 2030-31.

- Union Steel Secretary Nagendra Nath Singh expects PLI short-listed companies to invest US\$ 1.2 billion (Rs. 10,000 crore) in specialty steel-making next year and nearly US\$ 1.9 billion (Rs. 16,000 crore) by FY24-end.
- The industry is witnessing consolidation of players, which has led to investment by entities from other sectors. The ongoing consolidation also presents an opportunity to global players to enter the Indian market.

4. Policy Support

- In February 2024, The government has implemented various measures to promote self-reliance in the steel industry.
- Export duty of 30% has been levied on iron ore (lumps and fines) to ensure supply to the domestic steel industry.
- Under the Union Budget 2023-24, the government allocated Rs. 70.15 crore (US\$ 8.6 million) to the Ministry of Steel.

STRONG GROWTH OPPORTUNITIES

Demand for steel from different sectors will drive this industry which are as follows:

1. Automotive

- The automotive industry is forecast to reach US\$ 260-300 billion by 2026.
- India's passenger vehicle segment has ample growth potential with the third lowest car penetration ratio among the top 13 markets, at 24 per 1,000 people, compared to the world average of 314 per 1,000.
- The industry accounts for around 10% of the demand for steel in India.
- With increasing capacity addition in the automotive industry, demand for steel from the sector is expected to be robust.

2. Capital Goods

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

3. Infrastructure

- The infrastructure sector accounts for 9% of steel consumption and is expected to increase to 11% by 2025-26.
- Due to rising investment in infrastructure the demand for steel products would increase in the years ahead.
- 70% of the country's infrastructure, estimated at Rs. 6 lakh crore (US\$ 89.50 billion), is yet to come up. Thus, a significant growth potential for steel sector is present.
- National Highways grew from 91,287 km in 2013-14 to 1,46,145 km in 2023-24, with construction speed rising from 12.1 km/day in 2014-15 to 42.03 km/day in FY23.

4. Airports

- More and more modern and private airports are expected to be set up.
- Estimated steel consumption in constructing airports is likely to grow more than 20% over the next few years.
- The Government of India is poised to unveil 15 airport projects, featuring new terminals in Delhi, Lucknow, and Pune. With a robust investment strategy of US\$ 12.06 billion (Rs 1 lakh crore), the aim is to elevate the count of airports from 220 within five years, bolstering infrastructure development.

5. Railways

- As on January 2023, 41 indigenously designed, semi-high speed Vande Bharat Express trains are in operation in 2024-2025, the goal is to upgrade 40,000 conventional rail bogies to meet the 'Vande Bharat' standards.
- Introduction of high-speed bullet trains and metro trains will increase steel usage.
- Gauge conversion, setting up of new lines and electrification would drive demand for steel.
- The Indian Railways is planning to procure over 11 lakh tons of steel from the Steel Authority of India Limited (SAIL) for track renewal and laying new lines across the country.

6. Oil and Gas

- India's primary energy consumption of oil and gas is expected to increase to 10 mbpd and 14 bcf/d, respectively, by 2040.

- This would lead to an increase in demand of steel tubes and pipes, providing a lucrative opportunity for the steel industry.
- According to OPEC, India's oil demand in 2024 is projected to be at 5.59 million barrels per day (b/d), up from 5.37 million b/d in 2023, resulting in a growth of 4.1%

7. Power

- India aims to boost nonfossil fuel electricity generation to over 500,000 MW by 2030, with a transmission plan for integrating 500,000 MW of renewable energy capacity by the same year.
- This will lead to enhancement in both transmission and distribution capabilities, thereby raising steel demand from the sector.

8. Rural India

- Policies like Pradhan Mantri Awa Yojana and Pradhan Mantri Gram Sadak Yojana are driving growing demand for steel in rural India.
- In FY21, per capita consumption of steel in rural India was estimated to be between 21.5 kgs.

POLICY SUPPORT AIDING GROWTH IN THE STEEL SECTOR

1. National Steel Policy 2017

- New National Steel Policy was formulated by the Ministry of Steel in 2016 to retain the objectives included in National Steel Policy (NSP) 2005. It aimed at covering broader aspects of steel sector across the country including environment and facilitation of new steel projects, growth of steel demand in India and raw materials
- Under the policy, the central Government stated that all the Government tenders will give preference to domestically manufactured steel and iron products. Moreover, Indian steel makers importing intermediate products or raw materials can claim benefits of domestic procurement provision by adding minimum of 15% value to the product.
- The National steel policy, 2017 aspired to achieve 300MT of steel making capacity by 2030-31. This would translate into additional investments of Rs. 10 lakh crore (US\$ 156.08 billion).
- Further, it aimed to increase per capita steel consumption to 160 kgs by 2030-31.

2. R&D and innovation

- The scheme for the promotion of R&D in iron and steel sector has been continued under the 14th Finance Commission (FY20). Under the scheme, 26 projects have been approved with financial assistance of Rs. 161 crore (US\$ 24.98 million) from the Ministry of Steel.
- Ministry of Steel is setting up industry driven institutional mechanism - Steel Research & Technology Mission of India (SRTMI) - with an initial corpus of US\$ 30.89 million. The institute will facilitate joint collaborative research projects in the sector.
- In September 2022, JSW Steel signed an MoU with SMS group to explore multiple cutting-edge solutions and R&D projects to reduce carbon emissions in its iron and steel making operations in India.
- In October 2021, India and Russia signed an MoU to carry out R&D in the steel sector and produce coking coal (used in steel making).
- In September 2021, National Mineral Development Corporation Ltd. (NMDC) R&D Centre signed a MoU with CSIR-IMMT for joint research and development projects.

3. FDI

- 100% FDI through the automatic route is allowed in the Indian steel sector.

4. Push due to Make in India initiative

- The Make in India initiative and policy decisions taken under it are expected to augment the country's steel production capacity and resolve issues related to the mining industry.

5. Reduction in custom duty on plants and equipment

- The Government has reduced the basic custom duty on the plants and equipment required for initial set up or expansion of iron ore pellets plants and iron ore beneficiation plants from 7.5/5% to 2.5%.
- Customs duty on imported flat-rolled stainless-steel products has been increased to 15% from 7.5%.
- Basic customs duty on steel grade dolomite and steel grade limestone is being reduced from 5% to 2.5%. Basic customs duty is being reduced from 10% to 5% on forged steel rings used in the manufacture of bearings of wind-operated electricity generators.

6. Production-linked Incentive (PLI) Scheme

- The Centre is looking to include refractories in the upcoming Production Linked Incentive Scheme 2.0 for steel as it aims at doubling the country's production capacity for the metal to 300 million tonnes by 2030.
- In November 2020, Union Cabinet approved the production-linked incentive (PLI) scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities and exports and promote the 'Atmanirbhar Bharat' initiative.
- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- India is a net exporter of finished steel and has the potential to become a frontrunner in certain grades of steel. PLI scheme has been approved for specialty steel with a financial outlay of Rs. 6,322 crore (US\$ 858.50 million) over a five-year period.
- July 2021, the Union Cabinet approved the production-linked incentive (PLI) scheme for specialty steel. The scheme is expected to attract investment worth ~Rs. 400 billion (US\$ 5.37 billion) and expand specialty steel capacity by 25 million tonnes (MT), to 42 MT in FY27, from 18 MT in FY21.

Source: https://www.ibef.org/download/1737608823_Steel-Sector-November-2024.pdf

ROAD AHEAD

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

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

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

Source: <https://www.ibef.org/industry/steel>

OUR BUSINESS

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

Unless stated otherwise, the financial data in this section is as per our restated financial statements prepared in accordance with Indian Accounting Policies set forth elsewhere in this Draft Red Herring Prospectus. For further information, see "**Restated Financial Information**" beginning on page 167 of this Draft Red Herring Prospectus.

Overview

Incorporated in 2005, Our Company is engaged in the manufacturing supply and export of steel fiber products for industrial applications. Our product portfolio includes Loose Hook-End Steel Fiber, Glued Hook-End Steel Fiber and Flat Crimped Steel Fiber, available in various sizes and configurations for fiber-reinforced concrete applications. Additionally, we manufacture Steel Wool Fiber, which is widely utilized in the production of friction linings for brake pads and clutches. Furthermore, we trade Macro Synthetic PP Fibers under our "Durocrete" brand and operate a subsidiary, Durafloor Concrete Solution LLP, which specializes in providing tailored concrete flooring solutions. We offer comprehensive solutions that enhance the structural integrity and performance of concrete and other composite materials.

We market our products under the 'Duraflex' and 'Durabond' brands, serving a diverse range of industries, including construction, engineering, warehousing, logistics, mining, infrastructure, and automotive. These products are utilized in various applications such as tunnel shotcrete, precast concrete, industrial and warehouse flooring, roads, pavements, tunnel mining, and automotive friction linings. Additionally, they are used in hydroelectric plants, road and rail tunnels, underground caverns, bridges, and highways, ensuring structural integrity. With 19 years of experience in understanding customer requirements, we remain committed to delivering high-quality, safe, and value-driven solutions.

We operate three manufacturing units in the MIDC industrial area of Amravati, Maharashtra, ensuring operational efficiency and seamless production.:

- **Unit 1:** Situated at D-13/1, MIDC, Amravati, covering 1950 Sq. Mtr., focuses on fine wire drawing processes for precision products.
- **Unit 2 and Registered Office:** situated at A-30/3 and A-30/3/1, MIDC, Amravati, spread across 2925 Sq. Mtr., specializes in producing steel fibers and steel wool fibers.
- **Unit 3:** situated at A-98, MIDC, Amravati, spanning 2000 Sq. Mtr., is dedicated to mild steel wire production through wire drawing.

Each of our manufacturing facilities is equipped with machinery, including wire drawing machines, wet and dry wire systems, and specialized equipment for steel fiber and steel wool fiber production. To ensure quality standards, we have an in-house quality control laboratory that conducts inspections before and after production. Additionally, we outsource product testing to NABL-accredited laboratories as per client requirements to ensure compliance with industry benchmarks. We have been awarded ISO 9001:2015 certification for our Quality Management System (QMS) and have received ZED (Zero Effect, Zero Defect) Silver and Bronze Certifications for manufacturing steel fibers and steel wool fiber products.

We generate revenue through both domestic sales and exports, catering to clients in four countries. Our revenue distribution from export sales stood at 1.92%, 4.56%, 11.76%, and 5.07%, while domestic sales accounted for 98.08%, 95.44%, 88.24%, and 94.93% of the total revenue for the period ending September 30, 2024, and the fiscal years 2024, 2023, and 2022, respectively.

As of the date of this Draft Red Herring Prospectus, we operate a subsidiary, Durafloor Concrete Solution LLP, which specializes in offering customized concrete flooring solutions. Incorporated in 2015, the LLP has its registered office at Office No. S-106A, Akshar Business Park, Sector-25, Vashi, Sanpada, Thane, Maharashtra, 400703. During the fiscal year 2023, we acquired a 98% shareholding in the LLP, thereby making it a subsidiary. The LLP was recognized with the "Best Service Industry Award" by Vidarbha Industrial Association and Solar Industries in 2019.

Kasturi Metal Composite Limited

Our primary raw materials include low carbon wire rod and medium carbon wire rod, which we procure from domestic suppliers based on market availability, pricing, and quality considerations. The cost of materials consumed (including purchase of stock in trade and changes in inventory) accounted for 51.83%, 61.81%, 66.15% and 66.12% of the revenue from operations for the period ending September 30, 2024, and fiscal years 2024, 2023, and 2022, respectively.

Our Company was originally incorporated as “Kasturi Metal Composite Private Limited” on November 24, 2005, under the Companies Act, 1956, with the Registrar of Companies, Mumbai. Subsequently, we acquired the entire running business of Kasturi Industries, a partnership firm operated by its partners, Samit Surendra Singhai and Akash Surendra Singhai. Thereafter, we converted into a Public Limited Company, and our name was changed from “Kasturi Metal Composite Private Limited” to “Kasturi Metal Composite Limited” through a fresh Certificate of Incorporation issued by the Registrar of Companies on March 19, 2024.

Our company is led by promoters Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatehchand Singhai, and Lata Surendra Singhai, who have approximately 19, 19, 25 and 20 years of experience in the steel industry, respectively. Samit Surendra Singhai, the Chairman & Managing Director, oversees production and operational activities, while Akash Surendra Singhai, the Whole-Time Director, brings 19 years of experience and is responsible for sales and marketing. As of January 31, 2025, our company is supported by an experienced management team and a workforce of 99 permanent employees. We believe the collective experience of our promoters, management team, and dedicated workforce enables us to effectively understand market trends, manage business operations, and drive growth.

Financial KPI of Our Company

The following table sets forth certain key performance indicators for the years indicated:

(₹In Lakhs except percentages and ratios)

Key Financial Performance	For the period of six months ended on September 30, 2024*	FY 2023-24	FY 2022-23	FY 2021-22
	Consolidated	Consolidated	Standalone	Standalone
Revenue from operations ⁽¹⁾	3,181.01	4,974.55	3,711.94	2,321.52
EBITDA ⁽²⁾	466.96	539.54	397.47	180.61
EBITDA Margin ⁽³⁾	14.68%	10.85%	10.71%	7.78%
PAT ⁽⁴⁾	224.93	235.14	149.22	64.24
PAT Margin ⁽⁵⁾	7.04%	4.68%	3.99%	2.74%
RoE (%) ⁽⁶⁾	16.79%	24.35%	23.76%	11.91%
RoCE (%) ⁽⁷⁾	14.78%	18.43%	17.24%	9.51%
Net Worth ⁽⁸⁾	1450.35	1228.65	702.77	553.54

Notes:

(1) Revenue from operation means Revenue from Sales and other Operating Revenues

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses (Excluding bank charges) - Other Income

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

(4) PAT is Profit after tax

(5) PAT Margin is calculated as PAT for the year divided by Total Income

(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 total borrowings (Current and Non- Current)

(8) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off

OUR STRENGTHS

We believe that the following are our primary strengths:

Strong Manufacturing Capabilities

Our core strength lies in our manufacturing capabilities, which enable us to efficiently meet evolving customer demands. We operate three manufacturing units within the MIDC industrial area of Amravati, Maharashtra, each specializing in distinct production processes. These facilities are equipped with latest machinery and automation systems, ensuring precision, operational efficiency, and adherence to stringent quality standards. The first unit is dedicated to fine wire drawing, forming the foundation for steel fiber and steel wool fiber production. The second unit focuses on the manufacturing of high-performance steel fibers, which are widely used in fiber-reinforced concrete applications. The third unit specializes in producing steel wool fibers, an essential component in friction linings for automotive brake pads and clutches.

By optimizing operations across these specialized units, we enhance production capacity while maintaining rigorous quality control measures at every stage. Our in-house quality control laboratory conducts comprehensive testing, ensuring compliance with industry benchmarks. Additionally, we engage NABL-accredited laboratories for third-party validation to meet customer and regulatory requirements. This integrated approach allows us to deliver quality products tailored to the evolving needs of industries such as construction, infrastructure, automotive, and engineering.

Strong portfolio and diverse range of Steel Fiber products:

Our company manufactures a diverse range of steel fiber products, including Loose Hook-End Steel Fiber, Glued Hook-End Steel Fiber, and Flat Crimped Steel Fiber, available in various sizes and configurations for fiber-reinforced concrete applications. Additionally, we produce Steel Wool Fiber, which is used in the manufacturing of friction linings for brake pads and clutches. Our products serve tunnel shotcrete, precast concrete, industrial flooring, roads, pavements, tunnel mining, and automotive friction linings. Further, through our subsidiary, we also supply industrial flooring products and services, including flooring work, polishing, densification, and FM Certification. We cater customers across various state of India and 4 countries globally.

Below is the summary of our revenue on consolidated basis:

Particulars	Consolidated				Standalone				(Amount in ₹ Lakhs)	
	September 2024		FY 2023-24		FY 2022-23		FY 2021-22			
	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold	Amount in Rs. lacs	% of Total Product Sold
Products										
Duraflex Steel Fiber	1,299.65	40.86%	3042.22	61.15%	2437.80	65.68%	1531.46	65.97%		
Durabond Steel Wool Fiber	353.19	11.10%	953.00	19.16%	1262.96	34.02%	772.46	33.27%		
Duracrete PP Fiber	6.93	0.22%	20.54	0.41%	11.18	0.30%	17.60	0.76%		
Durasheild Armour Joint	8.43	0.27%	21.26	0.43%	-	-	-	-		
DuraSleeve	1.10	0.03%	1.90	0.04%	-	-	-	-		
Duracure Curing Compound	0.79	0.02%	-	-	-	-	-	-		
Others	37.87	1.19%	4.10	0.08%	-	-	-	-		
Total (A)	1707.96	53.69%	4043.02	81.27%	3711.94	100.00%	2321.52	100.00%		
Services										
Flooring Work	1,242.45	39.06%	849.08	17.07%	-	-	-	-		
Polishing & Densification	185.47	05.83%	81.55	1.64%	-	-	-	-		
FM Certification	6.56	0.21%	0.90	0.02%	-	-	-	-		
Others	38.57	1.21%	-	-	-	-	-	-		
Total(B)	1473.05	46.31%	931.53	18.73%	NA	NA	NA	NA		
Total(A+B)	3181.01	100.00%	4974.55	100.00%	3711.94	100.00%	2321.52	100.00%		

Stringent quality control mechanism ensuring standardized product quality

Our company is committed to maintaining the quality standards for our product offerings. We are dedicated to ensuring that our products meet and exceed quality expectations. We strictly adhere to the quality standards prescribed by our customers and implement a rigorous quality control mechanism at every stage of the manufacturing process. This ensures that both our raw materials and finished products conform to our customers' requirements and successfully pass all validations and quality checks. As a testament to our commitment to quality, our company has received ISO 9001:2015 certification for quality management systems. Additionally, based on client requirements, we also outsource product inspection and testing to NABL-accredited laboratories, ensuring compliance with the stringent quality benchmarks. We have also earned ZED (Zero Effect, Zero Defect) Silver and Bronze certifications for our steel fibers and steel wool fibers, showing our commitment to quality and sustainability. This quality focus has been key to our success, helping us grow while providing value to customers.

Established relationships with customers across various geographical locations

Our product portfolio and quality assurance has helped us establish strong relationships with our major customers. We have established and will continue to focus on strengthening long-standing relationships with customers across industries that we cater to. Our Company has diversified revenue from multiple geographical locations across India i.e. Tamil Nadu, Maharashtra, Rajasthan, Gujarat, Telangana, West Bengal, Madhya Pradesh, Assam, Karnataka etc. and a small portion of revenue from outside India i.e. Nepal, New Zealand, Bhutan, USA. We have generated around 98.08%, 95.44%, 88.24% and 94.93% of our total revenue from domestic sales for period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively and generated

around 1.92%, 4.56%, 11.76% and 5.07% of our total revenue from export sales for period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. Currently, we market our products to more than 10 states within India and gradually we intend to expand our business operations to other geographical locations as well. Our presence in multiple geographies not only helps us in expanding our customer base but also helps us by keeping ourselves in tune with the latest technological advancements globally and help us to mitigate risk for any unforeseen circumstances in the domestic market and expand our business operations. for period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, our top 10 customers contributed approximately respectively 67.86%, 70.16%, 82.14% and 79.05% of our revenue from operations respectively.

Experienced Promoter and Strong Management Team

Our company is led by individual promoters Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatehchand Singhai, and Lata Surendra Singhai, have an experience of about 19 years, 19 years 25 years, 20 years respectively in the steel industry, which has been instrumental in driving our growth since inception of our business. We believe that our senior management team has vast experience in the commissioning of and operating manufacturing capacities, finance, sales, business development and strategic planning in the industry. The vision and foresight of our management enables us to explore and seize new opportunities and accordingly position ourselves to introduce new products to capitalize on the growth opportunities in the sector. For details on the qualifications and experience of our Promoters and senior management team, please refer to section titled "***Our Management***" beginning on page 145 of this Draft Red Herring Prospectus.

OUR STRATEGIES:

Setup of new integrated manufacturing unit.

To expand our manufacturing capabilities, we are currently in the process of setting up a new manufacturing unit in Amravati district, Maharashtra. This 15330 sq. mtr. facility is owned by the company, and construction of part of the factory building has already been initiated. The new manufacturing unit will feature both a new product line and expanded steel fiber manufacturing with increased installed capacity machines. Requisite machineries including High Speed Straight Line Wire Drawing Machines, Steel fiber forming lines, Macro PP production Line, and other miscellaneous equipment will be purchased and installed at this facility.

The purchase and installation of these machines will be funded from net issue proceeds of ₹ 1218.73 Lakhs. For further details, please refer to the chapter titled "***Objects of the Issue***" beginning on page 81 of this DRHP. We believe that these enhancements will lead to higher efficiency and increased production output, allowing us to meet growing market demand and strengthen our product portfolio.

Strategic Commitment to Quality and Competitive Edge

Our company operates with a dual focus on maintaining quality standards and strengthening our market position. As an ISO 9001:2015 certified manufacturer, we implement quality control measures at every stage of the manufacturing process, from the careful selection of raw materials to the testing of finished products. Our in-house testing laboratory ensures that both raw materials and final products adhere to precise customer specifications, enabling us to supply good quality steel fiber products.

We continuously enhance our manufacturing capabilities through a strategic combination of skilled workforce, quality raw materials, and advanced technology. Our product portfolio, which includes Loose Hook-End Steel Fiber, Glued Hook-End Steel Fiber, Flat Crimped Steel Fiber, and Steel Wool Fiber, caters to diverse industrial applications across various markets. Under the leadership of our experienced management team, we remain focused on operational excellence and growth.

We are continuously investing in technology, workforce development, and product innovation to improve our capabilities. These efforts help us increase production efficiency, adapt to changing industry needs, and strengthen our position in the market.

Continue to strengthen our existing product portfolio and diversify into new product lines

Our product portfolio includes steel fiber products such as Loose Hook-End Steel Fiber, Glued Hook-End Steel Fiber, and Flat Crimped Steel Fiber, available in various sizes and configurations for fiber-reinforced concrete applications. We also manufacture Steel Wool Fiber, which is used in the production of friction linings for brake pads and clutches. To cater to the evolving needs of our expanding customer base and to reach new customer segments, we have developed a new product, High Tensile Steel Fiber with Inverted Loop end. The patent application for this product is currently "awaiting complete specification". This fiber provides anchorage, crack resistance, and energy absorption properties for applications like tunnel shotcreting, precast tunnel linings, hydroelectric projects, industrial flooring, and rail infrastructure.

In addition to our existing product range, we are expanding our offering to include Macro Synthetic PP Fiber. These products address demand for toughness and performance. Macro Synthetic PP Fiber provides advantages under dynamic and seismic loading conditions, offering toughness that absorbs energy while shifting the failure mode from brittle to elasto-plastic.

Optimal Utilization of Resources

Our Company constantly endeavors to improve manufacturing process, and increase manufacturing activities to optimize the utilization of resources. We have invested resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyse our existing policies for providing our products which enables us to identify the bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use. We also intend to continue to build on our culture to ensure our employees remain engaged and committed to delivering service.

Augmenting growth in domestic and international markets

We currently market our products to 4 countries and multiple regions in India and aim to expand into new international markets and untapped domestic areas. Our expansion strategy ensures we deliver products without delays. By diversifying geographically, we aim to reduce risks and protect against fluctuations from business concentration in specific areas. Our focus is on meeting demand from existing customers while increasing our customer base through expanded product reach. We prioritize quality, delivery, and reliability to add value to our customers.

Our export revenues for period ended on September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively were ₹61.05 lakhs, ₹227.09 lakhs, ₹436.67 lakhs, and ₹117.66 lakhs, respectively, contributing to our overall revenue. Despite limited growth in export markets, we value our long-term customer relationships and repeat orders, which reflect our position as a supplier. Leveraging our product portfolio, we plan to continue our measured international expansion while strengthening our domestic presence.

Our Products Portfolio

The following table lists our current bouquet of steel products, as well as their principal end uses and markets:

S. No.	Name and Details of the Products	Application/Usage	Image of the Product
1.	<p>Our high-strength Duraflex Steel Fibers feature optimal shape, orientation, and strength characteristics for demanding underground applications. With a tensile strength exceeding 1150 MPa, these fibers are dosed at 25-60 kg/m³ depending on performance requirements.</p> <p>Types of steel fibers include:</p> <ul style="list-style-type: none"> • <u>Glued Hook end Steel Fiber:</u> Aspect ratio 45, length 35 mm, diameter 0.75 mm. • <u>Loose Hook end Steel Fiber:</u> Aspect ratio 65, length 35 mm, diameter 0.55 mm 	<p>Tunnel Shotcrete:</p> <p>Used in tunnels, mines, oil caverns, drainage structures, and rock slope stabilization. These fibers improve ductility, load-bearing capacity, and energy absorption while promoting tunnel stability through fast application.</p> <p>SFRC Precast Tunnel Lining Segments:</p> <p>Steel Fiber Reinforced Concrete (SFRC) is used in precast tunnel lining segments to enhance structural performance, durability, and resilience. Steel fibers improve crack control, impact resistance, and load-bearing capacity while increasing energy absorption and flexural strength. This ensures long-term stability, reduced maintenance, and reliable performance under varying conditions.</p>	 <p>Glued Hook End Steel Fiber</p>  <p>Loose Hook End Steel Fiber</p>

<p>2. These specialized fibers are engineered for high-strength concrete applications in building foundations, pavements, and industrial floors.</p> <p>Types of steel fibers include:</p> <ul style="list-style-type: none"> • <u>Glued Hook End Steel Fiber:</u> Aspect ratio 55, length 50 mm, diameter 0.90 mm. Tensile Strength > 1150 Mpa • <u>Loose Hook End Steel Fiber:</u> Aspect ratio 65, length 50 mm, diameter 0.75 mm. Tensile Strength > 1150 Mpa • <u>Flat Crimped Steel Fiber:</u> Aspect ratio 50, length 50 mm, diameter 1.00 mm. Tensile Strength > 550 Mpa 	<p>Industrial Flooring: Used in warehouses, factories, heavy-duty pavements, foundations, roads, and precast walls. These fibers enhance concrete performance by improving crack resistance, providing tensile and flexural strength, and controlling shrinkage in high-stress applications.</p>	 Glued Hook End Steel Fiber  Loose Hook End Steel Fiber  Flat Crimped Steel Fiber
<p>3. Durabond Steel Wool Fiber Our Steel Wool Fiber is manufactured by shearing steel wire with specialized scraping equipment fitted with serrated tools, then chopped to specific grades with varying sieve specifications. Drawn from low carbon steel wire rod using specialized drawing machines, these fibers provide excellent structural reinforcement and high thermal stability..</p> <p>Steel Wool Fibers can be classified into following Grades- Grade K-12, Grade K-15, Grade K-18, Grade K-20, Grade K-22, Grade K-34, Grade K-234, Grade K-264, Grade K-394.</p>	<p>Durabond Steel wool Fibers are widely used in the production of non-asbestos brake pads and linings, offering superior heat resistance, friction stability, and durability for various vehicles including two-wheelers, passenger cars, commercial vehicles, and trains.</p>	

Our company is also involved in trading Macro Synthetic Polypropylene fibres (PP Fiber) which provide great advantage under dynamic and seismic loading conditions by adding additional toughness, which is capable to absorb more energy and by changing the failure mode from brittle to elasto-plastic.

They are available in different length of 32, 37, 42, 47, 52, 57 mm and diameters varies from 0.6 to 1 mm.

Usage Steel fiber and Steel Wool fiber:



Tunnel Shotcrete



SFRC Precast Tunnel Lining Segments



Industrial flooring



Brake pads & Linings

Our Subsidiary:

Our Subsidiary, Durafloor Concrete Solutions LLP specializes in tailored concrete flooring solutions, offering expert design, installation, and maintenance services. Our technical capabilities include laser screed flat floors, VNA floors, steel fiber reinforced concrete floors, polished and densified floors, Jointless floors, and testing and certification. Through collaborative relationships with manufacturers, we leverage our expertise and customer feedback to finalize designs, which are then supplied as finished goods and integrated into our end-to-end flooring solutions.

Our product range includes Armor Joints, Plate Dowels and Sleeves, Curing Compounds, and Shrinkage-Compensating Additives, marketed under our brands Durashield, Durasleeve, Duracure, and Durashrink. We serve many industries including e-commerce, FMCG, logistics, manufacturing and retail. We tailor our flooring systems to meet each sector's specific requirements, ensuring optimal performance and durability for all applications.

Services Offered by Our Subsidiary

Following are the Detail services provided by our Subsidiary:



**FM1/ FM2 Grade-
Laser Screed Floors**

We utilize laser screeding technology to install concrete floors in wider bays of any size. This method reduces construction time, minimizes construction joints, improves floor flatness, and decreases on-site labor requirements.



**VNA Floors-
DM1/DM2 Category**

Our super flat floors are designed for facilities using very narrow aisle material handling equipment operating at heights exceeding 12 meters. These precision floors accommodate fixed-rail guided systems with exceptional flatness tolerances.



**Steel Fiber Reinforced Concrete
Flooring**

Steel Fiber Reinforced Concrete (SFRC) Flooring is the latest standard for warehousing and factories. This technology enhances post-crack flexural strength and fatigue resistance, making it ideal for heavy industrial applications.



Jointless Floors

Our jointless floor systems offer versatility and superior energy absorption for various loading and racking configurations. The incorporation of Duraflex steel fiber provides effective crack control, ensuring high bearing capacity and post-crack performance.



Concrete Polishing and Densification

We offer concrete polishing services that deliver high abrasion resistance, low maintenance requirements, dustproof qualities, and chemical resistance. This finishing option is particularly suited for manufacturing/distribution facilities, retail spaces, and FMCG units.



Tests and Certifications

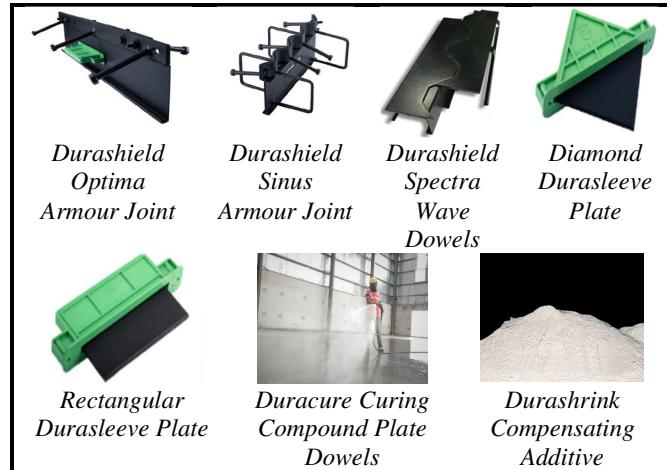
Durafloor undertakes comprehensive testing and certification to ensure that owners, developers, contractors, and end-users receive the quality industrial concrete floor slabs. We also offer concrete floor examination and troubleshooting services for construction-related concerns.

Products offered by subsidiary:

Our product range includes:

Durashield Armor Joints in three varieties: Optima, which ensures durability under heavy material handling equipment traffic by resisting impact and abrasion; Sinus, which absorbs shocks, allows smooth movement, and reduces equipment damage; and Spectra Wave, which minimizes surface contact, resists impact loads, and ensures smooth transitions in extreme environments.

We also offer Durasleeve Plate Dowels and Sleeves that enhance load transfer and prevent joint failure; Duracure Curing Compounds that control water evaporation for optimal curing and improved hardness; and Durashrink Shrinkage-Compensating Additives that reduce shrinkage cracks, enhancing overall concrete durability.



OUR MANUFACTURING FACILITIES:

Manufacturing Unit I: D-13/1, MIDC, Amravati, Maharashtra, India, 444605



**Registered office and Manufacturing Unit II: A30/3/1 and A-30/3, MIDC, H. V. Nagar, Amravati, Maharashtra-444605-
India.**

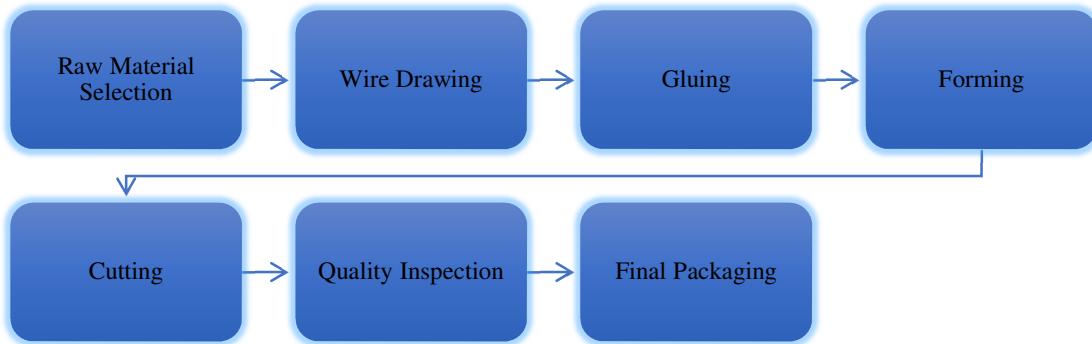


Manufacturing Unit-III: A-98, MIDC, Amravati, Maharashtra, India, 444605



OUR MANUFACTURING PROCESS

Steel Fiber Manufacturing Process:



- **Raw Material Selection:**

The process begins with selecting good quality low-carbon steel wire rods or stainless steel wires. The chemical composition and grade of the steel are carefully evaluated to ensure durability, tensile strength, and flexibility in the final product. This step is essential for achieving consistent and reliable performance in reinforcement applications.

- **Wire Drawing:**

The selected steel wire rods are drawn into thin wires using Straight Line Wire Drawing Machines and High-Speed Wet Drawing Machines. These machines are designed to achieve precise diameters and a smooth surface finish, ensuring uniformity and structural integrity in the final product.

- **Gluing:**

Once drawn, the wires are coated with a specialized adhesive to enhance their bonding properties. This coating improves the adhesion of steel fibers to concrete, ensuring better crack resistance and increased tensile strength in construction applications.

- **Forming:**

The glued wires are shaped into specific geometries such as hook-end, crimped, or straight fibers. These shapes are designed to improve the mechanical interlock and bonding between the fibers and concrete, enhancing load-bearing capacity and resistance to pull-out forces.

- **Cutting:**

The shaped wires are cut into precise lengths using cutting equipment. Maintaining consistency in length and the aspect ratio (length-to-diameter ratio) is critical for ensuring even distribution in concrete mixes and achieving optimal reinforcement performance.

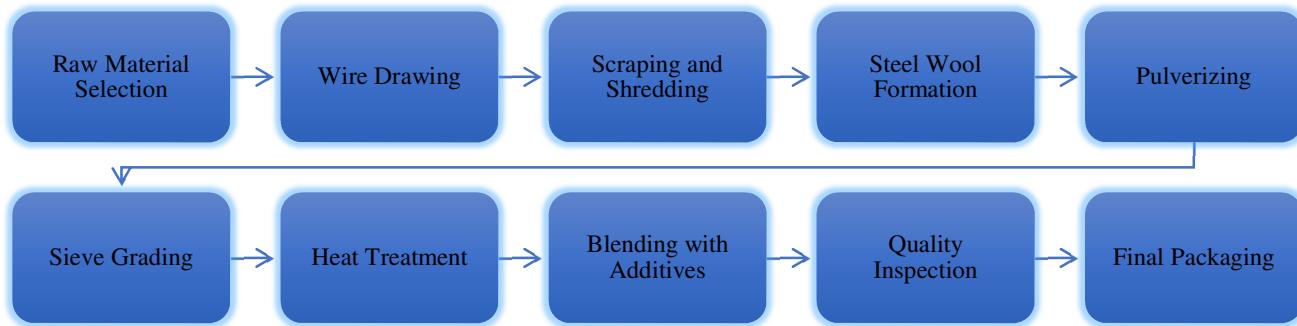
- **Quality Inspection:**

Quality inspection plays a key role in the steel fiber manufacturing process. Every batch undergoes rigorous testing to meet industry standards, such as ASTM A820 or EN 14889. Critical parameters like length, thickness, aspect ratio, tensile strength, and deformation are thoroughly examined. Random samples are also subjected to performance tests to ensure compliance with specifications before the batch proceeds further. This detailed inspection process guarantees that only a good quality steel fibers reach the final stage.

- **Final Packaging:**

After successfully passing quality checks, the steel fibers are packaged in moisture-proof bags or containers to prevent rust, contamination, or damage during transit and storage. Each package is clearly labeled with product specifications and handling instructions, ensuring easy identification and proper usage.

Steel Wool Fiber Manufacturing Process:



- **Raw Material Selection:**

The process begins with the selection of a good quality steel wool or low-carbon steel wire. The steel used must have the right balance of tensile strength, flexibility, and wear resistance to meet the requirements for brake linings.

- **Wire Drawing:**

Steel wire rods are drawn through wire drawing machines (such as OTO Blocks) to reduce their diameter to the desired size. This step ensures that the wire is uniform and suitable for the next stages of production.

- **Scraping and Shredding:**

The steel wires are then scraped and shredded into thin strands or strips. This step prepares the wires for the refinement process, breaking them down into smaller, more manageable pieces.

- **Steel Wool Formation:**

The shredded steel is processed into fine steel wool fibers. This is done through a mechanical process where the strands are twisted and pulled into a wool-like texture, which is essential for creating a consistent powder.

- **Pulverizing:**

The steel wool fibers are then sent to a pulverizing machine, such as a ball mill or hammer mill, to break the fibers into a fine powder. The grinding process is critical to ensure that the powder has the right consistency for use in brake linings.

- **Sieve Grading:**

After pulverizing, the steel wool powder is sifted through sieves to classify the particles by size. This ensures the powder is uniform and within the desired specifications for brake lining production.

- **Heat Treatment:**

In some cases, the powder may be subjected to heat treatment to remove oils or impurities and enhance its hardness. This step ensures that the powder has the necessary properties for friction material in brake linings.

- **Blending with Additives:**

To optimize the powder for brake lining applications, it may be mixed with other materials such as friction modifiers or binding agents. These additives help improve the powder's performance in terms of heat dissipation, wear resistance, and friction control.

- **Final Quality Inspection:**

The powder undergoes a final quality check to ensure it meets the required standards. Key aspects such as particle size, friction properties, and moisture content are carefully inspected to ensure the powder is suitable for brake linings.

- Packaging and Distribution:**

After passing the quality inspection, the steel wool powder is packaged in moisture-proof containers or bags to ensure it remains uncontaminated. It is then distributed to manufacturers for use in the production of brake linings. Proper packaging and distribution ensure that the powder maintains its quality during storage and transportation and is ready for use in the production process.

QUALITY MANAGEMENT:

Our Company is committed to provide quality products to our customers and endeavor to maintain a quality check system, which provides products in a timely manner. Products are manufactured under controlled conditions & suitable working environment is provided. We have adopted standard operating procedures to ensure product quality and customer satisfaction, which are focused on providing products conforming to applicable standards, meeting customer requirements, and improving performance and effectiveness of our quality management system. We have quality testing laboratories at our manufacturing unit that are equipped to perform incoming material inspection, in –process inspection and final inspection. As on November 30, 2024 we have 4 employees under Quality & maintenance, who are taking care of Quality management.

PLANT AND MACHINERY

Our Manufacturing facility consists of three distinct units, each with specialized equipment. Unit-1 houses Wet Fine Wire Drawing Machines for fine wire drawing operations. Unit-2 contains a variety of specialized machinery including Steel Wool Making Machines and Crusher Machines for steel wool fiber production, alongside Glued Steel Fiber Machines for glued steel fiber production, Hooked End Steel Fiber Machines for steel fiber production, and Crimped Steel Fiber Machines for crimped steel fiber production. Unit-3 is equipped with various Dry Wire Drawing Machines including Four Drum, Six Drum, and Nine Drum configurations, all dedicated to MS Wire Drawing.

PRODUCTION AND INSTALLED CAPACITY

Product Details	2021-22			2022-23			2023-24			Qty in MT Upto 30 th Sep 2024		
	Installed Capacity	Actual Production	%	Installed Capacity	Actual Production	%	Installed Capacity	Actual Production	%	Installed Capacity	Actual Production	%
Unit-1												
M.S. Wire	8352	4059	60.84	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Fine Wire	3240	1516	56.15	3240	2255	83.52	4320	2923	81.19	2160	1382	76.78
Unit-2												
Flat Steel Fibre	720	390	64.99	720	408	67.97	720	297	49.52	360	85	28.20
Loose & Glued Steel Fibre	4320	1522	50.72	4320	2184	72.80	4320	2808	93.59	2160	1186	79.08
Steel Wool Fibre	1872	853	56.89	1872	1213	80.84	1872	987	65.82	936	492	65.60
Unit-3												
M.S. Wire	N.A.	N.A.	N.A.	8352	4338	65.01	8352	4289	64.28	4176	1905	57.09

*For 6 Months Period

The information related to the installed capacity is based on the certificate received from M/s Maharashtra Valuers and Consultants, Chartered Engineers, vide their certificate dated March 5, 2025.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

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

EXPORT OBLIGATION

As on date of the Draft Red Herring Prospectus our company has no outstanding export obligation.

SALES AND MARKETING:

The sales and marketing activities such as meeting and pitching the prospective clients, understanding their needs and offering of quotes are done at the Registered & corporate office as well as meeting with the client at their offices. The large corporate clients are approached directly by our management supported by marketing team through visiting client offices and meeting with them. Our Key Managerial Personnel also interacts with the high-end prospective customers for business development purpose.

Our promoters are involved in day-to-day activities of the business and have developed long term cordial relations in the market across various sectors. With this advantage, we are able to build long term relationship with our customers. We deal directly with them and respond quickly to their requirements for customer satisfaction. This enables us to generate repeat business from our existing customers. Our presence in the market since years helps in acquiring new business from prospective customers.

COMPETITION

Our company operates in a very niche Industry and is well placed, informed and trained to conclude timely and quality delivery of its products and services. We believe the principal elements of competition in our industry are product features, design, quality, price, delivery, general customer experience, time to market and relationships with customers. While there are various large and small manufacturers and distributors who sell similar products that we sell, we do not have any direct listed competitor of our business.

INFRASTRUCTURE & UTILITIES:

Raw Material: Our Company utilizes a diverse range of **low-carbon wire rods and medium carbon wire road** as the primary raw material for manufacturing **steel fibers** and **steelwool fibers**. These wire rods are carefully selected for their superior machinability, consistency, and compliance with industry standards, ensuring optimal performance across various applications.

Power: We have made necessary arrangements for regular uninterrupted power supply at our manufacturing unit and registered office. The requirement of power for our operations, like power for lighting and operating the plant/machinery/equipment is met through the state electricity board for all 3 plants.

Water: The existing water requirement for our manufacturing units is met from local resources.

HUMAN RESOURCES

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

We hereby confirm that, as on January 31, 2025, our company has employed 99 permanent full-time employees including managerial personnel. The breakup of our manpower is as follows:

S. No.	Department	No of Employees
1	Management	4
2	Accounts & Finance	3
3	HR & Admin	2
4	Logistics	2
5	MIS & Operations	5
6	Sales & Marketing	5
Sub Total		21
7	Labours & Operators	78
Total		99

There is no contract labour as on the date of DRHP.

Details of Employees Provident Fund and Employees State Insurance Corporation contributions in stub period ended on September 30, 2024 and last three financial years:

Below mentioned the details of number of employees registered and the amount paid under Employees Provident Fund and Employees State Insurance Corporation:

Financial Year	ESI Details		EPF Details	
	Number of employees registered	ESIC amount paid	Number of employees registered	EPF amount paid
For Period ended Sept 30, 2024	87	2,45,912	98	13,25,641
For 2023-24	89	5,03,321	101	25,35,860
For 2022-23	82	4,53,476	86	21,21,586
For 2021-22	75	3,76,655	77	8,29,779

INSURANCE

Our operations are subject to various risks inherent to any business, including employee accidents, fire, earthquakes, floods, other force majeure events, acts of terrorism, explosions, and accidents that may result in injury, loss of life, and severe damage to property, equipment, and the environment. We have obtained the SBI General Bharat Laghu Udyam Suraksha Policy from SBI General Insurance Company Limited for our registered office and all three manufacturing units, which provides coverage against losses due to fire, explosions, lightning, earthquakes, volcanic eruptions, riots, strikes, and physical damage, among others. Additionally, we have secured a Package Policy (Commercial Vehicle – Goods Carrying) from United India Insurance Company Limited, along with a Group Health (Floater) Insurance Policy from ICICI Lombard General Insurance Company Limited for our employees. However, we have not obtained a Key Man Insurance Policy or a General Liabilities Insurance Policy. For further details, please refer to the “*Risk Factor*” titled “*Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material effect on our business and financial condition*” on page 26 of this Draft Red Herring Prospectus.

INTELLECTUAL PROPERTIES:

The details of trademark used by our Company are: -

Sr. no.	Trademark Name and Logo	Class	TM Category	Applicant of TM	Issuing Authority	Trademark Application No., And Date of Application/Registration	Status/Valid upto
1.	 Kasturi Metal Composite Limited	6	DEVICE	Kasturi Metal Composites Ltd.	Registrar of Trademark	Application no. 6705717 Dated: November 12, 2024	Formalities Chk Pass
2. 1	DURAflex STEEL FIBER Duraflex Steel Fiber	6	DEVICE	Kasturi Metal Composites (P) Ltd.	Registrar of Trademark	Application no. 2219188 Dated: October 13, 2011	Opposed
3.	DURABOND DURABOND	12	DEVICE	Kasturi Metal Composites Ltd.	Registrar of Trademark	Application no. 6850051 Dated: February 10, 2025	Formalities Chk Pass
4. 3	DURO-CRETE DUROCRETE	19	DEVICE	Kasturi Metal Composites (P) Ltd.	Registrar of Trademark	TM Application no. 2287067 Dated: February 22, 2012	Opposed

The details of Patent used by our Company are:

Sr. No.	App Number /Form/Date	Reference No. / Application No.	Applicant	Applicable Law	Authority under the Law	Title of invention	Status
1.	202421043114 in Form 1 and Form 28 dated June 03, 2024	TEMP/E-106/1914/2024/MUM	Kasturi Metal Composite Limited	The Patents Act, 1970	Controller General of Patent Designs and Trademarks	High Tensile Strength Steel Fiber With Inverted Loop Ends For Concrete Reinforcement	Awaiting Complete Specification

The details of trademark used by our Subsidiary are:

Sr. no.	Trademark Name and Logo	Class	TM Category	Applicant of TM	Issuing Authority	Trademark Application No., And Date of Application/Registration	Status/Valid upto
1.	DURACURE	1	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734255 Dated: November 29, 2024	Formalities Chk Pass
2.	 DURAFLOOR CONCRETE SOLUTIONS BUILT STRONG! LASTS LONG!	37	DEVICE	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734256 Dated: November 29, 2024	Formalities Chk Pass
3.	DURASLEEVE	19	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734257 Dated: November 29, 2024	Formalities Chk Pass
4.	DURASHIELD	6	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734258 Dated: November 29, 2024	Formalities Chk Pass
5.	DURASHRINK	1	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734259 Dated: November 29, 2024	Formalities Chk Pass

For further details, please refer to chapter titled “Government and Other Approvals” beginning on page 233 of this DRHP.

IMMOVABLE PROPERTIES

The details of all the immovable properties are as follows:

S. No.	Address	Owned/ Leased/ License/ Assignment	Usage	Name of Lessor/Licensor/ Vendor	Owned/ Leased/Rented/Licensed
1	A 30/3/1, MIDC, Amravati,	Leased	Registered Office	Lessee-	The Company acquired lease rights to the premises through a registered Deed

	Maharashtra 444605, India. Admeasuring- 1925 Sq. Mtrs.			M/s Kasturi Metal Composite Limited through its Managing Director Shri Samit Surendra Singhai Lessor- Maharashtra Industrial Development Corporation Assignor - 1. Shri Samit Surendra Singhai 2. Shri Akash Surendra Singhai, Both being Partners of Kasturi Industries	of Assignment on May 28, 2015, from Kasturi Industries for ₹75,00,000, paid via 18,519 equity shares at ₹405 per share. MIDC approved the transfer to Kasturi Metal Composite Limited on March 5, 2015, upon a ₹29,500 differential premium payment (D.R. No. 353, April 29, 2015). MIDC originally leased Plot No. A-30-3-(1), Amravati Industrial Area (1,925 sq. m.), for 95 years from December 1, 1991. The lease was formalized through agreements in 1994, 2011, and 2015. The Assignee received an Occupancy Certificate (No.MIDC/ATP/AST.PLAN.AMR/2021/A80612) on March 8, 2021. MIDC approved the company's transition to a public limited entity on July 19, 2024.
2	A 30/3, MIDC, Amravati, Maharashtra 444605, India. Admeasuring- 1000 Sq. Mtrs.	Leased	Factory Unit	Lessee- M/s Kasturi Metal Composite Limited through its Managing Director Shri Samit Surendra Singhai Lessor- Maharashtra Industrial Development Corporation Assignor- Shri Surendra Fattechand Singhai Proprietor of Kasturi Steel Wool, Amravati	The Company acquired lease rights through a registered Deed of Assignment-Cum-Sale on May 28, 2019, from Shri Surendra Fattechand Singhai, Proprietor of Kasturi Steel Wool, for ₹22,10,000, paid via 3,400 equity shares at ₹650 per share. MIDC approved the transfer upon a ₹74,100 differential premium payment (D.R. No. DV017180Q001558, May 3, 2019) and transferred Plot No. A-30/3 for the remaining 67-year lease (Order No. B-56011, May 8, 2019). The Assignee received an Occupancy Certificate (No. MIDC/ATP/AST.PLAN.AMR/2021/A8 0612) on March 8, 2021. MIDC approved the company's transition to a public limited entity on July 19, 2024.
3	D 13/1, MIDC, Amravati, Maharashtra 444605, India. Admeasuring- 1950 Sq. Mtrs.	Leased	Factory Unit	Lessee- M/s Kasturi Metal Composite Limited through its Managing Director Shri Samit Surendra Singhai Lessor- Maharashtra Industrial Development Corporation Assignors Shri Anil Trimbakrao Wakil and Shri Dilipbhai Bansidharji Singhai partners of M/s Shiv Cement and Plastic Products	The Company acquired lease rights through a registered Deed of Assignment on February 7, 2006, from Shri Anil Trimbakrao Wakil and Shri Dilipbhai Bansidharji Singhai, partners of M/s Shiv Cement and Plastic Products, for ₹52,200. MIDC approved the transfer of Plot No. D-13/1 on December 23, 2005, for the remaining 71-year lease upon a ₹52,200 differential premium payment. The Assignee received an Occupancy Certificate (No. MIDC/ATP/AST.PLAN.AMR/2019/C94 289) on September 4, 2019. MIDC approved the company's transition to a public limited entity on July 19, 2024.
4	A 98, MIDC, Amravati, Maharashtra 444605, India.	Leased	Factory Unit	Lessee- M/s Kasturi Metal Composite Pvt. Ltd. through its Managing	The company has taken on lease a 2,000 sq. m. premises for 95 years through a registered Lease Agreement on June 15, 2022, at ₹957 per sq. m., totalling

	Admeasuring- 2000 Sq. Mtrs.			Director Shri Samit Surendra Singhai Lessor- Maharashtra Industrial Development Corporation	₹21,05,400 (including a 10% road width charge of ₹1,91,400). the Lessee was granted the Occupancy Certificate having certificate no. MIDC/ATP/AST.PLAN.AMR/2022/B5 2922 on May 05, 2022. MIDC approved the company's transition to a public limited entity on July 19, 2024.
5	Plot No B-2/4, Additional Amravati MIDC Textile Zone, Nagpur Road, Sawardi, Teosa, Amravati, Maharashtra, 444903 Admeasuring - 15,300 Sq. mtrs.	Leased	Factory Unit	Lessee- M/s Kasturi Metal Composite Limited through its director Mr. Samit Surendra Singhai Lessor- Maharashtra Industrial Development Corporation	The Company has taken on lease a 15,300 sq. mt. premises for 95 years through a registered Agreement to Lease dated August 5, 2024, at ₹319 per sq. mt., totaling ₹48,80,700. MIDC allotted the land via Order No. MIDC/RO (AMRAVATI)/Addl. Amravati (Textile Park)/LMS-945/202411000236 on July 25, 2024, with possession granted on August 2, 2024.
6	Office No. S-1063A, Akshar Business Park, S Wing, First Floor, Janta Market Road, Sector-25, Vashi, Navi-Mumbai-400703- India. Area in Use 250Sq. Ft out of total 1200Sq. Ft	NOC	Corporate Office	NOC Issued to/ User: Kasturi Metal Composite Limited Licensor/Issuer: 1. Mr. Sachin Anand Bhilare having PAN AKWPB2309M and 2. Mrs. Nisha Sachin Bhilare having PAN AQUPB8081E	The said property was given on leave and license through agreement dated June 07. 2023 to the Subsidiary of Kasturi Metal Composite Limited i.e., Durafloor Concrete Solutions LLP. The company has received the No Objection Certificate (NOC) for the use of the said property as Marketing office through NOC dated September 01, 2024.

The Details of Immovable Properties of Our Subsidiary

S. No.	Address	Owned/ Leased/ License/ Assignment	Usage	Name of Lessor/Licensor/ Vendor	Owned/ Leased/Rented/Licensed
1	Office No S-1063A, Akshar Business Park, Plot No. 72, Sector-25, Vashi, Sanpada, Thane, Maharashtra, India, 400703 Admeasuring- 1200 Sq. Ft.	Licensed	Registered Office	Licensor: 1. Mr. Sachin Anand Bhilare having PAN AKWPB2309M and 2. Mrs. Nisha Sachin Bhilare having PAN AQUPB8081E Licensee: Durafloor Concrete Solutions LLP through its Authorised Partner Mr. Akash Surendra Singhai	The LLP has taken the premises on lease for a period of 60 months starting from August 01, 2023 to July 31, 2028 (with a lock-in period of 36 months) through a registered Leave and License Agreement dated June 07, 2023 at Vashi . The monthly rent has to be paid in the following manner: a) Rs. 70000/- for the first 12 months, b) Rs. 73500/- for the next 12 months, c) Rs. 77175/- for the next 12 months, d) Rs. 81034/- for the next 12 months, e) Rs. 85086/- for the next 12 months.
2	Gala No. 435, Raheja Tesla 1, Plot Gen	Licensed	Godown	Licensor:	The LLP has taken the premises on lease for a period of 48 months starting from

Kasturi Metal Composite Limited

<p>2/1/C, Industrial MIDC, Nerul, 400706</p> <p>Admeasuring- 2660 Sq. Ft.</p>	<p>TTC Area Juingar, Thane, 400706</p>		<p>1. Mrs. Diana Rayappen having PAN AJBPR9806M and 2. Mr. Robert Rayappen having PAN AJBPR9807L</p> <p>Licensee: Durafloor Concrete Solutions LLP through its Authorised Signatory Mr. Akash Surendra Singhai</p>	<p>September 15, 2024 to September 14, 2028 (with a lock-in period of 18 months) through a registered Leave and License Agreement dated September 16, 2024 at Belapur. The monthly rent has to be paid in the following manner: a) Rs. 75000/- for the first 12 months, b) Rs. 78750/- for the next 12 months, c) Rs. 82688/- for the next 12 months, d) Rs. 86823/- for the next 12 months, The Licensee has also paid to the Lessor Rs. 300000/- as interest free refundable deposit.</p>
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KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 233 of this Draft Red Herring Prospectus –

This chapter has been classified as under:

- A. Core Business Laws**
- B. Corporate and Commercial laws**
- C. Labour and Employment Laws**
- D. Environment Laws**
- E. Tax Laws**
- F. Foreign Regulations**
- G. Intellectual Property Laws**

A. CORE BUSINESS LAWS

Steel and Steel Products (Quality Control) Order, 2024 (the “QC Order”)

The QC Order was notified by the Ministry of Steel, Government of India, to vide Gazette Notification No. S.O. 574(E) dated February 5, 2024 to bring certain steel products under mandatory certification of Bureau of Indian Standards. All manufacturers of steel and steel products are required to apply for certification and ensure compliance with the QC Order. The QC Order further provides that certain steel and steel products stated therein 225 shall bear the standard mark under a license from Bureau of Indian Standards, as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018. The sub-standard or defective steel and steel product, which do not conform to the specified standard, shall be disposed off as scrap in such a way so that there is no violation of the Bureau of Indian Standards Act, 2016. Any person who contravenes any of the provisions of this Order shall be punishable under section 29 of the Bureau of Indian Standards Act, 2016.

National Steel Policy, 2017 (“NSP 2017”)

The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferroalloys, land, water, power, infrastructure and logistics, and environmental management. The NSP 2017 seeks to enhance domestic steel production with focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. The NSP 2017 aims to create an environment for attaining self-sufficiency in steel production by providing policy support and guidance to private manufacturers. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions.

The Legal Metrology Act 2009 and Legal Metrology (Packaged Commodities) Rules, 2011

The Legal Metrology Act, 2009 (“LMA”) provides for establishing establishing and enforcing 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 uniform standards of weights and measures, regulate trade in weights, and other goods which are sold or distributed by weight, measure or number. Every manufacturer, repairer and seller shall have to obtain a license from the respective Controller. The Act allows Govt. approved test centers to verify weights and measures.

In this regard, the Legal Metrology (Packaged Commodities) Rules, 2011 (“LM Rules”) were framed which lays down specific provisions governing the packaging and labelling of commodities. These rules are applicable to packages intended for retail sale, wholesale packages and for export of packaged commodities and registration of manufacturers, packers and importers. Also, States may frame State specific rules under the Act to provide for the time limits for verification of weights and measures, maintenance of registers and records, stipulating the manner of notifying government authorities, fees for compounding of offences etc.

Electricity Act, 2003 and the Electricity Rules, 2005

The Electricity Act, 2003 (“Electricity Act”) was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days' notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police, as the case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorizes the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorizes the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

The Maharashtra Legal Metrology (Enforcement) Rules, 2011

The Maharashtra Legal Metrology (Enforcement) Rules, 2011 was formulated in exercise of the power conferred under Section 53 of the Legal Metrology Act, 2009. The regulations are implemented in the state of Maharashtra, India, to ensure accurate standards of weights and measures used in trade and commerce, effectively governing the sale and distribution of goods sold by weight, measure, or number, by defining inspection procedures, penalties for non-compliance, and outlining the responsibilities of traders and manufacturers regarding the verification and stamping of weighing and measuring instruments within the state; essentially aiming to protect consumers from inaccurate measurements in market transactions.

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 or articles of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. 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 129 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.

ISO 9001 Standard

ISO 9001 is a globally recognized standard for quality management. It helps organizations of all sizes and sectors to improve their performance, meet customer expectations and demonstrate their commitment to quality. Its requirements define how to establish, implement, maintain, and continually improve a quality management system (QMS).

B. CORPORATE AND COMMERCIAL LAWS**The Micro, Small and Medium Enterprises Development Act, 2006**

The Micro, Small, and Medium Enterprises Development (MSMED) Act, 2006, in India categorizes MSMEs based on investment levels and promotes their growth through registration benefits such as easier credit access and government support schemes. It mandates banks to offer collateral-free credit to MSMEs, encourages technological advancement, and simplifies statutory compliance. The Act aims to enhance MSMEs' competitiveness, foster innovation, and provide efficient dispute resolution mechanisms to support their contribution to the national economy.

Companies Act, 2013

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

Competition Act, 2002

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

Indian Contract Act, 1872

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

The Sale of Goods Act, 1930 (“Sale of Goods Act”)

Initially, a Committee of the Legislature had enacted the *Indian Sale of Goods Act, 1930* (III of 1930), section 65 of which repealed Chapter VII of the Indian Contract Act, 1872 which provides for Sale of Goods. Later, with an amendment in 1963, the name of the Act was changed to ***The Sale of Goods Act, 1930***. The Act governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts, i.e., the Indian Contract Act, 1872. A contract for sale of goods has, however, certain peculiar features such as, transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract, conditions and warranties implied under a contract for sale of goods, etc. which are the subject matter of the provisions of the Sale of Goods Act.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the Transfer of Property 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, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonour of cheques a criminal offence if the cheque is dishonoured on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

The Registration Act, 1908 (“Registration Act”)

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

Indian Stamp Act, 1899 (the “Stamp Act”)

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

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

The Consumer Protection Act, 2019

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up under the Act.

The Payment and Settlement Systems Act, 2007

The Act provides for the regulation and supervision of payment systems in India and to designate the Reserve Bank of India as the authority for that purpose and for matters connected therewith or incidental thereto. The Act states that no person shall commence or operate a payment system without authorization of the RBI. Legal Entity Identifier [LEI] is a unique identity code assigned to a person by an issuer for the purpose of identifying that person in such derivatives or financial transactions, as may be specified by the Reserve Bank from time to time.

The Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017

The provisions of the Shops and Establishments (Regulation of Employment and Conditions of Service) Act regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work, work conditions, rules for employment of children, records maintenance, etc. Whoever contravenes the provisions of the Act or the rules made there under shall be punished with fine.

Maharashtra Fire Prevention and Life Safety Measures Act, 2006 & Maharashtra Fire Prevention and Life Safety Rules in 2009

The Maharashtra Fire Prevention and Life Safety Measures Act, 2006, also known as the Fire Act, is a law that establishes fire safety standards and regulations for buildings in the state of Maharashtra. In the year 2009, the Maharashtra Fire Prevention and Life Safety Rules were notified by the Government of Maharashtra. These rules are in addition to the Act, and covered specific issues and procedures relating to fire inspections, license applications, and reporting, among others. The Government of Maharashtra on June 27, 2023, published the Maharashtra Fire Prevention and Life Safety Measures (Amendment) Act, 2023 to further amend the Maharashtra Fire Prevention and Life Safety Measures Act, 2006.

The Maharashtra Rent Control Act, 1999

The Act unifies, consolidates and amend the law relating to the control of rent and repairs of certain premises and of eviction and for encouraging the construction of new houses by assuring a fair return on the investment by landlords and to provide for the matters connected with the purposes aforesaid. The Act extends to the whole of the State of Maharashtra and applies to premises let for the purposes of residence, education, business, trade or storage in the areas specified under the Act.

The Maharashtra Land Revenue Code, 1966

The Maharashtra Land Revenue Code is a key legislation governing land revenue administration and land-related matters in the state of Maharashtra, India. The Code lays down the framework for the management, assessment, and collection of land revenue, as

well as the regulation of land use and ownership in the state. It establishes the duties and powers of revenue officers, land records management, and procedures for settlement and partition of land.

C. LABOUR AND EMPLOYMENT LAWS

Industrial (Development and Regulation) Act, 1951

This Act has been liberalized under the New Industrial Policy dated July 24th, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

The Maharashtra Industrial Development Act, 1961

The Act makes special provision for securing the orderly establishment in industrial areas and industrial estates of industries in the State of Maharashtra, and to assist generally in the organization thereof, and for that purpose to establish an Industrial Development Corporation, and for purposes connected with the matters aforesaid. It gives the state government the power to provide infrastructure to businesses, such as land, water, roads, and drainage.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("EPF Act") and the schemes formulated there under ("schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees' Compensation Act, 1923

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

The Employees State Insurance Act, 1948

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department. The Employees' State Insurance Rules, 1950 ensure implementation of the provisions of the Employees' State Insurance Act, 1948.

Factories Act, 1948

The Factories Act, 1948 ("Factories Act") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term 'factory', as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory. State Government sets out rules in respect of the prior submission of plans, their approval for the registration of the establishment, and licensing of factories.

The Maharashtra Factories Rules 1963

According to the Maharashtra Factories Rules, No building in a factory shall be constructed reconstructed or extended nor shall any manufacturing process be carried or in any building constructed or extended or taken into use as a factory or part of a factory after the date of the enforcement of this rule, unless previous permission in writing is obtained from the State Government or the Chief Inspector.

According to the Factories Act, any person who wants to construct, extend or take into use any building a factory in any state including Maharashtra has to get prior permission from the respective authority in advance before the commencement of the manufacturing business. The Act is applicable to all factories, including State and Central Government, in the premises wherein:

- 10 or more workers are employed with the use of power.
- 20 or more workers are employed without the use of power.
- Less than 10 workers, if activity is notified by the State Government.
- Engaged in manufacturing activities.

The Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

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 is connected with 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 has to 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 Industrial Employment Standing Orders Act, 1946 is an act of the Parliament of India that provides a framework for regulating conditions of employment in certain industries. It was enacted as a part of the post-independence labour reform efforts. The Act applies to establishments employing ten or more workers and defines an 'industrial establishment' as one where at least 100 persons are employed at any time during the preceding 12 months.

A standing order is a rule made by an employer establishing a system or method of working or regulating any aspect of employment in an industrial establishment. The standards ensure that employees have access to safe working conditions, social security benefits, education facilities etc. These agreements must be registered with a labour officer, who can enforce compliance with them.

The Industrial Employment Standing Orders Act seeks to improve the living and working conditions of workers by providing better pay and benefits such as leave, health care, etc. It also aims to ensure that employers do not abuse their power by making unilateral decisions about wages, benefits or other conditions of employment without consulting workers' representatives (if any).

Industrial Disputes Act, 1947

The act was drafted to make provision for the investigation and settlement of industrial disputes and to secure industrial peace and harmony by providing mechanisms and procedures for the investigation and settlement of industrial disputes by conciliation, arbitration and adjudication which is provided under the statute.

This Act was passed with the key objective of "Maintenance of Peaceful work culture in the Industry in India" which is mentioned under the Statement of Objects & Reasons of the statute.

The Industrial Dispute Act also lays down:

1. The provision for payment of compensation to the workman on account of closure or layoff or retrenchment.
2. The procedure for prior permission of the appropriate Government for laying off or retrenching the workers or closing down industrial establishments
3. The actions to be taken against unfair labour practices on the part of an employer, a trade union or workers.

The other Labour laws applicable to the Company are:

- Minimum Wages Act, 1948
- Payment Of Wages Act, 1936
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- Payment Of Gratuity Act, 1972
- Payment Of Bonus Act, 1965
- The Maternity Benefit Act, 1961
- The Equal Remuneration Act, 1976 And Equal Remuneration Rules, 1976
- The Child and Adolescent Labour (Prohibition And Regulation) Act, 1986
- Apprentices Act, 1961

The Government of India has consolidated 29 central Labour laws into four Codes namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of President of India. Brief descriptions of each of the codes are given below:

Code of Wages, 2019

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a "floor wage" and the State governments cannot fix any minimum wage less than the "floor wage". The Code will apply to all employees. The central government will make wage-related decisions for employments such as railways, mines, and oil fields, among others. State governments will make decisions for all other employments. Wages include salary, allowance, or any other component expressed in monetary terms. This does not include bonus payable to employees or any travelling allowance, among others. The central or state government may fix the number of hours that constitute a normal working day. In case employees work in excess of a normal working day, they will be entitled to overtime wage, which must be at least twice the normal rate of wages. The Code prohibits gender discrimination in matters related to wages and recruitment of employees for the same work or work of similar nature. Work of similar nature is defined as work for which the skill, effort, experience, and responsibility required are the same.

The Code on Social Security, 2020

The Code on Social Security, 2020, is a comprehensive legislation in India designed to consolidate and amend existing laws relating to social security with the aim of extending social security benefits to all employees and workers, including those in the unorganized sector. This Code merges nine existing laws: the Employees' Provident Funds and Miscellaneous Provisions Act, 1952; the Employees' State Insurance Act, 1948; the Employees' Compensation Act, 1923; the Maternity Benefit Act, 1961; the Payment of Gratuity Act, 1972; the Cine Workers Welfare Fund Act, 1981; the Building and Other Construction Workers Welfare Cess Act, 1996; the Unorganised Workers' Social Security Act, 2008; and the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.

The Code on Social Security, 2020, aims to create a universal social security system for all workers, including those in the gig and platform economy. It mandates the establishment of a Social Security Fund to provide benefits such as provident fund, employment injury benefits, housing, educational schemes for children, skill upgradation, funeral assistance, and old-age homes. The Code also outlines the roles and responsibilities of various bodies such as the Central Board of Trustees of the Employees' Provident Fund and the Employees' State Insurance Corporation in administering social security schemes. Additionally, the Code includes provisions for the registration of all employees and workers to ensure they receive their entitled benefits. It emphasizes the use of technology for the implementation and monitoring of social security schemes to improve transparency and efficiency. Employers are required to contribute to various social security funds, and the government may provide financial support to ensure the sustainability of these schemes.

The Industrial Relations Code, 2020

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. the Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947

Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

D. ENVIRONMENTAL LAWS

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986 ("Environment Rules")

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination 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 exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

The Environment Rules were notified by the Central Government, in exercise of its powers under the Environment Act. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981, shall submit to the concerned Pollution Control Board ("PCB") an environmental statement for that financial year in the prescribed form.

The Environment Impact Assessment Notification 2006, under India's Environment Protection Act, 1986, mandates environmental assessments for projects with potential ecological impacts. It requires prior Environmental Clearance (EC) for activities in sectors like industry, infrastructure, and mining. Projects are categorized into Category A (central-level appraisal) and Category B (state-level appraisal) based on their environmental impact. The process involves Screening, Scoping, Public Consultation, and Appraisal, ensuring public participation and sustainable development.

Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

The Water (Prevention and Control of Pollution) Cess Act, 1977

Provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. Such person also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The central pollution control board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant.

The Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 ("Hazardous Waste Rules") as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term "hazardous waste" has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991

An Act to provide for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. This act came into force as on 1st April, 1991, vide notification No. G.S.R 253, dated 27th March, 1991.

In exercise of its powers conferred under Section 23 of the Act, the Government of India has notified the Public Liability Insurance Rules which mandates the employer to contribute towards the 'Environmental Relief Fund' with a sum equal to the premium paid on the insurance policies.

E. TAX LAWS

Income Tax Act, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

The Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 received assent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

CGST: is collected by the Central Government on an intra-state sale;

SGST: Collected by the State Government on an intra-state sale;

IGST: Collected by the Central Government for inter-state sale.

Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACTS.

The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975

The **Maharashtra Professional Tax Act, 1975** regulates the levy of professional tax on individuals engaged in professions, trades, employments, and businesses in Maharashtra. Employers are responsible for deducting the tax from salaries and remitting it, while self-employed individuals must register and pay directly. The tax is based on income slabs, with a maximum annual limit of ₹2,500. Returns and payments must be made monthly or annually as applicable. Non-compliance results in penalties and interest. Certain groups, such as senior citizens and individuals with disabilities, are exempt. The Act generates state revenue and is administered by the Profession Tax Officer.

F. FOREIGN REGULATIONS

The Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically

exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

Importer-Exporter Code (IEC)

The Foreign Trade (Development and Regulation) Act, 1992, defines importer-exporter code in Section 2 clause (f). IEC is a key business identification number which is mandatory for Exports or Imports. No person shall make any import or export except under an IEC Number granted by the DGFT. In case of import or export of services or technology, the IEC shall be required only when the service or technology provider is taking benefits under the Foreign Trade Policy or is dealing with specified services or technologies

Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make provisions such as declaration of exports, procedure of exports as well as exemptions.

Foreign Trade Policy 2023

Foreign Trade Policy 2023 The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023, and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

G. INTELLECTUAL PROPERTY LAWS

The Trademarks Act, 1999 (“Trademarks Act”)

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

The Patents Act, 1970 (“Patents Act”)

The Patents Act governs the patent regime in India. A patent is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, for excluding others from making, using, selling and importing the patented product or process or produce that product. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company:

Our Company was originally incorporated as a Private Limited Company under the name “Kasturi Metal Composite Private Limited” under the Companies Act, 1956 at Amravati, pursuant to a certificate of incorporation dated November 24, 2005 bearing CIN U28900MH2005PTC157553 issued by the Registrar of Companies, Mumbai. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on December 26, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from “Kasturi Metal Composite Private Limited” to “Kasturi Metal Composite Limited” vide a fresh certificate of incorporation dated March 19, 2024, issued by the Registrar of Companies, Central Registration Centre. Our Company’s Corporate Identity Number is U65465MH2005PLC157553.

Samit Surendra Singhai and Akash Surendra Singhai were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “***Our Business***”, “***Industry Overview***”, “***Our Management***”, “***Financial information of the Company***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” on pages 112, 97, 145, 167 and 218 respectively of this Draft Red Herring Prospectus.

Our Locations:

Registered Office	A-30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra, India, 444605.
Corporate Office	Akshar Business Park, S Wing, First Floor, Office No. S-1063A, Janta Market Road, Sector-25, Vashi, Navi Mumbai, Maharashtra, India, 400703.
Factory Unit 1	D-13/1, MIDC, Amravati, Maharashtra, India, 444605.
Factory Unit 2	A-30/3 and A-30/3/1, MIDC, Amravati, Maharashtra, India, 444605.
Factory Unit 3	A-98, MIDC, Amravati, Maharashtra, India, 444605.

For details related to Locations of our Subsidiaries, please refer to chapter titled “***Our Business***” beginning on page 112 of this DRHP.

Changes in the Registered Office of the Company since Incorporation:

Details of changes in the registered office of the company are set forth below:

Date of change	Details of Change	Reasons for change
December 20, 2023	Change within local limits from D-13/1, MIDC, Rajapeth Police Station, Amravati, Maharashtra-444605-India to A30/3/1, MIDC, H. V. Nagar, Amravati, Maharashtra-444605-India	Administrative convenience

Main Objects of our Company as per the Memorandum of Association:

The main objects of our Company, as set forth in our Memorandum of Association, are as follows:

1. To carry on in India or elsewhere the business to manufacture, assemble, alter, convert, commercialize, control, design, develop, equip, fabricate, repair, renovate, recondition, remodel, service, supervise, supply, distribute, buy, sell, import, port, turn to account and to deal in all shapes, sizes, varieties, color, specifications, descriptions, capacities and modalities of various metal and metal wires for various applications, metals and non-metallic fibers and composites materials serving use to government, semi government, local authorities, private bodies and/ or general public in broad range of industries and applications and/or also to act as technical consultants, advise assessors, designer, agent, broker, concessionaires, job worker, collaborator for otherwise.

Amendments to the Memorandum of Association:

Except as stated below there has been no change in the Memorandum of Association (“MOA”) of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Nature of Amendments
October 24, 2009	EGM	Alteration in Clause V of MOA by increase in the Authorized Share Capital of the Company from ₹10.00 Lakhs divided into 10,000 Equity Shares of ₹100/- each to ₹30.00 Lakhs divided into 30,000 Equity Shares of ₹100/- each.
August 28, 2012	EGM	Alteration in Clause V of MOA by increase in the Authorized Share Capital of the Company from ₹30.00 Lakhs divided into 30,000 Equity Shares of ₹100/- each to ₹40.00 Lakhs divided into 40,000 Equity Shares of ₹100/- each.
March 31, 2011	EGM	Alteration in Clause V of MOA by increase in the Authorized Share Capital of the Company from ₹40.00 Lakhs divided into 40,000 Equity Shares of ₹100/- each to ₹60.00 Lakhs divided into 60,000 Equity Shares of ₹100/- each.
January 03, 2022	EGM	Alteration in Clause V of MOA by increase in the Authorized Share Capital of the Company from ₹60.00 Lakhs divided into 60,000 Equity Shares of ₹100/- each to ₹80.00 Lakhs divided into 80,000 Equity Shares of ₹100/- each.
December 26, 2023	EGM	Alteration in Clause 5 of MOA by 80,000 Equity Shares of our Company of Nominal Value of Rs. 100/- each was sub-divided into 8,00,000 Equity Shares of Face Value of Rs. 10/- each.
December 26, 2023	EGM	Alteration in Clause 5 of MOA by increase in the Authorized Share Capital of the Company from ₹80.00 Lakhs divided into 8,00,000 Equity Shares of ₹10/- each to ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each.
December 26, 2023	EGM	Alteration of Clause 3(a) of MOA by replacing with the new object clause in place of existing object clause of the Company and Adoption of MOA as per Table A of Schedule I in conformity of Companies Act, 2013
December 26, 2023	EGM	Alteration of Clause I of MOA by conversion of our Company from Private Limited to Public Limited Company. Consequently, name of the Company was changed from "Kasturi Metal Composite Private Limited" to "Kasturi Metal Composite Limited" vide a fresh certificate of incorporation dated March 19, 2024, issued by the Registrar of Companies, Central Registration Centre bearing CIN U65465MH2005PLC157553.
November 28, 2024	EGM	Alteration in Clause 5 by increase in the Authorized Share Capital of the Company from ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹10/- each to ₹1100.00 Lakhs divided into 1,10,00,000 Equity Shares of ₹10/- each.

Major Key Events, Milestone and Achievements of our Company:

The Table below sets forth some of the major events in the history of our company:

Year/F.Y.	Key Events / Milestone / Achievements/ Awards/ Recognitions/ Accreditations
2005	Incorporation of the Company to manufacture steel fibers for the growing concrete reinforcement market.
2006-07	Acquired Unit I situated at D-13/1, MIDC, Amravati, Maharashtra, India, 444605.
2010	Expanded into steel wool fibers, diversifying into automotive and industrial applications.
2014	Achieved ISO 9001:2015 certification, cementing our commitment to quality
2014	Our Company has acquired the running business of "Kasturi Industries", a Partnership firm on Going Concern basis.
2015	Acquired Unit II situated at A 30/3/1, MIDC Amravati, Maharashtra, India, 444605.
2020	Began export operations, marking our foray into international markets.
2021	Set up of Unit III, A-98, MIDC, Amravati, Maharashtra, India, 444605
2024	Our Company acquired 98% of capital of M/s Durafloor Concrete Solutions LLP, making Durafloor Concrete Solutions LLP subsidiary of our company
2024	Conversion of the Company from Private Limited to Public Limited Company.

Other details about our Company:

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of stores, technology, marketing strategy, competition and our customers, please refer section titled "***Our Business***", "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" and "***Basis for Issue Price***" on pages 112, 218 and 89 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "***Our Management***" and "***Capital Structure***" beginning on page 145 and 63 of this Draft Red Herring Prospectus respectively.

Capital Raising (Debt / Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled “**Capital Structure**” beginning on page 63 of this Draft Red Herring Prospectus. For details of our Company’s debt facilities, see “**Statement of Financial Indebtedness**” on page 216 of this Draft Red Herring Prospectus.

Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Red Herring Prospectus.

Our Holding Company:

As on the date of the Draft Red Herring Prospectus, our Company is not a subsidiary of any company.

Our Subsidiary:

As on the date of this Draft Red Herring Prospectus, we have one Subsidiary. For further information, please refer to the section titled “*Our Subsidiary*” on page 164 of this Draft Red Herring Prospectus.

Our Associates Company:

Our Company does not have any Associate Company as on the date of this Draft Red Herring Prospectus.

Joint Ventures:

The Company has not formed any joint ventures as on the date of this Draft Red Herring Prospectus.

Details regarding Acquisition of Business/ Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.

Except as disclosed below, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

1. Durafloor Concrete Solutions LLP

On December 29, 2023, the Company contributed 98.00% of the capital in Durafloor Concrete Solutions LLP by way of acquisition of shares from its partners Samit Surendra Singhai and Akash Surendra Singhai.

Injunction or Restraining Order:

Except as disclosed in the section titled “**Outstanding Litigation and Material Developments**” beginning on page 228 of this Draft Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

Number of shareholders of our Company:

Our Company has 29 (Twenty-Nine) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “**Capital Structure**” beginning on page 63 of the Draft Red Herring Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled “**Our Management**” on page 145 of this Draft Red Herring Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Shareholders Agreements:

There are no agreements entered into by key managerial personnel or senior management or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Collaboration Agreements:

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreement:

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

Strategic or Financial Partners:

Except as disclosed in this Draft Red Herring Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Red Herring Prospectus.

Time and Cost Overruns in Setting up Projects:

There has been no time/ cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:

There have been no defaults or rescheduling of borrowings with any financial institutions/ banks as on the date of the Draft Red Herring Prospectus.

Other Agreements:

i. Non-Compete Agreement:

Our Company has not entered into any Non-compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

Name, Father's Name, Age, Designation, Date of Birth, Address, Experience, Occupation, Qualification, Current term, Period of Directorship, Nationality and DIN	Other Directorships
<p>Name: Samit Surendra Singhai Father's Name: Surendra Fatehchand Singhai Age: 45 years Date of Birth: March 22, 1980 Designation: Chairman & Managing Director Address: Kasturi-12 Ganesh Vihar-1, Badnera Road, Amt. Near Shital Apartment, Amravati, Maharashtra, 444605 Experience: 19 years Occupation: Business Qualifications: Diploma in Blockchain Technology Management, Master of Science in Industrial Engineering, Bachelor of Engineering (Mechanical) Current Term: Re-appointment as Managing Director of the Company for a period of 3 years, w.e.f. December 20, 2024 and shall not be liable to retire by rotation Period of Directorship: Since incorporation Nationality: Indian DIN: 00907782</p>	<p>Companies: 1. Amravati Management Association 2. Asset Chain Techlligence Private Limited</p> <p>LLP: 3. Flatworx Consulting LLP 4. Floorcraft Technologies LLP 5. Durafloor Concrete Solutions LLP</p>
<p>Name: Akash Surendra Singhai Father's Name: Surendra Fatehchand Singhai Age: 41 years Date of Birth: October 22, 1983 Designation: Whole Time Director Address: Kasturi, Ganesh Vihar No. 1, Near Shital Apartment, Sai Nagar, Amravati, Maharashtra, 444607 Experience: 19 Years Occupation: Business Qualifications: Master of Business Administration, Bachelor of Engineering (Production) Current Term: Designated as Whole Time Director of the Company for a period of 3 years, w.e.f. December 20, 2024, shall be liable to retire by rotation Period of Directorship: Since incorporation Nationality: Indian DIN: 01364889</p>	<p>LLP: 1. Flatworx Consulting LLP 2. Floorcraft Technologies LLP 3. Durafloor Concrete Solutions LLP</p>
<p>Name: Mayur Ashok Zamvar Father's Name: Ashok Motilal Zamvar Age: 45 years Date of Birth: August 15, 1979 Designation: Non-Executive Director Address: Near Bus Stand, Maltekdi Road, Moti Kunj, Kazi Compound, Amaravati, Maharashtra, 444601 Experience: 16 years Occupation: Professional Qualifications: Chartered Accountant, Diploma in Insurance and Risk Management, DISA Current Term: Appointed as Non-Executive director w.e.f. 26.12.2023 Period of Directorship: w.e.f December 26, 2023 Nationality: Indian DIN: 00854887</p>	<p>Companies: 1. Amravati Management Association 2. Eco Friends Consultancy Private Limited 3. Asset Chain Techlligence Private Limited</p>

Name, Father's Name, Age, Designation, Date of Birth, Address, Experience, Occupation, Qualification, Current term, Period of Directorship, Nationality and DIN	Other Directorships
Name: Shubhada Mukesh Zanwar Father's Name: Prakash Baburao Zanwar Age: 38 years Date of Birth: June 04, 1986 Designation: Non-Executive Director Address: Moti Kunj Kazi Compound, Maltekdi, Road Near Bus Stand Amravati Camp, Amaravati, Maharashtra, 444602 Experience: 9 years Occupation: Professional Qualifications: Chartered Accountant Nationality: Indian Current Term: Appointed as Non-Executive director w.e.f. December 20, 2024 Period of Directorship: w.e.f. September 30, 2024 DIN: 10586466	Nil
Name: Mohit Manoharlal Ganeshani Father's Name: Manoharlal Prabhudas Ganeshani Age: 37 years Date of Birth: May 16, 1987 Designation: Non-Executive Independent Director Address: Prabhu Kutir, 9 Balaji Nagar, Near Shankar Nagar, Rukhmini Nagar, Amaravati, Maharashtra, 444606 Experience: 15 years Occupation: Professional Qualifications: Chartered Accountant Nationality: Indian Current Term: For a period of 5 years, w.e.f. September 30, 2024 Period of Directorship: w.e.f. September 30, 2024 DIN: 10504998	Nil
Name: Ashish Madanmohan Mundhada Father's Name: Madanmohan Shivcharan Mundhada Age: 45 years Date of Birth: August 30, 1979 Designation: Non-Executive Independent Director Address: Flat No. 203, SP Enclave, Sahil Nagar, Behind Sarju Town, Vathoda Nagpur, Maharashtra, 440035 Experience: 20 years Occupation: Professional Qualifications: Chartered Accountant Nationality: Indian Current Term: For a period of 5 years, w.e.f. September 30, 2024 Period of Directorship: w.e.f. September 30, 2024 DIN: 07143300	Companies: 1. Shilpa Steel & Power Limited

Brief Profile of Directors:

- Samit Surendra Singhai**, is the Promoter and Chairman & Managing Director of our Company. He has been on the Board of Directors of our Company since incorporation. He holds a Master of Science in Industrial Engineering from the University of Wisconsin-Madison (2004), a Bachelor of Engineering (Mechanical) from the University of Pune (2001) and a Diploma in Blockchain Technology Management from the Institute of Management Technology, Ghaziabad. He has a work experience of around 19 years in steel fiber and steel wool fiber manufacturing industry. He has been instrumental in overseeing procurement of products, collaboration with new client and strategically shaping direction of the Company. He is primarily responsible for overall business operations, including Accounts & Finance, Secretarial & Legal Affairs, Strategic HR, and Administration. He is also involved in charting new growth opportunities for the Company.
- Akash Surendra Singhai**, is the Promoter & Whole-Time Director of our Company, has served on the Board of Directors since its incorporation. He holds a Master of Business Administration from LA TROBE University, Melbourne, Australia (2010) and a Bachelor of Engineering (Production) from Sant Gadge Baba Amravati University, Amravati (2006). With 19

years of experience in Marketing and Business development, he leads the Sales, Marketing and Business Development functions of the Company, driving growth and expanding market reach.

3. **Mayur Ashok Zamvar**, is the Non-Executive Director of our Company and has been serving on the Board of Directors since December 26, 2023. He is a Qualified Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) since 2002 and also holds a Diploma in Insurance and Risk Management and is certified in Information System Audit from ICAI. Currently, he serves as a Senior Partner at Kaloti & Lathiya and brings over 16 years of experience in System Audit, Indirect Taxes (GST, VAT & Service Tax), Statutory Audits, Internal Audits, Information System Audits, and Startup & Project Setup Consultancy. His extensive expertise contributes significantly to the strategic guidance and governance of our Company.
4. **Shubhada Mukesh Zanwar**, is a Non-Executive Director of our Company since December 20, 2024. She is a qualified Member of the Institute of Chartered Accountants of India (ICAI) since 2020 and is the Proprietor of M/s S M Zanwar & Co., Chartered Accountants, Nagpur. With approximately 9 years of experience in Finance, Accounting, and Internal Audit, she brings valuable expertise to the Company, contributing to its financial oversight and governance.
5. **Mohit Manoharlal Ganeshani**, is an Independent Director of our Company and has been serving on the Board of Directors since September 30, 2024, for a term of five (5) years. He is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) since 2018 and currently serves as a Partner at M/s Ganeshani & Co., Chartered Accountants. With over 15 years of experience in Finance, Taxation, Audit, Strategy, and Business Development, he brings extensive expertise to the Company. Previously, he was associated with TATA Power for over 7 years as a Specialist-CPG, contributing to corporate planning and growth initiatives.
6. **Ashish Madanmohan Mundhada**, is an Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountant of India since 2004. He is the proprietor of A.M. Mundhada & Co. and Partner at M/s. P.S. Thakare & Co. and has a rich experience of around 20 years in the field of Taxation. He is currently associated with Goods & Service Tax Bar Association, Nagpur as a Joint Secretary and is a member of Indirect Tax Committee by Institute of Chartered Accountant of India. He was appointed on September 30, 2024 on the Board for a period of Five (5) years.

Confirmations:

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors

Kasturi Metal Composite Limited

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on September 30, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 30 crores (Rupees Thirty Crores Only).

Compensation of our Managing Director and Whole Time Director

The compensation payable to our Managing Director and Whole Time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 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, for the time being in force).

The following compensation has been approved for Managing Director and Whole Time Director
Samit Surendra Singhai: Managing Director

Pursuant to the resolutions passed by our Board and our Shareholders on December 18, 2024 and December 20, 2024 respectively, Samit Surendra Singhai was re-designated as Managing Director for a period of three years with effect from December 20, 2024 at a remuneration of upto Rs. 24.00 Lakhs per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Akash Surendra Singhai: Whole Time Director

Pursuant to the resolutions passed by our Board and our Shareholders on December 18, 2024 and December 20, 2024 respectively, Akash Surendra Singhai was designated as Whole Time Director for a period of three years with effect from December 20, 2024 at a remuneration of upto Rs. 24.00 Lakhs per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Payments or benefits to Directors
The remuneration paid to our Directors in Fiscal 2024 is as follows:

Name of Director	Remuneration/ Professional fees paid (Rs. in lakhs) (Per annum)
Samit Surendra Singhai	12.50
Akash Surendra Singhai	12.50

Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our directors.

Sitting Fees:

Pursuant to the provision of section 197(5) of the Companies Act, 2013 read with the rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the remuneration payable in terms of sitting fees to the Directors (including Independent Directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof. Our Board of Directors have resolved in their meeting dated September 27, 2024 for payment of an amount of ₹5,000 (Rupees Five Thousand Only) each for attending the Board Meeting and ₹3,000 (Rupees Three Thousand Only) each for attending Committee meeting thereof, attended by such director.

Shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Samit Surendra Singhai	27,58,189	36.09
2.	Akash Surendra Singhai	20,65,833	27.03
3.	Mayur Ashok Zamvar	13,860	0.18

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
4.	Shubhada Mukesh Zanwar	NIL	NIL
	Total	48,37,882	63.30

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

For details of our Subsidiary as defined under Section 2(87) of the Companies Act, 2013 and details of the directorship held in the Subsidiary refer chapter titled “**History and Corporate Matters**” beginning on page 141 of this Draft Red Herring Prospectus.

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled “**Our Management**” beginning on page 145 of this Draft Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to “**Statement of Financial Indebtedness**” on page 216 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “**Our Management**” or the section titled “**Financial information of the Company –Note 30 - Related Party Disclosure**” beginning on page 145 and 167 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

Our Directors do not have any interest in any property acquired/ rented by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

Changes in Board of Directors in Last 3 Years

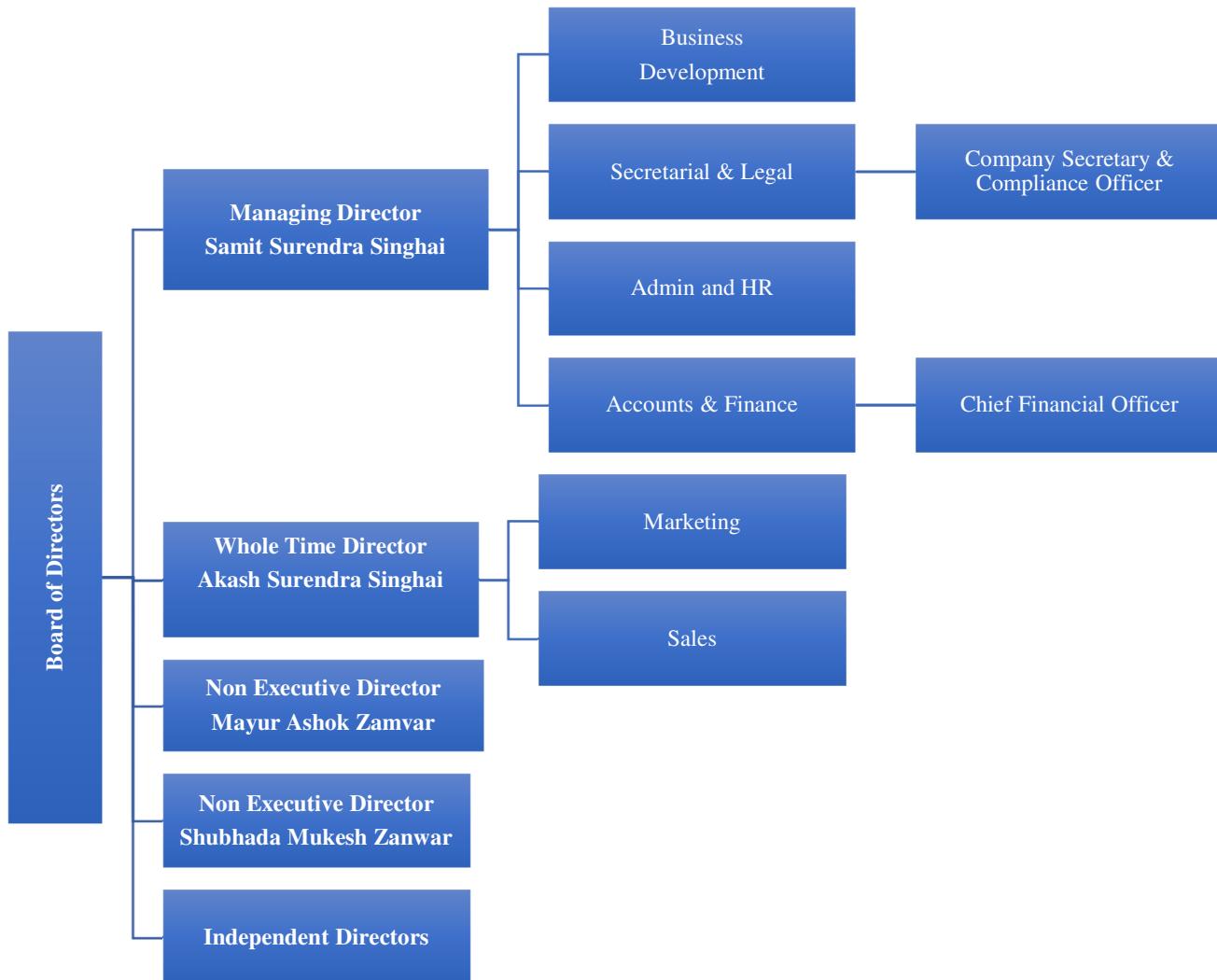
Except as mentioned hereunder, there is no change in Board of Directors of the Company in last 3 years: -

Sr. No.	Name of Director	Date of Appointment / Re – Appointment	Reasons for Change
1	Lata Surendra Singhai	Ceased to be director w.e.f. December 20, 2023 due to resignation	Due to Pre-occupation
2	Alka Samit Singhai	Ceased to be director w.e.f. December 20, 2023 due to resignation	Due to Pre-occupation
3	Pallavi Akash Singhai	Ceased to be director w.e.f. December 20, 2023 due to resignation	Due to Pre-occupation
4	Surendra Fatechand Singhai	Ceased to be director w.e.f. December 20, 2023 due to resignation	Due to Pre-occupation
5	Mayur Ashok Zamvar	Appointed as Non-Executive Director w.e.f. December 26, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013
6	Mohit Manoharlal Ganeshani	Appointed as Independent Director w.e.f. September 30, 2024 for a period of 5 years	
7	Ashish Madanmohan Mundhada	Appointed as Independent Director w.e.f. September 30, 2024 for a period of 5 years	

8	Shubhada Mukesh Zanwar	Appointed as Independent Director w.e.f. September 30, 2024 for a period of 5 years	
9	Samit Surendra Singhai	Re-Appointed as Managing Director for a period of 3 years w.e.f. December 20, 2024	To ensure better Corporate Governance and compliance with Companies Act, 2013
10	Akash Surendra Singhai	Designated as Whole Time Director for a period of 3 years w.e.f. December 20, 2024	
11	Shubhada Mukesh Zanwar	Re-Designated as Non-Executive Director from Non-Executive Independent Director w.e.f. December 20, 2024	

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Six (6) directors of which two (2) are Independent Directors, and we have one women director on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Committees of the Board:

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below:

1. Audit Committee

Our Company at its Board Meeting held on February 1, 2025 has constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mohit Manoharlal Ganeshani	Chairman	Independent Director
Ashish Madanmohan Mundhada	Member	Independent Director
Samit Surendra Singhai	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following.

A. Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher with at least two independent directors.

C. Role and Powers:

The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

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;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

The role of the Audit Committee shall include the following:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - vii. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; (m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussing with internal auditors on any significant findings and follow up thereon;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 16) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations.
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

2. Nomination and Remuneration Committee

Our Company at its Board Meeting held on February 1, 2025 has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mohit Manoharlal Ganeshani	Chairman	Independent Director
Ashish Madanmohan Mundhada	Member	Independent Director
Mayur Ashok Zamvar	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration committee is entitled to attend the General Meetings of the Company to answer shareholder's queries, however, it shall be upto the chairperson to decide who shall answer the queries. The scope and function of the Committee and its terms of reference shall include the following;

A. Tenure:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings:

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher, including at least one independent director in attendance. The Chairman of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairman to decide who shall answer the queries.

C. Scope and terms of reference:

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required,
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity, and
 - c. consider the time commitments of the candidates;
- 3) Formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) Devising a policy on diversity of our Board;
- 5) Identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 6) 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;

- 7) Recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- 8) Recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) Recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- 11) Engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- 12) Analyzing, monitoring and reviewing various human resource and compensation matters;
- 13) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 14) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- 15) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on February 1, 2025 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mohit Manoharlal Ganeshani	Chairman	Independent Director
Akash Surendra Singhai	Member	Whole Time Director
Samit Surendra Singhai	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The Chairman of the Stakeholders Relationship Committee shall be present at the General Meetings of the Company to answer queries of the security holders of the Company. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

A. Tenure:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

B. Meetings:

The Stakeholder Relationship Committee shall meet at least once a year, and shall report to the Board on a quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum for the Stakeholders Relationship Committee Meeting shall either be two members or one third of the members of the Stakeholders Relationship Committee, whichever is higher. The Chairman of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or rematerialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Policy on Disclosures & Internal procedure for prevention of Insider Trading:

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2023-24 (in Rs. Lacs)	Overall experience (in years)	Previous employment
Samit Surendra Singhai Designation: Chairman & Managing Director Educational Qualification: Diploma in Blockchain Technology Management, Master of Science in Industrial Engineering, Bachelor of Engineering (Mechanical) Term of office: 3 years w.e.f. December 20, 2024	45	2005	12.50	19 years	-
Akash Surendra Singhai Designation: Whole Time Director Educational Qualification: Master of Business Administration, Bachelor of Engineering (Production) Term of office: 3 years w.e.f. December 20, 2024	41	2005	12.50	19 years	-
Madhu Awasthi Designation: Company Secretary and Compliance Officer Educational Qualification – Member of the Institute of Company Secretaries of India	40	2025	NIL	7 Years	Rakan Steels Limited
Pravin Radheshyam Kesharwani Designation: Chief Financial Officer Educational Qualification – Degree in Master in Commerce	51	2024	1.5	26 years	Shah Baheti Chandak & Company, Chartered Accountants,

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Samit Surendra Singhai- Please refer to section “**Brief Profile of our Directors**” beginning on page 145 of this Draft Red Herring Prospectus for details.

Akash Surendra Singhai - Please refer to section “Brief Profile of our Directors” beginning on page 145 of this Draft Red Herring Prospectus for details.

Madhu Awasthi is the Company Secretary and Compliance officer of our Company w.e.f. February 01, 2025. She is a qualified Company Secretary from the Institute of Company Secretaries of India. She has around 7 years of experience in the field of secretarial matters. She looks after the overall corporate governance and secretarial matters of our Company.

Pravin Radheshyam Kesharwani is the Chief Financial Officer of our Company. He has completed his Master in Commerce from Amravati University in 1999 and he is associated with the company since 2024 as Chief Financial Officer in our Company with effect from September 27, 2024. He has an experience of 26 years in the field of accounts & finance management. He is currently responsible for overseeing the overall accounts and finance of our Company.

Senior Management Personnel

In addition of the Chief Financial Officer and the Company Secretary, the details of our Senior Management Personnel, as on the date of this Draft Red Herring Prospectus, is as set forth below:

Alka Samit Singhai is the Vice President of Human Resource of our company. She has been associated with the company since 2015. She has completed her Bachelor of Cosmetic Technology from the Rashtrasant Tukadoji Maharaj, Nagpur University in 2005. With 11 years of experience across various Industries, she currently heads the Human Resource Department and in Year 2024, she was paid an aggregate compensation of Rs. 1.1 lakhs pm.

Pallavi Akash Singhai is the Vice President of Marketing of our company. She has been associated with the company since 2015. She has completed her Bachelor of Engineering from the Amravati University in 2005. With 18 years of extensive experience in the Business Research, Marketing, Technology and Consulting, she currently heads the Marketing Department of our company. In the Financial Year 2024, she was paid an aggregate compensation of Rs. 1.1 lakhs pm.

We confirm that:

- All the persons named as our Key Managerial Personnel and Senior Management Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel and Senior Management Personnel have been recruited.
- None of our KMPs and Senior Management Personnel except Samit Surendra Singhai and Akash Surendra Singhai are part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel and Senior Management Personnel there has been no contingent or deferred compensation accrued for the period ended on March, 2024.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel and Senior Management Personnel.
- None of the Key Managerial Personnel and Senior Management Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under:-

Sr. No.	Name of the KMP's and Senior Management Personnel	No. of Shares Held	Holding in %
1.	Samit Surendra Singhai	27,58,189	36.09
2.	Akash Surendra Singhai	20,65,833	27.03
3.	Alka Samit Singhai	3,41,278	4.47
4.	Pallavi Akash Singhai	3,41,278	4.47
	Total	55,06,578	72.05

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP) and Senior Management Personnel:

Except as detailed below, none of our Key Management Personnel, Directors or Senior Management Personnel are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

Sr. No.	Name of the Director/ KMP/ Senior Management Personnel	Relationship with other Directors/KMPs/ Senior Management Personnel
1.	Samit Surendra Singhai	Brother of Akash Surendra Singhai, Spouse of Alka Samit Singhai

2.	Akash Surendra Singhai	Brother of Samit Surendra Singhai, Spouse of Pallavi Akash Singhai
3.	Alka Samit Singhai	Wife of Samit Surendra Singhai
4.	Pallavi Akash Singhai	Wife of Akash Surendra Singhai

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers, KMPs or Senior Management Personnel or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards Provident Fund, Gratuity Fund and Employee State Insurance.

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name of Director	Designation and period	Appointment/ Cessation/ Re-designation	Reasons
1.	Samit Surendra Singhai	Re-Appointed as Managing Director for a period of 3 years vide EGM dated December 20, 2024	Change in Designation	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Akash Surendra Singhai	Designated as Whole Time Director in the EGM dated December 20, 2024	Appointment	
3.	Nand Lal Patel	Appointment as Company Secretary w.e.f. January 02, 2024	Appointment	
4.		Resigned from the post of Company Secretary w.e.f. April 30, 2024	Cessation	
5.	Fahad Saeed Kothivale	Appointment as Company Secretary w.e.f. July 1, 2024	Appointment	
6.	Pravin Radheshyam Kesharwani	Appointment as Chief Financial Officer of the company w.e.f. September 27, 2024	Appointment	
7.	Fahad Saeed Kothivale	Resigned from the post of Company Secretary w.e.f. January 31, 2025	Cessation	
8.	Madhu Awasthi	Appointment as Company Secretary & Compliance Officer w.e.f. February 01, 2025	Appointment	

Interest of Our Key Managerial Persons and Senior Management Personnel

Apart to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personal and Senior Management Personnel is interested in our Company. For details, please refer section titled "**Financial information of the Company – Note 30 - Related Party Disclosures**" beginning on page 167 of this Draft Red Herring Prospectus.

Interest in the property of our Company

Our KMPs and Senior Management Personnel do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus with RoC.

Details of Service Contracts of the Key Managerial Personnel and Senior Management Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/availed by Directors / Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to “**Note 30 – Related Party Disclosure**” page 205 of this Draft Red Herring Prospectus.

Employee Stock Option Plan ('ESOP')/ Employee Stock Purchase Scheme ('ESPS Scheme') to Employees

Our Company pursuant to the resolutions passed by our Board on February 1, 2025 and shareholders on February 12, 2025 adopted the Employee Stock Option Scheme, which is in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As on the date of this Draft Red Herring Prospectus, no options have been granted, vested or exercised by our Company under the Kasturi ESOS 2025.

For details of our employee stock options, please refer to the section titled ‘**Capital Structure**’ beginning on page 63 of this Red Herring Prospectus.

OUR PROMOTERS & PROMOTER GROUP

A. Our Promoters:

The Promoters of our Company are Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai.

As on date of this Draft Red Herring Prospectus, the Promoters, in aggregate, hold 60,57,296 Equity shares of our Company, representing 79.25% of the pre-issue paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of the post-issue paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "***Capital Structure – History of the Equity Share capital held by our Promoters***", on pages 63 of this Draft Red Herring Prospectus.

Brief Profile of our Promoters is as under:

	<p>Samit Surendra Singhai – Chairman & Managing Director</p> <p>Samit Surendra Singhai aged 45 years, is our Promoter and is also the Chairman & Managing Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<i>Our Management –Brief profile of Directors</i>" on page 145 of this Draft Red Herring Prospectus.</p> <p>Other ventures of our Promoter – Except as set out in this chapter under heading "<i>Other Ventures of our Promoters</i>" and set out in the chapter titled '<i>Our Management</i>', our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is AZDPS1235P.</p> <p>For details of his shareholding, please see "<i>Capital Structure</i>" on page 63 of this Draft Red Herring Prospectus.</p>
	<p>Akash Surendra Singhai – Whole Time Director</p> <p>Akash Surendra Singhai aged 41 years, is our Promoter and is also the Whole-Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<i>Our Management –Brief profile of Directors</i>" on page 145 of this Draft Red Herring Prospectus.</p> <p>Other ventures of our Promoters – Except as set out in this chapter under heading "<i>Other Ventures of our Promoters</i>" and set out in the chapter titled '<i>Our Management</i>', our Promoters are not involved with any other venture, as a shareholder/stakeholder, proprietor, partner, promoters or director.</p> <p>Her permanent account number is AZSPS8871J.</p> <p>For details of her shareholding, please see "<i>Capital Structure</i>" on page 63 of this Draft Red Herring Prospectus.</p>
<p>Surendra Fatechand Singhai-Promoter</p>	

	<p>Surendra Fatechand Singhai, aged about 74 (Seventy-Four) years, is the Promoter of our Company. He resides at Kasturi-12 Ganesh Vihar-1, Badnera Road, Sai Nagar, Amravati, Maharashtra, 444607. He has been associated with our Company since November 01, 2006. He has completed higher secondary exam from Maharashtra State board of Secondary Education, Nagpur. He has more than 25 (Twenty Five) years of experience in the steel fiber and steel wool Fiber industry. Presently he is active shareholder and promoter of the company, who provides strategic advice based on decades of business experience in manufacturing and trading of Steel Fiber and Steel wool fiber.</p> <p>Date of Birth: February 08, 1951</p> <p>PAN: ACGPS5420A</p> <p>Directorships Held: NIL</p> <p>For details of shareholding, please see “Capital Structure” on page 63 of this Draft Red Herring Prospectus.</p>
	<p>Lata Surendra Singhai-Promoter</p> <p>Lata Surendra Singhai, aged about 68 (Sixty Eight) years, is the Promoter of our Company. She resides at Kasturi-12 Ganesh Vihar No. 1, Badnera Road, Amravati, Maharashtra, 444607. She has been associated with our Company since November 01, 2006. She has completed her Masters of Arts (Political Science) from Nagpur University, Nagpur. She has an experience of around 20 years in steel fiber industry. She is the recipient of the prestigious Sant Namdev Award by Maharashtra Hindi Sahitya Academy, Pride of Amravati Award by the Amravati Chamber of Commerce & Life Achievement Award by the Times of India Group. Presently, she is the proprietor of M/s Kasturi Petroleum.</p> <p>Date of Birth: September 07, 1956</p> <p>PAN: ACEPS1502M</p> <p>Directorships Held: NIL</p> <p>For details of shareholding, please see “Capital Structure” on page 63 of this Draft Red Herring Prospectus.</p>

Confirmations/ Declarations:

In relation to our Promoters, Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai, our Company confirms that the PAN, Bank Account Numbers and Passport Number, Aadhar Card Number and Driving License number shall be submitted to Stock Exchange at the time of filing of this Draft Red Herring Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture/ bond/ fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the Promoter during the past three years.
- Our Company or any of our Promoters or Group Company or Directors are not declared as ‘Fraudulent Borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters is disclosed in chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 228 of this Draft Red Herring Prospectus.
- None of our Promoters, person in control of our Company is or have ever been 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.

Interest of our Promoters:

i. Interest in promotion of Our Company:

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, Our Promoters, Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai collectively hold 60,57,296 Equity Shares in our Company i.e. 79.25% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to “**Note 30 – “Related Party Transactions”** beginning on page 205 of this Draft Red Herring Prospectus.

For details regarding the shareholding of our Promoters in our Company, please see “**Capital Structure**” on page 63 of this Draft Red Herring Prospectus.

ii. Interest in the property of Our Company:

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

iii. In transactions for acquisition of land, construction of building and supply of machinery:

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv. Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer “**Note 30**” on “**Related Party Transactions**” on page 205 forming part of “**Financial Information of the Company**” of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “**Statement of Financial Indebtedness**” and “**Financial Information of Our Company**” on page 216 and 167 respectively of this Draft Red Herring Prospectus.

Payment or Benefits to our Promoter and Promoter Group during the last 2 years:

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph “**Compensation of our Managing Director**” in the chapter titled “**Our Management**” beginning on page 145 also refer Note 30 on “**Related Party Transactions**” on page 205 forming part of “**Financial Information of the Company**” and Paragraph on “**Interest of Promoter**” in chapter titled “**Our Promoter and Promoter Group**” on page 159 of this Draft Red Herring Prospectus.

Companies/ Firms with which our Promoters have disassociated in the last (3) three years:

Except as mentioned below, our Promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

S No.	Name of Promoters	Name of Companies, Firms or other entities	Date and reason of Cessation
1.	Surendra Fatechand Singhai	Kasturi Metal Composite Limited	December 20, 2023, Resignation from Directorship
2.	Lata Surendra Singhai	Kasturi Metal Composite Limited	December 20, 2023, Resignation from Directorship

Other ventures of our Promoter:

Save and except as disclosed in this section titled “***Our Promoter & Promoter Group***” beginning on page 159 of this Draft Red Herring Prospectus, there are no other ventures, in which our Promoters have any business interests/ other interests.

Material Guarantees

Except as stated in the “***Financial Indebtedness***” and “***Financial Information of the Company***” beginning on pages 216 and 167 of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus. However, our Promoters have provided personal guarantees to lender banks on behalf of the Company for the loans availed by the Company, which remain outstanding as of the date of this Draft Red Herring Prospectus.

Litigation details pertaining to our Promoter:

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “***Outstanding Litigations and Material Developments***” beginning on page 228 of this Draft Red Herring Prospectus.

Experience of Promoters in the line of business:

Our Promoters, Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatechand Singhai and Lata Surendra Singhai have an experience of around 19 years, 19 years, 25 years and 20 years respectively and in the same line of business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions:

For the transactions with our Promoter Group, please refer to section titled “***Note 30 - Related Party Transactions***” on page 205 of this Draft Red Herring Prospectus.

B. OUR PROMOTER GROUP:

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group:

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship	Name of the Relatives			
	Samit Surendra Singhai	Akash Surendra Singhai	Surendra Fatechand Singhai	Lata Surendra Singhai
Father	Surendra Fatechand Singhai	Surendra Fatechand Singhai	Fatechand Pannalal Singhai	Jaisraj Bharal
Mother	Lata Surendra Singhai	Lata Surendra Singhai	Kasturi Fatechand Singhai	Sushila Bharal
Spouse	Alka Samit Singhai	Pallavi Akash Singhai	Lata Surendra Singhai	Surendra Fatechand Singhai
Brother	Akash Surendra Singhai	Samit Surendra Singhai	Ravi Fatechand Singhai, Chandrakumar Singhai, Suresh Singhai	Pramod Bharal Vinod Bharal Dilip Bharal Pradeep Bharal

Sister	NA	NA	Saraswati Mahendra Jain, Sudharani Sureshchand Jain, Jyoti Sharadkumar Jain	Pushpa Jain Rekha Jain
Son	Vansh Samit Singhai	Laksh Akash Singhai	Samit Surendra Singhai, Akash Surendra Singhai	Samit Surendra Singhai, Akash Surendra Singhai
Daughters	Geet Samit Singhai	Maahi Akash Singhai	NA	NA
Spouse's Father	Ashok Kumar Jain	Hemant Ramniwas Vyas	Jaisraj Bharal	Fatehchand Pannalal Singhai
Spouse's Mother	Manju Ashok Jain	Vidhya Hemant Vyas	Shushila Bharal	Kasturi Fatehchand Singhai
Spouse's Brother	Alok Ashok Jain	Prashanth Hement Vyas	Pramod Bharal Vinod Bharal Dilip Bharal Pradeep Bharal	Ravi Fatehchand Singhai, Chandrakumar Singhai, Suresh Singhai
Spouse's Sisters	NA	NA	Pushpa Jain Rekha Jain	Saraswati Mahendra Jain, Sudharani Sureshchand Jain, Jyoti Sharadkumar Jain

2. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
A.	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 Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	i. Asset Chain Techlligence Private Limited ii. Flatworx Consulting LLP iii. Floorcraft Technologies LLP
B.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	NIL
C.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	i. Samit Surendra Singhai HUF ii. Akash Surendra Singhai HUF iii. Surendra Fatechand Singhai HUF

3. Other persons included in 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.

OUR SUBSIDIARY

As on the date of this Draft Red Herring Prospectus, we have one Subsidiary. Set out below are details of our Subsidiary:

1. Durafloor Concrete Solutions LLP

Brief Information:

Durafloor Concrete Solutions LLP was incorporated as Limited Liability Partnership under the name of Durafloor Concrete Solutions LLP on October 15, 2015 under the provisions of the Limited Liability Partnership, 2008 vide certificate of registration issued by Registrar of Companies, Mumbai. The LLPIN of the company is AAE-9314.

PAN	AALFD7321A
LLPIN	AAE-9314
Registered Office	S-1063A, Akshar Business Park, Sector-25, Vashi, Sanpada, Thane, Maharashtra-400703- India

Nature of Business:

Durafloor Concrete Solutions LLP was incorporated to provide specialist industrial flooring with a focus on providing quality client driven flooring installations. It provides Turnkey Concrete Flooring Solutions for Warehouses / logistics / Industrial / Textile / Car Parking / Malls & Showrooms and Super Flat Floors using latest flooring construction techniques.

Capital Contribution:

The capital contribution of Durafloor Concrete Solutions LLP as on the date of this Draft Red Herring Prospectus is mentioned below:

Sr. No.	Name of Designated Partners/Partners	Capital Contribution (In Rs.)	% Percentage
1.	Kasturi Metal Composite Limited	9,80,000	98.00
2.	Samit Surendra Singhai	10,000	1.00
3.	Akash Surendra Singhai	10,000	1.00
Total		10,00,000	100.00

Designated Partners:

Following are the Designated Partners of Durafloor Concrete Solutions LLP as on the date of this Draft Red Herring Prospectus: -

Sr. No.	Name of Designated Partners/Partners	Designation	DPIN
1.	Samit Surendra Singhai	Designation Partner	00907782
2.	Akash Surendra Singhai	Designation Partner	01364889
3.	Kasturi Metal Composite Limited	Partner	-

Financial Performance

The brief financial details of Durafloor Concrete Solutions LLP derived from its audited financial statements for the period ended on September 30, 2024 and Fiscals 2024, 2023 and 2022 are set forth below:

Audited Financial Information	For the period/year ended			
	Consolidated		Standalone	
	Period ended September 30, 2024*	March 31, 2024	March 31, 2023	March 31, 2022
Contribution	10.00	10.00	10.00	10.00
Current Capital	451.25	293.81	138.93	46.40
Partner's fund	461.25	303.81	148.93	56.40
Total Revenue (including other income)	1529.75	2899.24	1377.35	1068.75
Profit/(Loss) after tax	161.46	261.68	58.00	26.26

*Not annualised

Other Confirmations:

Accumulated profits or losses:

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Durafloor Concrete Solutions LLP that have not been accounted for or consolidated by our Company.

Business interest in our Company and our Subsidiaries

Our Subsidiaries do not have any business or other interest in our Company other than as stated in section titled “**Our Business**”, and transactions disclosed in the section titled “**Restated Financial Statements –Note 30 –Related party disclosures**”, on page 112 and 167 respectively of this Draft Red Herring Prospectus.

Common pursuits

As on the date of this Draft Red Herring Prospectus, our subsidiary i.e. Durafloor Concrete Solutions LLP do not have common pursuits with our Company.

Outstanding litigations

For details regarding the outstanding litigations against our Subsidiary, see “**Outstanding Litigation and Material Developments**” beginning on page 228 of this Draft Red Herring Prospectus.

Other confirmations

The equity shares of our Subsidiary are not listed on any Stock Exchange. None of the securities of our Subsidiary have been refused listing by any stock exchange in India or abroad or failed to meet the listing requirements of any stock exchange in India or abroad.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. 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. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares for last three financial years ended on March 31, 2024 to the date of the filing of this Draft Red Herring 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-VI-FINANCIAL INFORMATION OF THE COMPANY

RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Kasturi Metal Composite Limited
A-30/3/1 & A-30/3, MIDC, Sai Nagar,
Amravati, Maharashtra 444607

Dear Sirs,

Reference: - Proposed Public Issue of Equity Shares of **Kasturi Metal Composite Limited**.

1. We have examined the attached Restated Financial Statements of Kasturi Metal Composite Limited (Formerly known as Kasturi Metal Composite Pvt. Ltd.) (the "Company") and its subsidiary (the Company and its subsidiary together referred to as the "Group"), comprising the Restated Statement of Assets and Liabilities as at September 30, 2024 (Consolidated), March 31, 2024 (Consolidated), as at March 31, 2023 (Standalone) and as at March 31, 2022 (Standalone), the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period / year ended September 30, 2024 (Consolidated), March 31, 2024 (Consolidated), March 31, 2023 (Standalone) and March 31, 2022 (Standalone), the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 17th March, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus /Prospectus ("Offer Document") prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Securities and Exchange Board of India (SEBI), relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 27th September 2024 in connection with the proposed IPO of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Information have been compiled by the management from:
 - a) Audited special purpose interim consolidated financial statements of the Group as at and for the six month period ended September 2024 prepared in accordance with accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on March 11th, 2025.
 - b) Audited financial statements of the company as at and for the year ended March 2024 (consolidated), March 23 (Standalone) and March 22 (Standalone) prepared in accordance with accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on September 27th 2024, September 6th, 2023 and on September 6th, 2022 respectively.
5. For the purpose of our examination, we have relied on:
 - a) Auditors' reports issued by us dated March 11th, 2025 and September 27th, 2024 on the consolidated financial statements of the Group as at and for the six-month period ended September 30, 2024 and as at and for the year ended March 31, 2024 respectively as referred in Paragraph (4) above; and
 - b) Auditors' Report issued by the Previous Auditors, M/s Kaloti & Lathiya, dated September 6th, 2023 and September 6th, 2022 on the Standalone financial statements of the Company as at and for the years ended March 31, 2023 and March 31, 2022 respectively as referred in Paragraph (4) above.
6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:
 - a) After incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively, for the financial period / years ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and groupings / classifications followed as at and for the period ended 30th September 2024.
 - b) Does not require any adjustments for modifications as there is no modification in the underlying audit reports and
 - c) In accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
7. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.
8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)-1, Quality controls for firms that perform audits and review of historical financial information, and other assurance and related services engagements.
11. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors on 17th March, 2025 for the period / years ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

Annexure V - Notes to the Restated Summary Financial Information;

- a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note 3 & 4 to this report;
- b) Restated Statement of Long-Term Borrowings & Short-term borrowings as appearing in Note 5 to this report;
- c) Restated Statement of principal terms of Secured Loans and Assets charged as security as appearing in Note 5(A) to this report;
- d) Statement of terms & conditions of unsecured loans as appearing in Note 5(B) to this report;
- e) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note 12 to this report;
- f) Restated Statement of other Long term liabilities & Long term provisions as appearing in Note 6 and Note 7 to this report;

- g) Restated Statement of Trade Payables as appearing in Note 8 to this report;
- h) Restated Statement of Other Current Liabilities as appearing in Note 9 to this report;
- i) Restated Statement of Short-Term Provisions as appearing in Note 10 to this report;
- j) Restated Statement of Property, Plant & Equipment as appearing in Note 11 to this report;
- k) Restated Statement of Long-term loans & advances and other non-current assets as appearing in Note 13 & Note 14 to this report;
- l) Restated Statement of Inventories as appearing in Note 15 to this report;
- m) Restated Statement of Trade Receivables as appearing in Note 16 to this report;
- n) Restated Statement of Cash and Cash Equivalents as appearing in Note 17 to this report;
- o) Restated Statement of Short-Term Loans and Advances as restated as appearing in Note 18 to this report;
- p) Restated Statement of Other Current Assets as appearing in Note 19 to this report;
- q) Restated Statement of Revenue from Operations as appearing in Note 20 to this report;
- r) Restated Statement of Other Income as appearing in Note 21 to this report;
- s) Restated Statement of Cost of Raw Material Consumed as appearing in Note 22 to this report;
- t) Restated Statement of Direct site expenses as appearing in Note 23 to this report
- u) Restated Statement of Employee Benefit Expenses as appearing in Note 25 to this report;
- v) Restated Statement of Finance Cost as appearing in Note 26 to this report;
- w) Restated Statement of Depreciation & Amortization as appearing in Note 27 to this report;
- x) Restated Statement of Other Expenses as appearing in Note 28 to this report;
- y) Restated Statement of Contingent Liabilities as appearing in Note 37 to this report;
- z) Restated Statement of Related Party Transactions as appearing in Note 30 to this report;
- aa) Capitalisation Statement as appearing in Note 39 to this report;
- bb) Restated Statement of Mandatory Accounting Ratios as appearing in Note 40 to this report;

12. Our report is intended solely for use of the Board of Directors for inclusion in the offer document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

FOR NDAA & ASSOCIATES LLP
Chartered Accountants
Firm Registration No.: 129486W/W100775

Sd/-

NIRAJ D. ADATIA
Partner
Membership No.: 120844
UDIN: 25120844BMNZRW4397
Place: Mumbai
Date: 17th March 2025

ANNEXURE-I
Restated Statement of Assets & Liabilities

(Amount in ₹ Lakhs)

Particular	Note	Consolidated		Standalone		
		As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	
EQUITY AND LIABILITIES						
Shareholder's funds						
(a) Share capital	3	101.03	101.03	79.12	79.12	
(b) Reserves and surplus	4	1,349.32	1,127.62	623.65	474.42	
		1,450.35	1,228.65	702.77	553.54	
(c) Minority Interest		(69.15)	(47.29)	-	-	
Non-current liabilities						
(a) Long-term borrowings	5	251.65	290.73	378.21	364.37	
(b) Other long-term liabilities	6	-	-	14.50	-	
(c) Long-term provisions	7	96.24	88.44	26.94	25.54	
		347.89	379.17	419.65	389.91	
Current liabilities						
(a) Short-term borrowings	5	951.04	892.56	599.50	476.18	
(b) Trade Payable	8					
Dues of Micro & Small Enterprise		140.32	418.94	4.52	34.53	
Dues to Other		289.96	132.98	310.02	164.01	
(c) Other current liabilities	9	207.29	287.62	88.95	63.07	
(d) Short-term provisions	10	70.03	51.93	45.56	28.68	
		1,658.64	1,784.03	1,048.55	766.47	
TOTAL		3,387.73	3,344.56	2,170.97	1,709.92	
ASSETS						
Non-current assets						
(a) Property, Plant and Equipment & Intangible Assets	11					
(i) Property Plant & Equipment		1,101.16	1,077.46	769.27	700.39	
(ii) Intangible assets		0.13	0.13	0.21	0.25	
(iii) Capital work-in-progress		-	0.41	16.41	-	
(iv) Goodwill on Consolidation		59.12	59.12	-	-	
		1,160.41	1,137.12	785.89	700.64	
(b) Deferred tax assets (net)	12	43.62	43.57	20.66	13.30	
(c) Long-term loans and advances	13	-	-	39.13	63.34	
(d) Other non-current assets	14	23.47	26.14	42.23	43.33	
		1,227.50	1,206.83	887.91	820.61	
Current assets						
(a) Inventories	15	844.51	697.94	466.48	311.12	
(b) Trade receivables	16	928.16	1,003.40	758.16	413.33	
(c) Cash and cash equivalents	17	15.45	16.54	52.21	108.48	
(d) Short-term loans and advances	18	333.95	381.20	4.19	52.92	
(e) Other current assets	19	38.16	38.65	2.02	3.46	
		2,160.23	2,137.73	1,283.06	889.31	
TOTAL		3,387.73	3,344.56	2,170.97	1,709.92	

ANNEXURE II
Restated Statement of Profit and Loss Account

(Amount in ₹ Lakhs)

Particulars	Note	Consolidated		Standalone	
		For half year ended 30th September, 2024	For year ended 31st March, 2024	For year ended 31st March, 2023	For year ended 31st March, 2022
A CONTINUING OPERATIONS					
1 Revenue from operations (Net)	20	3,181.01	4,974.55	3,711.94	2,321.52
2 Other income	21	12.18	45.77	25.36	20.10
3 Total Income (1 + 2)		3,193.19	5,020.32	3,737.30	2,341.62
4 EXPENSES					
Cost of material consumed	22	1,616.69	2,798.94	2,427.03	1,583.96
Purchase of Stock-in-trade		212.84	427.13	120.89	46.80
Changes in inventories of -	23				
(a) Finished Goods		(120.94)	(63.50)	(45.60)	(85.21)
(b) Work in Progress		(59.96)	(88.48)	(46.84)	(11.09)
(c) Stock-in-trade		-	0.53	0.05	0.50
Direct Site Expense	24	452.02	267.58	-	-
Employee benefits expense	25	304.57	385.91	237.21	216.55
Finance costs	26	57.87	113.53	93.99	53.75
Depreciation and amortisation	27	86.95	140.79	133.04	68.11
Other expenses	28	307.89	701.31	617.76	379.90
Total expenses		2,857.93	4,683.74	3,537.53	2,253.27
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		335.26	336.58	199.77	88.35
6 Exceptional items		-	-	-	-
7 Profit / (Loss) before extraordinary items and tax (5 ± 6)		335.26	336.58	199.77	88.35
8 Extraordinary items		-	-	-	-
9 Profit / (Loss) before tax (7 + 8)		335.26	336.58	199.77	88.35
10 Tax expense:					
(a) Current tax expense for current year		110.38	111.36	57.69	21.53
(b) Short/excess provision of taxes for earlier year		-	2.42	0.22	1.80
(c) Deferred tax Liability/(Asset)		(0.05)	(12.34)	(7.36)	0.78
		110.33	101.44	50.55	24.11
11 Profit for the year (9 + 10)		224.93	235.14	149.22	64.24
Profit of the period attributable to					
(a) Owners of the parent		221.70	233.15	149.22	64.24
(b) Minority Interest		3.23	1.99	-	-
12 Earnings per share (of 10/- each):					
Basic	29	21.94	29.25	18.86	8.12
Diluted		21.94	29.25	18.86	8.12

ANNEXURE – III
Restated Cash Flow Statement

(Amount in ₹ Lakhs)

	Particulars	Consolidated		Standalone	
		For year ended 30th September, 2024	For year ended 31st March, 2024	For year ended 31st March, 2023	For year ended 31st March, 2022
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit Before Tax	335.26	336.58	199.77	88.35
	Adjustments for:				
	Depreciation	86.95	140.79	133.04	68.11
	Subsidy Received	(2.62)	(16.83)	-	(10.22)
	Forex Currency Translation Gain/Loss	-	0.64	(0.33)	(0.09)
	Interest Expense	57.87	113.53	93.99	53.75
	Profit on sale of fixed asset	-	(11.54)	(8.31)	-
	Interest Income	(7.62)	(8.36)	(7.00)	(4.95)
	Sundry Balance written back	(1.02)	(5.73)	-	-
	Unbilled Revenue	(115.70)	(62.96)	-	-
	Bad Debts	-	-	-	1.71
	Provision for Gratuity	(3.72)	21.03	3.22	9.45
	Operating Profit before Working Capital Changes	349.41	507.15	414.38	206.11
	Adjustments for:				
	Decrease/(Increase) in Trade & other receivables	75.24	114.35	(344.45)	135.60
	Decrease/(Increase) in Inventories	(146.58)	(65.90)	(155.36)	(141.47)
	Decrease/(Increase) in Other Non Current Assets	0.21	16.09	1.09	(3.82)
	Increase/(Decrease) in Other Long Term Liability	-	(14.50)	14.50	-
	Increase/(Decrease) in Payables	(200.95)	(1.81)	141.87	(7.58)
	Increase/(Decrease) in Provisions	-	16.59	(0.00)	(54.45)
	Decrease/(Increase) in Short term Loans and advances	(20.78)	(242.56)	48.73	37.76
	Decrease/(Increase) in Long term Loans and advances	-	20.00	24.20	(63.34)
	Decrease/(Increase) in Other current asset	116.45	69.73	1.44	15.99
		(176.41)	(88.01)	(267.98)	(81.31)
	Cash generated from operations	173.00	419.14	146.40	124.80
	Direct Taxes paid	(75.22)	(187.34)	(42.86)	(32.43)
	Net Cash flow from Operating activities (A)	97.78	231.80	103.54	92.37
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of Fixed Assets	(110.22)	(122.42)	(238.98)	(337.31)
	Sale of Fixed asset	-	29.00	29.00	-
	Subsidy Received	2.62	16.83	-	10.22
	Decrease/(Increase) in current Investment	(3.22)	-	-	6.50
	Loan Received	68.03	(48.90)	-	-
	Interest Income	7.48	8.36	7.00	4.95
	Net Cash used in Investing activities	(35.30)	(117.13)	(202.98)	(315.64)
C	CASH FLOW FROM FINANCING ACTIVITIES				
	Repayment of Long term Borrowings	(39.08)	(87.48)	-	-
	Proceeds from Borrowings	58.48	66.44	137.16	384.12
	Minority Interest	(25.08)	(37.68)	-	-
	Issuance of shares		21.91	-	-
	Interest Expense	(57.87)	(113.53)	(93.99)	(53.75)
	Net Cash Inflow/(Outflow) in financing activities	(63.55)	(150.34)	43.17	330.37
	Net increase in cash & Cash Equivalents (A+B+C)	(1.08)	(35.67)	(56.27)	107.10
	Cash and Cash equivalents as at the beginning of period / year	16.54	52.21	108.48	1.38
	Cash and Cash equivalents as at the end of period / year	15.45	16.54	52.21	108.48

ANNEXURE-IV
Summary Statement of Significant Accounting Policies & Notes to Restated Financial Information

Company Overview

Our Company was originally incorporated as a Private Limited Company under the name of "Kasturi Metal Composite Private Limited" under the Companies Act, 1956 at Amravati, pursuant to a certificate of incorporation dated November 24, 2005 bearing CIN U28900MH2005PTC157553 issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on December 26, 2023 our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Kasturi Metal Composite Private Limited" to "Kasturi Metal Composite Limited" vide a fresh certificate of incorporation dated March 19, 2024, issued by the Registrar of Companies, Central Registration Centre. Our Company's Corporate Identity Number (CIN) is U65465MH2005PLC157553." The Company's registered office is situated at A30/3/1 MIDC, Amravati, Maharashtra, India - 444605.

Nature of Business

The company was incorporated as Kasturi Metal Composite Private Limited in the year 2005. They are providing steel fibres to the national and international markets. In addition, they are also offering Polypropylene Fiber (PP) Fibers, Steel Wool Fibres.

These restated financial statements are presented in Indian Rupees ('₹' or 'Rs.' or 'INR') and are rounded to the nearest lakhs, except per share data and unless stated otherwise."

Note 1
Significant Accounting Policies:

The significant accounting policies have been predominantly presented below in the order of the Accounting Standards (AS) specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

1.1. Basis of Accounting and Preparation of Financial Statements

The Restated Financial Statements comprises of:

- a) The Restated Consolidated Statement of Assets and Liabilities (Annexure I) as at 30th September, 2024 and 31st March 2024, the Restated Consolidated Statement of Profit and Loss (Annexure II) and the Restated Consolidated Statement of Cash Flows (Annexure III) for the period / year ended 30th September, 2024, 31st March, 2024 and the summary of significant accounting policies and explanatory notes;
- b) Restated Standalone Statement of Assets and Liabilities (Annexure I) as at 31st March 2023, 31st March 2022, Restated Standalone Statement of Profit and Loss (Annexure II) and the Restated Standalone Statement of Cash Flows (Annexure III) for the year ended 31st March 2023 and 31st March 2022 and the summary of significant accounting policies and explanatory notes.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

These Statements have been prepared by the Management for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') / Prospectus in connection with its proposed initial public offering of equity shares.

"a) The Restated Financial Information have been compiled by the Management from:

- i) Audited special purpose interim consolidated financial statements of the Company as at and for the six months ended September 30th, 2024 and March 31, 2024 prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounting Standards) Rules, 2006 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (IGAAP) which was approved by the Board of Directors at their meeting held on March 11, 2025 and September 27, 2024 respectively.

ii) Audited Standalone Financial Statements of the Company as at and for years ended March 31, 2023, and March 31, 2022, prepared in accordance with the IGAAP which has been approved by the Board of Directors at their meeting held on September 06, 2023, and September 06, 2022 respectively."

"b) The Restated Financial Information have been prepared to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:

i) Adjustments to the profits or losses of the earlier years for the changes in accounting policies if any to reflect what the profits or losses of those years would have been if a uniform accounting policy was followed in each of these years and of material errors, if any;

ii) Adjustments for reclassification/regroupings of the corresponding items of income, expenses, assets and liabilities retrospectively in the six months period/years ended September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, in order to bring them in line with the groupings as per the Restated Financial Information of the Company for the period ended September 30, 2024 and the requirements of the SEBI Regulations, if any; and

iii) The resultant impact of tax due to the aforesaid adjustments, if any"

1.2. Use of estimates

The preparation of restated financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions that affect the reported amount of assets, liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues & expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

1.3. Principles of Consolidation

The Consolidated Financial Results comprise of the financial statements of Kasturi Metal Composite Ltd. and its subsidiary i.e. Durafloor Concrete Solutioion LLP, which are consolidated in accordance with Accounting Standard 21 on Consolidated Financial Statements notified pursuant to the Companies (Accounting Standards) Rules, 2006.

The Consolidated Financial Statements related to Kasturi Metal Composite Ltd ('The Company') and its subsidiary have been prepared on the following basis:

- The financial statements of the Company and its subsidiary has been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.
- The consolidated financial statements has been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- The excess of cost to the Company of its investments in the subsidiary over its portion of equity of subsidiary at the dates they become subsidiary is recognized in the financial statements as goodwill.
- The excess of Company's portion of equity of the subsidiary over the cost to the Company of its investments at the dates it become subsidiary is recognized in the financial statements as capital reserve.
- Minority Interest's share of net profit of Consolidated Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Minority Interest's share of net assets of Consolidated Subsidiaries for the year is identified and presented in the consolidated financial statements separate from liabilities and the equity of the Company's shareholders.

1.4. Revenue Recognition

'Revenue from sale of products is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and there is no uncertainty regarding amount of consideration & collectivity. Sales are net off sales tax and value added tax.

i) Sales

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. Sales are stated net of trade discount, duties, sales tax and GST.

ii) Service

Revenue from services are accrued and accounted for as and when the services are provided and the revenue for the same is certain. Where the income / revenue is contingent or uncertain, recognition for the same is postponed to the extent of significant uncertainty. Unbilled revenue represents amount recognized based on services performed in advance of billing in accordance with contract terms.

iii) Interest

Interest income except interest on income tax refund is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

iv) Export Benefit

Export Incentives in form of MEIS\ RoDTEP (effective from 01/01/2021) Income is recognized in books of account on accrual basis.

v) Dividend Income

Dividend income on investments is accounted for when the right to receive the payment is established.

1.5. Property, Plant & Equipment and Capital Work in Progress

"Tangible Fixed Assets are stated at cost of acquisition/construction less accumulated depreciation, amortization and impairment loss (if any). Cost comprises of purchase price, import duties and other non-refundable taxes or levies and any directly attributable cost to bring the assets ready for their intended use. Direct expenses, as well as pro rata identifiable indirect expenses on projects during the year of construction are capitalized. Only expenditures that increase the future economic benefits from the existing asset beyond its previously assessed standard of performance is included in the gross book value, e.g., an increase in capacity. The cost of an addition or extension to an existing asset which is of a capital nature and which becomes an integral part of the existing asset is added to its gross book value. Any addition or extension, which has a separate identity and is capable of being used after the existing asset is disposed off, is accounted for separately. The fixed assets retired from active use are stated at net book value or net realizable value, whichever is lower. The loss arising due to write-down is recognized in the statement of profit and loss. An item of fixed asset is eliminated from the financial statements on disposal. Gains or losses arising on disposal are recognized in the statement of profit and loss.

Capital Work In progresses stated at cost less impairment losses, if any, cost comprises of expenditures incurred in respect of capital projects under development and includes any attributable/allocable cost and other incidental expenses"

1.6. Depreciation /Amortization

Depreciation on Tangible Assets is calculated on Written Down Value Method based on useful life of the assets as prescribed by Schedule II of the Companies Act,2013 except in respect of some of the Assets whose life has been assessed based on Management's assessment thereof, taking into the accounts the nature of the Assets, the estimated usage of the Assets, the operating conditions of the Assets etc. For entities in the nature of Limited Liability Partnership Firms, depreciation is calculated on written down value method at the rates prescribed under the Income Tax Act,1961. Depreciation on additions to assets or on sale/disposal of assets is calculated pro-rata from the month of such addition, or upto the month of such sale/disposal, as the case may be.

The estimated useful life of the Intangible Assets are amortized over a period of three years.

Leasohold Land amortized over a period of lease.

1.7. Inventories

Inventories consists of raw materials, packing materials, stock-in-trade and finished goods. Inventories are valued at lower of cost and net realisable value. Cost is determined on First-In-First-Out basis.

Cost of raw materials and packing materials includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods includes direct materials, labor and proportion of manufacturing overheads based on the normal operating capacity, wherever applicable. Cost of finished goods further includes other costs incurred in bringing the inventories to their present location and condition.

Cost of stock-in-trade includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

1.8. Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Gains and losses arising out of subsequent fluctuations are accounted for on actual payment or realization. Monetary items denominated in foreign currency as at the Balance Sheet date are converted at the exchange rates prevailing on that date. Exchange differences are recognized in the Statement of Profit and Loss.

1.9. Borrowing Costs

"Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur"

1.10. Taxation

Tax expense comprises of current and deferred tax.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax liability or asset is recognized for timing differences between the profits / losses offered for income tax and profits / losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax asset is recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognized only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonably / virtually certain to be realized."

1.11. Provisions, Contingent Liabilities & Contingent Assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of future events not wholly within the control of the Company. When there is an obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

A contingent asset is neither recognized nor disclosed in the financial statement.

1.12. Cash Flow Statements

Cash Flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

1.13. Cash & Cash Equivalent

Cash and cash equivalents comprise cash at bank and in hand and short-term investments with original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.14. Earnings per Share

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers of equity shares are adjusted for share splits and bonus shares, as appropriate.

For the purpose of calculating the 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.

1.15. Employee Benefits

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions to the scheme are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective trusts.

Gratuity liability is a defined benefit obligation and is provided on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Actuarial gains / losses are immediately taken to the profit and loss account and are not deferred.

The Company has adopted the Accounting Standard 15 (revised) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are provided in Note 25 of the Restated Financial statement.

1.16. Current and Non Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current / non-current classification.

"An asset is classified as current if it satisfies any of the following criteria:

- a) It is expected to be realized or intended to be sold or consumed in the Company's normal operating cycle,
- b) It is held primarily for the purpose of trading,
- c) It is expected to be realized within twelve months after the reporting period, or
- d) It is a cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current."

"A liability is classified as current if it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle,
- b) it is held primarily for the purpose of trading,
- c) it is due to be settled within twelve months after the reporting period
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Current liabilities include current portion of non-current financial liabilities."

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

1.17. Government grants and subsidies

Government grants and subsidies are recognised as per AS-12, when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. Government grant which is not in the nature of capital grant is treated as income and credited to profit & loss account.

1.18. Segment Reporting

Company is operating under a single segment.

Note 2 Notes to Restated Summary Statements:

The financial statements for the period / year ended on 30 September 2024, 31 March 2024, 2023 and 2022 respectively are prepared as per Schedule III of the Companies Act, 2013: -

i. Contingent liabilities and commitments (to the extent not provided for)

A disclosure for a contingent liability is reported in the notes to restated financial restatements as there is a possible obligation that may, require an outflow of the Company's resources.

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Claims not acknowledge as debts:				
Demand under section 143(1)(a) of the Income Tax Act, 1961	0.77	0.77	0.77	0.77
Demand under various section of TDS under the Income Tax Act, 1961	1.71	0.92	0.89	-
Demand notice u/s 61(1) of the CGST/ MGST Act, 2017	25.06	-	-	-
Penalty u/s 11(2) of Chapter IV of Foreign Trade (Development and Regulation) Act, 1992	17.03	17.03	-	-
Bank Guarantee given to Customers	40.60	19.85	-	-
Total	85.17	38.57	1.66	0.77

ii. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

On the basis of the information and records available with the management, dues to Micro, Small and Medium Enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006 are as follows:

(Amount in ₹ Lakhs)	
Particulars	Amount
2024-25 (till Sep'24)	140.32
2023-24	418.94
2022-23	4.52
2021-22	34.53

iii. Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note 30 of the enclosed Restated Financial Statements.

iv. Additional Information to the Financial Statements:

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
1. CIF Value of Imports				
Raw materials	-	-	-	-
Components and spare parts	2.30	11.80	-	4.02
Capital goods	-	-	-	78.00
2. Expenditure in Foreign Currency				
Purchase of Consumable	2.11	11.05	-	3.77
In USD (\$) (in full figures)	2,500	13,175	-	5,010
Purchase of Capital Goods	-	-	-	71.43
In USD (\$) (in full figures)	-	-	-	94,300
Sponsorship Fees	-	-	3.08	-
In USD (\$) (in full figures)	-	-	3,745	-
3. Earnings in Foreign Currency				

Export of goods calculated on F.O.B. basis;	61.05	227.09	436.67	117.66
4. Total value if all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;				
Total Consumption of Machine Spares	24.02	73.91	64.58	77.47
Import Machine Spares	2.11	11.05	-	3.77
Percentage	8.78%	14.96%	0.00%	4.86%
Indigenous Machine Spares	21.91	62.86	64.58	73.70
Percentage	91.22%	85.04%	100.00%	95.14%

v. Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the period / year is as under:

Particulars	(Amount in ₹ Lakhs)			
	Consolidated As at 30th September, 2024	Standalone As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
DTA/(DTL) on timing Difference in Depreciation as per Companies Act and Income Tax Act	4.94	3.82	6.20	(0.34)
DTA / (DTL) on timing Differences in others	38.68	39.75	14.46	13.65
Net Deferred Tax Asset/(Liability) (Closing Balance)	43.62	43.57	20.66	13.30

vi. Director's Remuneration:

Particulars	(Amount in ₹ Lakhs)			
	Consolidated As at 30th September, 2024	Standalone As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Directors' Remuneration (including sitting fees)	18.00	52.60	60.00	60.40

vii. Auditor's Remuneration:

Particulars	(Amount in ₹ Lakhs)			
	Consolidated As at 30th September, 2024	Standalone As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
As Auditors				
Statutory & Tax Audit Fees	2.63	5.30	0.70	0.60

viii. Earnings per Share:

Particulars	(Amount in ₹ Lakhs)			
	Consolidated As at 30th September, 2024	Standalone As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
A. Total Number of equity shares outstanding at the end of the period / year	10,10,316.00	10,10,316.00	7,91,200.00	7,91,200.00
B. Weighted average number of equity shares outstanding during the period / year	10,10,316.00	7,97,203.00	7,91,200.00	7,91,200.00
C. Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated) (Amt. in Lakhs)	221.70	233.15	149.22	64.24
D. Basic and Diluted earnings per share (Rs.)	21.94	29.25	18.86	8.12

The face value of Equity Shares of the Company was subdivided from Rs. 100.00 per Equity Share to Rs. 10.00 per Equity Share pursuant to Shareholders' resolution dated December 20, 2023. The impact of the same has been taken prospectively from F.Y. 2023-24. Except for allotments, Bonus Issue made on February 24, 2022 and Private placements made on March 22, 2024, there is no shares have been allotted pursuant to any contract without payment being received in cash.

ix. Figures have been rearranged and regrouped wherever practicable and considered necessary.

x. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

xi. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

xii. Realizations

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

xiii. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

xiv. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest Lakhs. Figures in brackets indicate negative values.

xv. Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements

There have been no audit qualifications/observations in Statutory Auditor's Report for F.Y. 2021-22, F.Y. 2022-23 and F.Y. 2023-24, half year ended Sep 2024 which requires adjustments in restated financial statements.

xvi. Material Adjustments

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule VI and Accounting Standards. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

Statement of Adjustments in the financial statements is presented here below:

RECONCILIATION STATEMENT OF RESTATED PROFIT:

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	For the period ended on			
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	182.31	159.69	190.05	98.35
Adjustments for:				
Provision for Gratuity	-	57.44	(3.22)	(9.45)
Change in Depreciation	52.57	8.80	(12.12)	(5.33)
Profit on sale of asset	-	6.08	4.40	-
Opening Inventory	-	6.93	(21.17)	(48.85)
Closing Inventory	-	-	(6.93)	21.18
Changes in Duty Drawback	-	0.37	(0.05)	(0.32)
Change in Subsidy Income	-	7.47	(7.46)	-
Change in Insurance Expense	-	(1.00)	0.05	0.24
Change in MPCB Fees	0.06	0.63	(0.47)	(0.23)
Changes in Interest	-	2.19	(1.78)	(0.41)
Change in Forex Gain/ Loss	-	4.05	(4.13)	0.09
Change in Tax Adjustments	(13.24)	(19.50)	12.05	8.97
Net Profit/(Loss) after Tax as per Restated Profit & Loss Account	221.70	233.15	149.22	64.24

1. Adjustment of Gratuity Expenses:

Company had accounted gratuity on cash basis, however during the restatement, Company has complied with the requirement of AS – 15 (Revised) “Employee Benefits” and accordingly booked Gratuity expenses basis of actuarial valuation report.

2. Adjustment on account of Provision of Deferred Tax Assets:

Due to Provision for Gratuity (Employee benefits), Difference of WDV of Fixed Assets as per Companies Act, 2013 and Income Tax Act, 1961 during the period of restatement, The Company has recalculated the deferred tax liability and deferred tax assets at the end of respective year ended at the rate of normal Tax rate applicable at the end of relevant year.

3. Accounting of Depreciation on Property, Plant and Equipment:

The depreciation was recalculated revised as per Companies Act 2013, Schedule II from starting period and the difference short/(Excess) has been restated and necessary effect is given in Schedule of Property, Plant & Equipment and Opening retained earnings.

4. Valuation of Inventory:

Earlier value of inventory has some error, now same has been restated.

5. Accounting of Prior Period Expenses:

During the restatement of Expenses / Income, booking has been reconsidered basis of the year to which expenses / incomes are pertaining to and accordingly all prior period expenses / incomes has been accrued to Restated Statement of Profit and Loss account of respective years. It includes Interest expense, Forex Gain / loss, Duty Drawback income, subsidy income, Insurance expense, MPCB fees.

The reconciliation of Equity and Reserves as per audited results and the Reserve & Surplus as per Restated Accounts is presented below: -

RECONCILIATION STATEMENT OF RESTATED RESERVE & SURPLUS:

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	For the period ended on			
	30-09-2024	31-03-2024	31-03-2023	31-03-2022
Reserves and Surplus as per audited balance sheet	1,344.91	1,162.60	732.08	542.26
Adjustments for:				
Difference in change in DTA	17.10	17.10	17.10	17.10
Prior Period adjustments:				
Gratuity	-	(57.44)	(54.22)	(44.77)
Profit on sale of assets	10.48	4.40	-	-
Depreciation	(63.07)	(71.87)	(59.75)	(54.42)
Change in Inventory	0.02	(6.91)	21.19	48.86
Prior Period adjustments	2.12	2.12	1.90	0.11
Changes in Duty Drawback	-	(0.37)	(0.32)	-
Change in Subsidy Income	0.01	(7.46)	-	-
Change in Insurance Expense	-	1.00	0.95	0.71
Change in MPCB Fees	(0.07)	(0.70)	(0.23)	-
Changes in Interest	-	(2.19)	(0.41)	-
Change in Forex Gain/ Loss	0.00	(4.05)	0.09	-
Tax Adjustments	(1.57)	17.93	5.88	(3.11)
Regrouping				
Regrouping of Short Excess Tax	-	-	0.22	1.79
Current Year Adjustments:				
Profit on sale of assets	-	6.08	4.40	-
Gratuity	-	57.44	(3.22)	(9.45)
Depreciation	52.57	8.80	(12.12)	(5.33)
Change in Opening Inventory	-	6.93	(21.17)	(48.85)
Change in Closing Inventory	-	-	(6.93)	21.18
Changes in Duty Drawback	-	0.37	(0.05)	(0.32)
Change in Subsidy Income	-	7.47	(7.46)	-
Change in Insurance Expense	-	(1.00)	0.05	0.24
Change in MPCB Fees	0.06	0.63	(0.47)	(0.23)

Changes in Interest	-	2.19	(1.78)	(0.41)
Change in Forex Gain/ Loss	-	4.05	(4.13)	0.09
Tax Adjustments	(13.24)	(19.50)	12.05	8.97
Reserves and Surplus as per Restated Balance sheet	1,349.32	1,127.62	623.65	474.42

Note:

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserve and Surplus due to the restated effect on the profit / (loss) of prior period.

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

ANNEXURE V

Note 3 Restated Statement of Share Capital

Particulars	Consolidated		Standalone	
	30th September, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Authorised share capital 20,00,000 equity shares of Rs.10 each (F.Y. 2023-24: 20,00,000 Equity Shares of Rs.10 each, F.Y. 2022-23: 80,000 Equity Shares of Rs.100 each & F.Y. 2021-22: 80,000 Equity Shares of Rs.100 each)	200.00	200.00	80.00	80.00
Issued, subscribe and fully paid up 10,10,316 equity shares of Rs.10 each (F.Y. 2023-24: 10,10,316 Equity Shares of Rs.10 each, F.Y. 2022-23: 79,120 Equity Shares of Rs.100 each & F.Y. 2021-22: 79,120 Equity Shares of Rs.100 each)	101.03	101.03	79.12	79.12

Notes:

(i) Rights, preferences and restrictions regarding equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share.

Each holder of equity shares is entitled to one vote per share.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The company has not declared dividend for the current year. However, in case of declaration of dividend, the distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shares issued for consideration other than cash / bonus shares

During the year ended March 2022, the Company had issued 20,000 equity shares of ₹ 100 each as fully paid-up bonus shares.

During the year ended 2024, The Company has allotted 1,09,558 shares to Mr.Samit S. Singhai and Mr.Akash S. Singhai each of Rs.10 each fully paid up

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Consolidated		Standalone	
	As at 30th September, 2024 (Number of shares)	As at 31st March, 2024 (Number of shares)	As at 31st March, 2023 (Number of shares)	As at 31st March, 2022 (Number of shares)
Equity Shares				
Reconciliation of number of shares				
Number of shares at the beginning of the period / year	10,10,316	79,120	79,120	59,120

Add: Fresh Shares issued during the period / year due to business acquisition	-	-	-	-
Add: Fresh Issue during the period / year	-	2,19,116	-	-
Add: Bonus Issue during the period / year	-	-	-	20,000
Number of shares due to stock split (Rs. 100 per share split into 10 shares of Rs. 10 each)	-	7,91,200	-	-
Number of shares at the end of the period / year	10,10,316	10,10,316	79,120	79,120
Face Value of share	Rs. 10 per share	Rs. 10 per share	Rs. 100 per share	Rs. 100 per share

Particulars	Consolidated				Standalone			
	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.
Equity shares outstanding at the beginning of the period / year	10,10,316	101.03	7,91,200	79.12	79,120	79.12	59,120	59.12
Add: Fresh Share Capital raised during the period / year	-	-	2,19,116	21.91	-	-	-	-
Add : Bonus Shares issued during the period / year	-	-	-	-	-	-	20,000	20.00
Less : Shares bought back during the period / year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the period / year	10,10,316	101.03	10,10,316	101.03	79,120	79.12	79,120	79.12

(iii) Particulars of shareholders holding more than 5% shares of fully paid up equity shares

Name of shareholders	Consolidated				Standalone			
	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Mr.Surendra F. Singhai	1,97,590	19.56	1,97,590	19.56	19,759	24.97	19,759	24.97
Mr.Samit S. Singhai	4,95,058	49.00	4,95,058	49.00	38,748	48.97	38,748	48.97
Mr.Akash S. Singhai	1,94,088	19.21	1,94,088	19.21	8,453	10.68	8,453	10.68
Mrs.Lata S. Singhai	69,520	6.88	69,520	6.88	6,952	8.79	6,952	8.79
Surendra Singhai HUF	45,500	4.50	45,500	4.50	4,550	5.75	4,550	5.75
	10,01,756	99.15	10,01,756	99.15	78,462	99.16	78,462	99.16

(iv) Except for allotments, Bonus Issue made on February 24, 2022 and Private placements made on March 22, 2024, there is no shares have been allotted pursuant to any contract without payment being received in cash. Further, no bonus shares have been allotted and no shares have been bought back by the company during any of the years immediately preceding September 30, 2024.

(v) Details of Shares held by Promoters at the end of the period / year

Promoter Name	Consolidated						Standalone					
	As at 30th September, 2024			As at 31st March, 2024			As at 31st March, 2023			As at 31st March, 2022		
	No. of shares	% of total shares	% Change during the period	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
Mr. Surendra F. Singhai	1,97,590	19.56	-	1,97,590	19.56	-	19,759	24.97	-	19,759	24.97	33.84
Mr. Samit S. Singhai	4,95,058	49.00	-	4,95,058	49.00	27.76	38,748	48.97	-	38,748	48.97	33.84
Mr. Akash S. Singhai	1,94,088	19.21	-	1,94,088	19.21	129.61	8,453	10.68	-	8,453	10.68	33.81
Mrs. Lata S. Singhai	69,520	6.88	-	69,520	6.88	-	6,952	8.79	-	6,952	8.79	33.85
	9,56,256	94.65		9,56,256	94.65		73,912	93.42		73,912	93.42	

Note 4
Restated Reserve & Surplus

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(a) Securities Premium Reserve				
Opening balance	404.06	133.23	133.23	133.23
Add: Through Private Placement	-	270.83	-	-
Closing balance	404.06	404.06	133.23	133.23
(b) Surplus/ Deficit				
Opening Balance	691.40	458.25	309.03	300.31
Add: Profit for the period / year	221.70	233.15	149.22	64.24
Less: Change in Accounting Estimates & Error	-	-	-	(35.52)
Less: Bonus issue of equity shares	-	-	-	(20.00)
Closing balance	913.10	691.40	458.25	309.03
(c) Capital Reserve				
Opening balance	32.16	32.16	32.16	32.16
Closing balance	32.16	32.16	32.16	32.16
Total	1,349.32	1,127.62	623.65	474.42

Note-5
Restated Long-Term Borrowings

(Amount in ₹ Lakhs)

Particulars	Consolidated				Standalone			
	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current
(a) Secured loans*								
Loans & Advances from bank								
Term loan obtained from Bank	251.65	-	290.73	-	375.62	-	361.78	-

Cash Credit	-	877.07	-	814.56	-	521.04	-	406.18
Current Maturity of Long term Secured Loans	-	73.97	-	78.00	-	78.46	-	70.00
Total (A)	251.65	951.04	290.73	892.56	375.62	599.50	361.78	476.18
(b) Unsecured Loans**								
Loans and advances from related parties	-	-	-	-	2.59	-	2.59	-
Total (B)	-	-	-	-	2.59	-	2.59	-
Total (A+B)	251.65	951.04	290.73	892.56	378.21	599.50	364.37	476.18

***Secured Term Loan:** For details regarding the tenure of loan, rate of interest, EMI amount and Collateral Security Refer Note "5(A)"

****Unsecured Term Loan:** For details regarding the tenure of loan, rate of interest, EMI amount and Collateral Security Refer Note "5(B)"

Notes:

(i)Particulars of long term borrowings and nature of security in case of secured liabilities:

(Amount in ₹ Lakhs)

Particulars	Consolidated				Standalone			
	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured	Secured	Unsecured
Term loans from banks:								
SBI Term loan A/C - 44833	228.42	-	257.84	-	293.50	-	162.87	-
SBI Buyer's Credit	-	-	-	-	-	-	41.51	-
SBI GECL - 77271	23.23	-	29.81	-	39.75	-	44.90	-
SBI GECL A/c - 94538	-	-	-	-	-	-	31.42	-
SBI TL A/c - 25220	-	-	3.08	-	42.37	-	81.08	-
Total	251.65	-	290.73	-	375.62	-	361.78	-
Loans and advances from related parties	-	-	-	-		2.59		2.59
Total	-	-	-	-	-	2.59	-	2.59

(ii)Particulars of Restated short term borrowings and nature of security in case of secured liabilities:

(Amount in ₹ Lakhs)

Particulars	Consolidated				Standalone			
	As at 30th September, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Secured	Unsecured	Secured	Unsecured	Secure d	Unsecure d	Secured	Unsecure d
Loans repayable on demand:								
From banks								
SBI Cash Credit-889306	497.88	-	403.49	-	429.11	-	406.18	-
SBI EB-MSME-CC-ABL	379.19	-	346.06	-	-	-	-	-
SBI SME CREDIT PLUS	-	-	-	-	24.75	-	-	-
SBI Export Packing Credit A/C No.0108	-	-	65.01	-	10.76	-	-	-
SBI Buyer's Credit	-	-	-	-	56.42	-	-	-
Total	877.07	-	814.56	-	521.04	-	406.18	-

(iii) Disclosure related to stock and debtor submitted to the bank on Quarterly Basis.

for the six months period ending 30th September, 2024

(Amount in ₹ Lakhs)

Quarter	Amount as per Books	Amounts as per submitted to bank	Difference	Reason

June-2024	1,113.85	1,090.12	23.73	Adjustment towards advance from customers and Inventory valuation.
September-2024	1,092.81	1,010.65	82.16	

for the year ending on 31st March, 2024

(Amount in ₹ Lakhs)

Quarter	Amount as per Books	Amounts as per submitted to bank	Difference	Reason
June-2023	1,175.58	1,051.88	123.70	Adjustment towards advance from customers and Inventory valuation.
September-2023	1,282.90	1,158.83	124.07	
December-2023	1,122.78	1,109.93	12.85	
March-2024	1,288.93	1,253.54	35.39	

for the year ending 31st March, 2023

(Amount in ₹ Lakhs)

Quarter	Amount as per Books	Amounts as per submitted to bank	Difference	Reason
June-2022	2,516.66	2,456.43	60.23	Adjustment towards advance from customers and Inventory valuation.
September-2022	8,978.41	2,672.29	6,306.12	
December-2022	5,413.10	2,972.41	2,440.69	
March-2023	4,472.47	3,619.02	853.45	

Note-5(A) Restated Statement of Principal Terms of Secured Loans & Assets Charged as Security as per Sanction Letter

(Amount in ₹ Lakhs)

Sr. No.	Name of Lender	Purpose	Sanctioned Amount	Rate of Interest	Security	Repayment Terms (in months)	Consolidated		Standalone	
							Outstanding as on		30st Sept'24	31st Mar'24
							30st Sept'24	31st Mar'24	31st Mar'23	31st Mar'22
1	State Bank of India	Term Loan	315.00	EBLR+1.25 %	Primary: Point 2 & 4 Collateral: Point 6 & 7	84 months(including 9 Months Moratorium)	281.67	296.84	311.36	169.87
2	State Bank of India	Term Loan	155.00	EBLR+1.25 %	Primary: Point 2 & 3 Collateral: Point 6 & 7	84 months (including 3 Months Moratorium)	8.12	29.48	68.77	105.08
3	State Bank of India	General Export Credit Limit	45.00	EBLR+0.10 %	Primary: Point 1 Collateral: Point 6 & 7	60 months (including 24 Months Moratorium)	35.83	42.41	44.75	44.90
4	State Bank of India	General Export Credit Limit	90.00	EBLR+ 0.75%	Primary: Point 5 Collateral: Point 6, 7 & 8	48 months (including 12 Months Moratorium)	-	-	29.20	61.42
5	State Bank of India	Stand By Line of Credit	25.00	EBLR+ 2.25%	Primary: Point 1 Collateral: Point 6 & 7	Repayable on Demand	-	-	24.75	-
6	State Bank of India	EPC (within CC limit of Sr. No. 7)	150.00	4.88%	Primary: Point 1 Collateral: Point 6 & 7	Repayable on Demand	-	65.01	10.76	-
7	State Bank of India	Cash Credit	565.00	EBLR+1.25 %	Primary: Point 1 Collateral: Point 6 & 7	Repayable on Demand	497.88	403.49	429.11	406.18
8	State Bank of India	Cash Credit	550.00	EBLR+ 0.75%	Collateral: Point 9 & 10	Repayable on Demand	379.19	346.06	-	-
9	State Bank of India	LC Buyer's Credit	55.00	EBLR+2.25 %	Collateral: Point 7 & 11	36 months (including 7 Months Moratorium)	-	-	56.42	50.51
Total							1,202.69	1,183.29	975.12	837.96

*Repayment Schedule shown above is on the basis of latest loan amount disbursed till 30th September, 2024.

Note:

Kasturi Metal Composite Limited

A. Primary Security:

1. Hypothecation of Stock of Metal casting, Steel Fibre, Steel Wool Fibre, etc. at factory/godown premises and all other places. Trade receivables and all the current assets purchased out of bank finance. Stock & Receivables including goods in transit, outstanding moneys, book debts.
2. Hypothecation of plant and machinery created out of bank finance.
3. Equitable mortgage of Factory land & building of unit situated at Plot No. D-13/1, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq & Dist. Amravati area: 1950 Square Meter, Boundaries : East : Plot No. D 13/2, West: plot No D-14, North : Plot No. D 13/2, South : MIDC Road.
4. Equitable mortgage of Factory land & building at plot no. A-98, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq & Dist. Amravati, Area: 2000 Square Meter, Boundaries: East: Plot No. D 13/2, West: plot No D-14, North : Plot No. D 13/2, South : MIDC Road.
5. Hypothecation of all receivables and entire existing and future stock of raw materials, Finished goods, Stock in Process, Stores and spares and all other current assets created out of bank finance and located at unit premises.

B. Collateral Security:

6. Residential House named "Kasturi" at plot no.12, S.No 47/1, Mouze peth Pragne-Badnera, Tq. Dist. Amravati, Located near Ganesh Vihar No.1, opp. Vyankatesh Lawn, Ravi Nagar-Sai nagar road at Amravati. Area:601.76 sq mtr, Owned by Smt.Latabai S. Singhai. Boundaries: East:Layout Road, West:Service Lane, North: Resi of Mr. Mishra, South: Layout Road.
7. Factory land & Building bearing plot no. A-30/3/1, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq. & Dist. Amravati - 444607. Area: 1925 Square Meter & Plot No. A-30/3, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq. & Dist. Amravati - 444607. Area: 1000 Square Meter Owned by M/s Kasturi Metal Composites Limited. Boundaries: East:Plot No.A-28, West:Plot No.A-30/1 & A-30/2, North: Plot No. A-31, South: MIDC Road.
8. Residential layout Plot No. 43 from Survey Number :11, situated at Mouje Saturna Beside Vijayshri Apartment , Ghanshyam Nagar, Saturna, Amravati-444601, Total Area: 4400 Sq Feet Owned by Shri Surender Fatechand Singhai. East: Shopping Plot in Layout, West: layot Road, North: Layot Road, South: Layot Road.
9. Commercial Plot No.T-23, Field Survey No.46, Navathe-Rajapeth Road,Opposite Hotel Point Mansarovar,Amravti-444605, Admeasuring 7590 Square Feet. belongs to Mr. Surendra Fatechand Singhai. Boundaries : East: Railway Line, West: Badnera Road, North: Position of Plot No. A-4, South: Land of Rasik Stores.
10. Commercial Plot No.A-4, Field Survey No.46, Navathe-Rajapeth Road,Opposite Hotel Point Mansarovar,Amravti-444605, Admeasuring 7740 Square Feet. belongs to Mr. Surendra Fatechand Singhai. Boundaries : East: Railway Line, West: Badnera Road, North: House of Nandi Bangali Mithaiwala, South: Singhai Workshop.
11. Equitable mortgage of Factory land & building of unit situated at Plot No. D-13/1, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq & Dist. Amravati area: 1950 Square Meter, Boundaries : East : Plot No. D 13/2, West: plot No D-14, North : Plot No. D 13/2, South : MIDC Road.

C. Third Party Gurantee:

Personal Gurantee of Directors and their relatives on above loans:

1. Mr. Samit Surendra Singhai
2. Mr. Akash Surendra Singhai
3. Mr. Surendra F. Singhai
4. Mrs Lata Surendra Singhai
5. Mrs Alka Samit Singhai
6. Mrs Pallavi Akash Singhai

Note-5(B)

Restated Statement of Terms & Conditions of unsecured loans (including current maturities)

From Others:

(Amount in ₹ Lakhs)

Name of Lender	Purpose	Re-Payment Schedule	Consolidated		Standalone	
			Outstanding as on			
			30st Sept'24	31st Mar'24	31st Mar'23	31st Mar'22
Mrs. Alka S. Singhai	Business Loan	Repayable on Demand	-	-	0.77	0.77
Mrs. Pallavi Akash Singhai	Business Loan	Repayable on Demand	-	-	0.57	0.57
Mr. Akash S. Singhai [HUF]	Business Loan	Repayable on Demand	-	-	0.55	0.55
Mr. Samit S. Singhai [HUF]	Business Loan	Repayable on Demand	-	-	0.55	0.55
Mrs. Lata Singhai	Business Loan	Repayable on Demand	-	-	0.15	0.15
Total			-	-	2.59	2.59

Note-6
Restated Other Long-Term Liabilities

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Others:				
Advance for sale of Property	-	-	14.50	-
Total	-	-	14.50	-

Note-7
Restated Long term provisions

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Provision for employee benefits	96.24	88.44	26.94	25.54
Total	96.24	88.44	26.94	25.54

Note-8
Restated Trade Payables

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Total outstanding dues of micro and small enterprises	140.32	418.94	4.52	34.53
Total outstanding dues of Trade payables other than Micro and small enterprises	289.96	132.98	310.02	164.01
Total	430.28	551.92	314.54	198.54

Disclosure related to MSMED Act, 2006

Dues to Micro & Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditor. Moreover the Company is in the process of updating its suppliers data, as to the status as a Micro Small & Medium Enterprise.

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
(a) Amount remaining unpaid to any supplier at the end of each accounting period:				
Principal	140.32	418.94	4.52	34.53
Interest	-	-	-	-
Total	140.32	418.94	4.52	34.53
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting period.	-	-	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting period.	-	-	-	-

(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-	-
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NOTE 8(i)

Ageing of Trade payables due for payment for the six month ending 30 September 2024

(Amount in ₹ Lakhs)

Particulars	Outstanding for following period					Total
	Unbilled Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	140.31	0.01	-	-	140.32
(ii) Others	-	289.91	-	-	-	289.91
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	0.05	-	-	-	0.05

NOTE 8(ii)

Ageing of Trade payables due for payment for the year ending 31 March 2024

(Amount in ₹ Lakhs)

Particulars	Outstanding for following period					Total
	Unbilled Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	418.83	0.11	-	-	418.94
(ii) Others	-	122.98	-	-	-	122.98
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	10.00	10.00

NOTE 8(iii)

Ageing of Trade payables due for payment for the year ending 31 March 2023

(Amount in ₹ Lakhs)

Particulars	Outstanding for following period					Total
	Unbilled Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	4.52	-	-	-	4.52
(ii) Others	-	309.71	0.30	-	-	310.02
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-	-

NOTE 8(iv)

Ageing of Trade payables due for payment for the year ending 31 March 2022

(Amount in ₹ Lakhs)

Particulars	Outstanding for following period					Total
	Unbilled Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	34.53	-	-	-	34.53
(ii) Others	-	163.89	0.12	-	-	164.01
(iii) Disputed Dues -MSME	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-	-

Note-9

Restated Other Current Liabilities

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Income received in advance:				
Advance from Customers	12.08	150.15	1.28	1.66
Other payables:				

Statutory Dues Payable	65.29	51.51	21.00	18.44
Employee Benefits Payables	54.75	41.02	11.70	9.96
Others Expenses	75.17	44.94	54.97	33.01
Total	207.29	287.62	88.95	63.07

Note-10
Restated Short term provisions

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Provision of Tax (Net of Advance Tax)	61.80	32.19	15.06	-
Provision for Gratuity	8.23	19.74	30.50	28.68
Total	70.03	51.93	45.56	28.68

Note 11

Restated Property, Plant & Equipments

The changes in the carrying value of Consolidated fixed assets for the six month ended September 30, 2024 are as follows:

(Amount in ₹ Lakhs)

Particulars	Gross Block			Accumulated depreciation and impairment				Net Block		
	Balance as at 1st April 2024	Additions	Disposals	Balance as at 30th September 2024	Balance as at 1st April 2024	Depreciation / amortisation expense for the period	Eliminated on disposal of assets	Balance as at 30th September 2024	Balance as at 31st March 2024	Balance as at 30th September 2024
A) Tangible Assets										
Office Buildings	198.67	2.92	-	201.59	108.74	4.35	-	113.09	89.93	88.50
Land	24.84	51.21	-	76.05	-	-	-	-	24.84	76.05
Factory Shed	225.69	2.24	-	227.93	73.88	7.35	-	81.23	151.81	146.70
Plant & Machinery	1,172.80	47.91	-	1,220.71	441.81	65.62	-	507.43	730.99	713.28
Lab Equipment	1.32	-	-	1.32	1.07	0.01	-	1.08	0.25	0.24
Office equipment	3.66	0.22	-	3.88	1.91	0.39	-	2.30	1.75	1.58
Electrical Equipments	56.86	0.70	-	57.56	26.19	4.01	-	30.20	30.67	27.36
Furniture & Fixture	50.52	1.33	-	51.85	12.56	2.98	-	15.54	37.96	36.31
Computers & Equipment	12.06	2.19	-	14.25	7.70	1.46	-	9.16	4.36	5.09
Motor Vehicle	9.88	1.92	-	11.80	4.98	0.77	-	5.75	4.90	6.05
Total (A)	1,756.30	110.64	-	1,866.94	678.84	86.94	-	765.78	1,077.46	1,101.16
B) Intangible Assets										
Website Asset (Amortized)	1.45	-	-	1.45	1.32	0.01	-	1.33	0.13	0.13
Total (B)	1.45	-	-	1.45	1.32	0.01	-	1.33	0.13	0.13
C) Capital Work-in-progress										
Civil Work and Sheds (W.I.P)	0.41	-	0.41	-	-	-	-	-	0.41	-
Total (C)	0.41	-	0.41	-	-	-	-	-	0.41	-
Total (A+B+C)	1,758.16	110.64	0.41	1,868.39	680.16	86.95	-	767.11	1,078.00	1,101.29

The changes in the carrying value of Consolidated fixed assets for the year ended March 31, 2024 are as follows:

(Amount in ₹ Lakhs)

Particulars	Gross Block					Accumulated depreciation and impairment				Net Block	
	Balance as at 1st April 2023	Addition pursuant to acquisition of subsidiary	Additions	Disposals	Balance as at 31st March 2024	Balance as at 1st April 2023	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31st March 2024	Balance as at 31st March 2023	Balance as at 31st March 2024
A) Tangible Assets											
Office Buildings	198.67	-	-	-	198.67	99.30	9.44	-	108.74	99.37	89.93
Land	24.84	-	-	-	24.84	-	-	-	-	24.84	24.84
Factory Shed	236.73	-	20.59	31.63	225.69	72.62	14.93	13.67	73.88	164.11	151.81
Plant & Machinery	771.93	302.00	98.87	-	1,172.80	341.94	99.87	-	441.81	429.99	730.99
Lab Equipment	1.32	-	-	-	1.32	1.05	0.02	-	1.07	0.27	0.25
Office equipment	1.81	-	1.85	-	3.66	1.40	0.51	-	1.91	0.41	1.75
Electrical Equipments	47.91	-	8.95	-	56.86	17.72	8.47	-	26.19	30.19	30.67
Furniture & Fixture	22.23	20.92	7.67	0.30	50.52	8.09	4.47	-	12.56	14.14	37.96
Computers & Equipment	7.59	3.70	0.77	-	12.06	6.32	1.38	-	7.70	1.27	4.36
Motor Vehicle	8.10	1.32	0.46	-	9.88	3.42	1.56	-	4.98	4.68	4.90
Total (A)	1,321.13	327.94	139.16	31.93	1,756.30	551.86	140.65	13.67	678.84	769.27	1,077.46
B) Intangible Assets											
Website Asset (Amortized)	1.39	0.06	-	-	1.45	1.18	0.14	-	1.32	0.21	0.13
Total (B)	1.39	0.06	-	-	1.45	1.18	0.14	-	1.32	0.21	0.13
C) Capital Work-in-progress											
Civil Work and Sheds (W.I.P)	16.41	-	4.59	20.59	0.41	-	-	-	-	16.41	0.41
Total (C)	16.41	-	4.59	20.59	0.41	-	-	-	-	16.41	0.41
Total (A+B+C)	1,338.93	328.00	143.75	52.52	1,758.16	553.04	140.79	13.67	680.16	785.89	1,078.00

CWIP Ageing Schedule as on March 31, 2024

(Amount in ₹ Lakhs)

CWIP	Amount in CWIP for a period of			Total
	1 - 2 Years	2 - 3 Years	More than 3 Years	
Projects-in-progress	0.41	-	-	0.41

The changes in the carrying value of fixed assets for the year ended March 31, 2023 are as follows:

(Amount in ₹ Lakhs)

Particulars	Gross Block			Accumulated depreciation and impairment				Net Block		
	Balance as at 1st April 2022	Additions	Disposals	Balance as at 31st March 2023	Balance as at 1st April 2022	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31st March 2023	Balance as at 31st March 2022	Balance as at 31st March 2023
A) Tangible Assets										
Office Buildings	198.67	-	-	198.67	88.87	10.43	-	99.30	109.80	99.37
Land	23.50	1.34	-	24.84	-	-	-	-	23.50	24.84
Factory Buildings	269.18	0.39	32.84	236.73	65.40	19.37	12.15	72.62	203.78	164.11
Plant & Machinery	574.69	197.24	-	771.93	253.53	88.41	-	341.94	321.16	429.99
Lab Equipment	1.32	-	-	1.32	1.02	0.03	-	1.05	0.30	0.27
Office equipment	1.81	-	-	1.81	1.08	0.32	-	1.40	0.73	0.41
Electrical Equipments	37.70	10.21	-	47.91	8.63	9.09	-	17.72	29.07	30.19
Furniture & Fixture	12.95	9.28	-	22.23	6.12	1.97	-	8.09	6.83	14.14
Computers & Equipment	7.59	-	-	7.59	4.47	1.85	-	6.32	3.12	1.27
Motor Vehicle	3.99	4.11	-	8.10	1.89	1.53	-	3.42	2.10	4.68
Total (A)	1,131.40	222.57	32.84	1,321.13	431.01	133.00	12.15	551.86	700.39	769.27
B) Intangible Assets										
Website Asset (Amortized)	1.39	-	-	1.39	1.14	0.04	-	1.18	0.25	0.21
Total (B)	1.39	-	-	1.39	1.14	0.04	-	1.18	0.25	0.21
C) Capital Work-in-progress										
Civil Work and Sheds (W.I.P)	-	16.41	-	16.41	-	-	-	-	-	16.41
Total (C)	-	16.41	-	16.41	-	-	-	-	-	16.41
Total (A+B+C)	1,132.79	238.98	32.84	1,338.93	432.15	133.04	12.15	553.04	700.64	785.89

CWIP Ageing Schedule as on March 31, 2023

(Amount in ₹ Lakhs)

CWIP	Amount in CWIP for a period of			Total
	1 - 2 Years	2 - 3 Years	More than 3 Years	
Projects-in-progress	16.41	-	-	16.41

The changes in the carrying value of fixed assets for the year ended March 31, 2022 are as follows:

(Amount in ₹ Lakhs)

Particulars	Gross Block			Accumulated depreciation and impairment				Net Block		
	Balance as at 1st April 2021	Additions	Disposals	Balance as at 31st March 2022	Balance as at 1st April 2021	Depreciation / amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31st March 2022	Balance as at 31st March 2021	Balance as at 31st March 2022
A) Tangible Assets										
Office Buildings	198.67	-	-	198.67	77.35	11.52	-	88.87	121.32	109.80
Land	23.50	-	-	23.50	-	-	-	-	23.50	23.50
Factory Buildings	130.88	138.30	-	269.18	56.24	9.16	-	65.40	74.65	203.78
Plant & Machinery	407.33	167.36	-	574.69	212.22	41.31	-	253.53	195.11	321.16
Lab Equipment	1.32	-	-	1.32	0.99	0.03	-	1.02	0.33	0.30
Office Equipments	1.49	0.32	-	1.81	0.72	0.36	-	1.08	0.77	0.73
Electrical Equipment	12.82	24.88	-	37.70	5.57	3.06	-	8.63	7.26	29.07
Furniture & Fixture	9.53	3.42	-	12.95	4.93	1.19	-	6.12	4.60	6.83
Computers & Equipment	4.55	3.04	-	7.59	4.01	0.46	-	4.47	0.54	3.12
Motor Vehicle	3.99	-	-	3.99	0.93	0.96	-	1.89	3.07	2.10
Total (A)	794.08	337.32	-	1,131.40	362.96	68.05	-	431.01	431.15	700.39
B) Intangible Assets										
Website Asset (Amortized)	1.39	-	-	1.39	1.07	0.06	-	1.14	0.31	0.25
Total (B)	1.39	-	-	1.39	1.07	0.06	-	1.14	0.31	0.25
Total (A+B)	795.47	337.32	-	1,132.79	364.03	68.11	-	432.15	431.46	700.64

Note-12
Restated Deferred Tax Assets/Liabilities (Net)

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Assets	43.62	43.57	20.66	13.30
Total	43.62	43.57	20.66	13.30

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Liability				
1. Depreciation				
WDV as per Companies Act	679.11	730.08	744.64	677.13
WDV as per Income Tax Act	698.74	745.27	769.27	675.77
Total	19.63	15.19	24.63	(1.36)
2. Expenses allowable/(not allowable) under Income Tax Act				
u/s 43B	106.25	111.18	57.44	54.22
Difference	106.25	111.18	57.44	54.22
Net Deferred Tax (Liability) / Assets	43.62	43.57	20.66	13.30
Opening Balance of Deferred Tax (Liability) / Assets	43.57	31.23	13.30	14.08
Add: Recognised to P/L in the current Year	0.05	12.34	7.36	(0.78)
Closing Balance of Deferred Tax (Liability)/ Assets	43.62	43.57	20.66	13.30

Note-13

Restated Long Term Loans & Advances (Unsecured, considered good unless otherwise stated)

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Loans and advances to related Party	-	-	19.13	63.34
Capital Advances	-	-	20.00	-
Total	-	-	39.13	63.34

Note-14

Restated Other Non-Current Assets

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Long Term Trade Receivables:				
Security Deposits	23.47	23.67	39.49	42.17
Others:				
Fixed deposit for more than 12 Months	-	2.47	2.32	0.74
Other Deposit	-	-	0.42	0.42
Total	23.47	26.14	42.23	43.33

Note-15
Restated Inventories

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Raw Material	172.06	225.52	151.45	99.37
Finished Goods	326.28	205.33	141.83	96.23
Work-In-Progress	295.98	236.02	147.54	100.70
Stock-in-trade	0.60	0.60	1.13	1.18
Consumables, Packing Material and Machine Tools	49.59	30.47	24.53	13.64
(As Valued & Certified by Management)				
Total	844.51	697.94	466.48	311.12

Note: Inventories are valued on FIFO Basis, except FG & WIP which is valued on Cost or NRV whichever is lower).

Note-16
Restated Trade Receivables

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Secured, considered good	-	-	-	-
Unsecured, considered good	928.16	1,003.40	758.16	413.33
Doubtful	1.79	2.59	-	-
Less: Provision for doubtful debts	(1.79)	(2.59)	-	-
Total	928.16	1,003.40	758.16	413.33

NOTE 16 (i)

For Trade Receivables outstanding, Trade Receivables Ageing Schedule for six month ending 30 Sept 2024

(Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from date of transaction						Total
	Unbilled Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	-	856.59	20.74	39.91	10.92	-	928.15
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	1.79	-	1.79
Less: Provision for doubtful debts	-	-	-	-	(1.79)	-	(1.79)

NOTE 16 (ii)

For Trade Receivables outstanding, Trade Receivables Ageing Schedule for year ending 31 March 2024

(Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from date of transaction						Total
	Unbilled Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	-	917.98	75.79	7.79	1.84	-	1,003.40
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-

Kasturi Metal Composite Limited

(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	2.59	-	2.59
Less: Provision for doubtful debts	-	-	-	-	(2.59)	-	(2.59)

NOTE 16 (iii)

For Trade Receivables outstanding, Trade Receivables Ageing Schedule for year ending 31 March 2023
 (Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from date of transaction						Total
	Unbilled Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	-	680.86	58.60	18.70	-	-	758.16
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
Less: Provision for doubtful debts	-	-	-	-	-	-	-

NOTE 16 (iv)

For Trade Receivables outstanding, Trade Receivables Ageing Schedule for year ending 31 March 2022
 (Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from date of transaction						Total
	Unbilled Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables — considered good	-	396.40	4.56	12.37	-	-	413.33
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
Less: Provision for doubtful debts	-	-	-	-	-	-	-

Note-17
Restated Cash & Cash Equivalents

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balances with banks	5.05	2.98	-	100.09
Cash on hand	7.68	9.02	27.21	8.39
Others				
Balances in Wallets	2.72	4.54	-	-
Fixed deposits with maturity less than 3 months	-	-	25.00	-
Total	15.45	16.54	52.21	108.48

Note-18
Restated Short-Term Loans & Advances (Unsecured, considered good unless otherwise stated)
(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Advance to Employee	2.38	1.74	1.36	0.95
Other Receivables	-	0.16	-	-
Loan to Related Party	-	68.03	-	-
Accrued Interest on FD	0.30	0.16	-	-
Retention Receivable	196.24	143.92	-	-
Security Deposit	4.07	1.37	-	-
Unearned Revenue	115.70	157.16	-	-
Advance to Suppliers	15.26	8.66	0.83	47.47
Advance for Expenses	-	-	2.00	4.50
TOTAL	333.95	381.20	4.19	52.92

Note-19
Restated Other Current Assets (Unsecured, considered good)
(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Prepaid Expenses	17.23	17.85	1.83	2.25
Advance Tax (Net of Provision)	8.16	13.72	-	0.58
Balance with revenue Authorities	-	-	0.19	0.63
Fixed Deposit Less than 12 Months	12.77	7.08	-	-
Total	38.16	38.65	2.02	3.46

Note-20
Restated Revenue from Operations
(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Sale of Products:				
Domestic Sales	1,421.41	3,369.89	3,171.33	2,148.58
Trading Goods	225.50	446.04	103.94	55.28
Export Sales	61.05	227.09	436.67	117.66
Sale of Services:				
Sale of services	1,357.35	868.57	-	-
Unbilled Revenue	115.70	62.96	-	-
Total	3,181.01	4,974.55	3,711.94	2,321.52

Note-21
Restated Other Income
(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Interest Income:				
Interest on Bank FDR	0.28	0.15	0.08	0.10
Other Interest	7.34	8.21	6.40	4.38
Interest on Deposits	-	-	0.52	0.47

Kasturi Metal Composite Limited

Other non-operating income:				
Rental Income	-	-	2.64	2.64
PSI 2013 VAT Subsidy	2.62	16.83	4.99	10.22
Profit on sale of property	-	11.54	8.31	-
Duty Drawback on Exports	-	1.70	1.25	1.32
Bad Debt Recovered	0.80	-	0.49	-
Discount	-	-	0.35	-
Forex Gain/Loss	-	-	0.33	0.09
Loss in Transit	-	-	-	0.58
Sundry Balance written back	1.02	5.73	-	-
Misc. Income	0.12	1.61	-	0.30
Total	12.18	45.77	25.36	20.10

Note-22
Restated Cost of Material Consumed

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Opening stock of Raw Material	225.52	151.45	99.37	55.01
Acquired on account of Acquisition of Subsidiary	-	71.36	-	-
Add : Purchases	1,563.23	2,801.65	2,479.11	1,628.32
	1,788.75	3,024.46	2,578.48	1,683.33
Less : Closing stock of Raw Material	172.06	225.52	151.45	99.37
Cost of material consumed	1,616.69	2,798.94	2,427.03	1,583.96

22.1.
Restated Details of Raw Material Consumed

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
MS Wire 5.5 mm	1,605.51	2,756.30	2,384.05	1,557.67
Packing Material	11.18	42.64	42.98	26.29
Total	1,616.69	2,798.94	2,427.03	1,583.96

Note-23
Restated Changes in Inventory of Finished Goods, Work-in-progress, Stock-in-Trade

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Inventories at the end of the period / year				
Finished Goods	326.28	205.33	141.83	96.23
Work in Progress	295.98	236.02	147.54	100.70
Stock-in-trade	0.60	0.60	1.13	1.18
	622.86	441.95	290.50	198.11
Inventories at the beginning of the period / year				
Finished Goods	205.33	141.83	96.23	11.02
Work in Progress	236.02	147.54	100.70	89.61
Stock-in-trade	0.60	1.13	1.18	1.69
	441.95	290.50	198.11	102.32
Net (increase) / decrease	(180.91)	(151.45)	(92.39)	(95.79)

Note-24
 Restated Direct Site Expense

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Loading and unloading charges	0.27	0.17	-	-
Consultancy & Sub Contract	217.43	44.70	-	-
Power and Fuel	0.31	1.46	-	-
Freight Expenses	88.16	46.10	-	-
Rent	16.93	12.20	-	-
Repairs and maintenance	20.34	42.14	-	-
Site Expenses	66.15	82.65	-	-
Travel Expense	35.17	21.85	-	-
Safety Expense	7.26	9.77	-	-
Other Direct Expenses	-	6.54	-	-
Total	452.02	267.58	-	-

 Note-25
 Restated Employee Benefit Expenses

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Salary & Wages	264.00	250.66	154.41	127.97
Director's Remuneration	18.00	52.60	60.00	60.40
Gratuity	(3.71)	50.74	3.22	9.45
Contribution to Funds	16.18	21.68	13.87	11.85
Staff Welfare Expenses	10.10	10.23	5.71	6.88
Total	304.57	385.91	237.21	216.55

25.1. Employee Benefits (Disclosures as per AS 15 Revised)

The company offers following defined benefits to its employees:

 i. **Gratuity (Non - funded)**

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Assumptions				
Discount Rate	6.76%	7.09%	7.29%	6.85%
Salary Escalation Rate	5%-11%	5%-11%	5%	5%
Withdrawal rates	5%-8%	5%-8%	5%	5%
Present value of obligations				
Present value of obligations at beginning of period	108.19	57.45	54.23	44.77
Interest cost	3.84	4.19	3.71	2.83
Current Service Cost	16.58	47.03	7.29	6.37
Liability Transferred in / (out)	-	-	-	-
Past Service Cost - (Non-vested Benefits)	-	-	-	-
Past Service Cost - (Vested Benefits)	-	-	-	-
Benefits Paid	-	-	-	-
Actuarial (gain)/loss on obligation	(24.14)	(0.48)	(7.78)	0.26
Present value of obligations at end of period	104.47	108.19	57.45	54.23
The fair value of plan assets				
Fair Value of Plan Assets at beginning of period	-	-	-	-

Kasturi Metal Composite Limited

Adjustment to Opening Fair Value of Plan Assets	-	-	-	-
Actual Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefit Paid	-	-	-	-
Fair Value of Plan Assets at end of period	-	-	-	-
Funded Status	(104.47)	(108.19)	(57.45)	(15.71)
Excess of actual over estimated return on Plan Assets	-	-	-	-
Actuarial Gain/Loss recognized				
Actuarial Gain/(Loss) for the period (Obligation)	24.14	0.48	7.78	(0.26)
Actuarial Gain/(Loss) for the period (Plan Assets)	-	-	-	-
Total Gain/(Loss) for the period	24.14	0.48	7.78	(0.26)
Actuarial Gain/(Loss) recognized for the period	24.14	0.48	7.78	(0.26)
Unrecognized Actuarial Gain/(Loss) at end of period	-	-	-	-
The amounts to be recognized in the balance sheet				
Opening Net Liability	108.19	57.45	54.23	44.77
Adjustment to Opening Fair Value of Plan Assets	-	-	-	-
Expenses as above	(3.72)	50.74	3.22	9.46
Contribution paid	-	-	-	-
Liability Transferred in / (out)	-	-	-	-
Closing Net Liability	104.47	108.19	57.45	54.23
Expenses to be Recognised in statement of Profit & loss				
Current Service Cost	16.58	47.03	7.29	6.37
Interest cost	3.84	4.19	3.71	2.83
Past Service Cost - (Non-vested Benefits)	-	-	-	-
Past Service Cost - (Vested Benefits)	-	-	-	-
Unrecognised Past Service Cost - Non-Vested Benefits	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/Loss recognized for the period	(24.14)	(0.48)	(7.78)	0.26
Adjustment to Opening Fair Value of Plan Assets	-	-	-	-
Expense recognized in the statement of P & L A/C	(3.72)	50.74	3.22	9.46

Note-26
Restated Finance Costs

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Interest expense:				
Interest on Loan	56.91	107.65	90.02	44.25
Interest to others	0.01	0.30	-	-
Other borrowing costs:				
Bank Charges and Commission	0.95	5.58	3.97	9.50
Total	57.87	113.53	93.99	53.75

Note-27
Restated Depreciation & Amortization

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Depreciation on Tangible Assets	86.94	140.65	133.00	68.05
Amortisation of Intangible Assets	0.01	0.14	0.04	0.06
Total	86.95	140.79	133.04	68.11

Note-28
Restated Other Expenses

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Consumption of stores and spare parts	24.02	73.91	64.58	77.47
Power & Fuel	95.62	186.53	166.36	95.17
Exchange Gain & Loss	-	0.64	4.13	1.33
Freight & Carriage	89.52	253.77	229.42	150.58
Testing Expenses	-	-	0.79	0.25
Repair and maintenance	7.03	40.88	11.33	6.58
Rent, Rates & Taxes	4.86	3.89	6.34	7.96
Research & Development Expenses	3.47	7.72	-	-
Professional Fees	7.06	8.47	2.70	2.11
Administration and Office Expenses	2.84	3.93	1.64	2.30
Advertisement & Marketing Expenses	0.93	1.94	0.86	0.87
Payment to Auditors	2.63	4.25	0.70	0.60
Bad Debts	-	2.59	-	1.71
Commission and Brokerage	43.63	70.89	101.10	18.43
Consultancy Charges	-	-	-	-
Insurance	0.83	2.10	1.17	0.99
ISO Audit Expenses	-	-	0.41	0.41
Travelling & Conveyance	8.13	11.32	14.15	5.29
Postage & Courier	-	-	0.66	0.87
Printing and Stationery	2.90	2.67	1.00	0.77
Sales Promotion	-	-	-	1.43
Sundry Debit Balance written Off	-	-	-	-
Other expenses	14.42	25.81	10.42	4.78
TOTAL	307.89	701.31	617.76	379.90

Note-29
Restated Earnings Per Share (EPS)

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit/(loss) as per profit and loss statement (Amt in Lakhs)	221.70	233.15	149.22	64.24
No. of shares outstanding at the start of the period / year	10,10,316	79,120	79,120	59,120
No of shares allotted during the period / year	-	2,19,116	-	-
Bonus Issue	-	-	-	20,000
Increase in Number of Shares due to share split	-	7,12,080	-	-
Total no. of shares outstanding at end of the period / year	10,10,316	10,10,316	79,120	79,120
Total no. of shares outstanding at end of the period / year considering sub-division	10,10,316	10,10,316	7,91,200	7,91,200
Weighted Average number of equity shares *	10,10,316	7,97,203	7,91,200	7,91,200
Basic Earning Per share				
Net profit/(loss) for the period attributable to equity shareholders Weighted Average No. of Equity Shares Outstanding during the period / Year**	21.94	29.25	18.86	8.12
Diluted Earning per share				
Net profit/(loss) for the period attributable to equity shareholders Weighted Average No. of Equity Shares Outstanding during the period / Year**	21.94	29.25	18.86	8.12
Nominal Value Per Share	10.00	10.00	100.00	100.00

* Weighted average number of equity shares have been calculated after taking into consideration the preferential allotment made on March 22, 2024 and Bonus issue made on February 24, 2022.

Kasturi Metal Composite Limited

**(Due to stock split in the year 2023-24, the face value of equity shares has been reduced from 100 Rs. each to 10 Rs. each. Hence the EPS has been calculated using the number of shares after Stock Split)

Note-30
Restated Information in accordance with the requirements of Accounting standard 18 on Related Party Disclosures

In accordance with the requirements of Accounting Standard – 18 on Related Party Disclosures, the names of the related parties where control exists and with whom transactions have taken place during the year and description of relationships as identified and certified by the management are given below:

A. List of related parties:	
Name of the related parties and Nature of relationship	
Group Company	
Kasturi Metal Composite Limited	
Key Managerial Personnel	
Mr. Samit Surendra Singhai	Chairman & Managing Director (Reappointed w.e.f. December 20, 2024)
Mr. Akash Surendra Singhai	Whole Time Director (Reappointed w.e.f. December 20, 2024)
Mr. Pravin Kesharwani	Chief Financial Officer (w.e.f. September 27, 2024)
Mr. Mayur Ashok Zamvar	Non-Executive Director (w.e.f December 26, 2023)
Ms. Shubhada Mukesh Zanwar	Non-Executive Director (w.e.f. September 30, 2024)
Mr. Mohit Manoharlal Ganeshani	Non-Executive Independent Director (w.e.f. September 30, 2024)
Mr. Ashish Madanmohan Mundhada	Non-Executive Independent Director (w.e.f. September 30, 2024)
Ms. Madhu Awasthi	Company Secretary and Compliance Officer (w.e.f. February 1, 2025)
Mr. Fahad Saeed Kothivale	Company Secretary and Compliance Officer (upto January 31, 2025)
Mr. Surendra Fatechand Singhai	Director (upto December 20, 2023)
Mrs. Pallavi Akash Singhai	Director (upto December 20, 2023)
Mrs. Alka Samit Singhai	Director (upto December 20, 2023)
Mrs. Lata Surendra Singhai	Director (upto December 20, 2023)
Relative of Key Managerial Personnel	
Surendra Fetechand Singhai	
Lata Surendra Singhai	
Alka Singhai	
Pallavi Singhai	
Surendra Singhai (HUF)	
Samit Singhai (HUF)	
Akash Singhai (HUF)	
Enterprise under Significant Influence of Key Managerial Personnel	
Kasturi Petroleum	
Durafloor Concrete Solution LLP (upto December 28, 2023)	
Flatworx Consulting LLP	

Transactions during the period / year:
(Amount in ₹ Lakhs)

Particulars	For the period / year ended			
	Consolidated		Standalone	
	30-Sep-24	31-Mar-24	31-Mar-23	31-Mar-22
Receiving of services				
Kasturi Petroleum (Purchase of Goods)	1.68	7.23	5.27	6.57
Surendra Singhai (Salary)	-	12.50	12.00	12.40
Samit Singhai (Director Remuneration)	9.00	12.50	12.00	12.00
Akash Singhai (Director Remuneration)	9.00	12.50	12.00	12.00
Pallavi Singhai (Salary)	6.60	12.50	12.00	12.00
Alka Singhai (Salary)	6.60	12.50	12.00	12.00
Surendra Singhai (Rent)	-	-	2.16	1.80
Surendra Singhai HUF (Rent)	-	-	2.38	2.00
Pravin Kesharwani	0.07	-	-	-
Durafloor Concrete Solution LLP	-	3.70	-	18.05
Reimbursement of Expense				
Akash Singhai	2.49	0.39	-	-
Samit Singhai	1.37	0.06	3.81	2.09

Kasturi Metal Composite Limited

Amount withdrawn from Partner's Capital Account				
Akash Singhai	38.40	-	-	-
Samit Singhai	7.60	-	-	-
Sale of Goods				
Durafloor Concrete Solution LLP	-	36.00	47.11	32.57
Rental Income				
Durafloor Concrete Solution LLP	-	-	1.44	1.44
Flatworx Consulting LLP	-	-	1.20	1.20
Technical Fees				
Flatworx Consulting LLP	20.48	47.42	-	-
Interest Income				
Durafloor Concrete Solution LLP	-	4.70	6.40	4.38
Kasturi Petroleum	2.72	-	-	-
Loan Given				
Mr. Samit Singhai	-	19.60	-	20.00
Kasturi Petroleum	2.45	1.61	21.50	10.00
Durafloor Concrete Solution LLP	-	40.00	-	-
Contribution in Partner's Capital Account				
Akash Singhai	0.27	65.30	-	-
Samit Singhai	-	5.02	-	-
Partner Remuneration Paid				
Samit Singhai	12.50	25.00	-	-
Akash Singhai	12.50	25.00	-	-
Interest on capital paid				
Samit Singhai	(3.11)	0.45	-	-
Akash Singhai	(1.25)	0.45	-	-
Loan Repayment Received				
Kasturi Petroleum	70.48	0.03	31.47	-
Durafloor Concrete Solution LLP	-	63.79	40.00	40.00
Surendra F. Singhai	-	-	-	7.33
Samit Singhai	-	19.60	-	20.00
Samit Singhai (HUF)	-	0.73	-	-
Akash Singhai (HUF)	-	0.73	-	-
Surendra F. Singhai (HUF)	-	0.18	-	-
Loan Repaid				
Alka Singhai	-	0.77	-	-
Lata Singhai	-	0.15	-	-
Pallavi Singhai	-	0.57	-	-

Balances outstanding at the end of the period / year:

(Amount in ₹ Lakhs)

Particulars	For the period / year ended			
	Consolidated		Standalone	
	30-Sep-24	31-Mar-24	31-Mar-23	31-Mar-22
Loans (Assets)				
Kasturi Petroleum	-	68.03	0.03	10.00
Durafloor Concrete Solutions LLP	-	-	19.10	53.34
Loans (liability)				
Samit Singhai (HUF)	-	-	0.55	0.55
Akash Singhai (HUF)	-	-	0.55	0.55
Lata Singhai	-	-	0.15	0.15
Pallavi Singhai	-	-	0.57	0.57
Alka Singhai	-	-	0.77	0.77
Payables				
Kasturi Petroleum	0.31	1.18	0.43	-
Surendra Singhai (HUF)	-	-	4.65	2.69
Samit Singhai	0.43	0.39	0.33	0.69
Samit Singhai (salary payable)	3.86	4.19	-	-
Akash Singhai (salary payable)	-	0.19	4.11	4.88

Kasturi Metal Composite Limited

Pallavi Singhai	0.23	1.22	3.86	2.70
Alka Singhai	1.12	1.87	13.31	9.54
Surendra Singhai	-	3.01	11.60	4.18
Flatworx Consulting LLP	3.32	12.14	-	-
Pravin Kesharwani	0.37	-	-	-
Receivables				
Kasturi Petroleum	-	-	-	0.06
Durafloor Concrete Solutions LLP	-	-	66.66	32.05
Flatworx Consulting LLP	-	-	1.53	0.12
Balance with Current Account				
Akash Singhai Current Account	(57.60)	(30.47)	-	-
Samit Singhai Current Account	(11.75)	(17.02)	-	-
Personal Guarantee by KMP & Relatives of KMP				
(to the extent of Borrowing outstanding)	1202.69	1183.29	975.12	837.96

(i) This excludes gratuity and compensated absences which cannot be separately identified from the composite amount advised by the actuary.

(ii) The Company has not written off any amounts due from the related parties during the year.

(iii) The Company has not written back any amounts due to related parties other than those disclosed above.

(iv) All transactions entered into with related parties were on an arm's length price basis and in the ordinary course of business.

Additional disclosure of eliminated transactions with subsidiary on consolidation as per Schedule VI, Part A, Clause 11(II)(A)(i)(g) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Transactions during the period / year:

(Amount in ₹. Lakhs)

Particulars	Subsidiary			
	Consolidated		Standalone	
	30-Sep-2024	31-Mar-24	31-Mar-23	31-Mar-22
Sale of Goods				
Durafloor Concrete Solutions LLP	7.75	7.02	NA	NA
Share of Profit				
Durafloor Concrete Solutions LLP	158.25	97.58	NA	NA
Interest Income				
Durafloor Concrete Solutions LLP	21.07	0.29	NA	NA

Balances outstanding at the end of the period / year:

(Amount in ₹ Lakhs)

Particulars	Subsidiary			
	Consolidated		Standalone	
	30-Sep-2024	31-Mar-24	31-Mar-23	31-Mar-22
Receivables				
Durafloor Concrete Solutions LLP	9.15	8.28	NA	NA

* Durafloor Concrete Solutions LLP- Subsidiary of our Company (w.e.f. December 29, 2023)

For further details, please refer to the Note-30 Related Party Disclosures of chapter titled "**Financial Information of the Company**" on page 167 of this Draft Red Herring Prospectus.

Note-31
Restated Director's Remuneration

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	For the year ended			
	30th September, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Salary/Remuneration				
Mr. Samit S. Singhai	9.00	12.50	12.00	12.00
Mr. Akash S. Singhai	9.00	12.50	12.00	12.00
Mr. Surendra F. Singhai	-	9.20	12.00	12.40
Mrs. Alka Samit Singhai	-	9.20	12.00	12.00
Ms. Pallavi Akash Singhai	-	9.20	12.00	12.00
Total	18.00	52.60	60.00	60.40

Note-32
Restated Auditor Remuneration

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	For the year ended			
	30th September, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Fees For				
Audit	1.88	3.75	0.70	0.60
Taxation	0.25	0.50	-	-
Other Services	0.50	1.05	-	-
Total	2.63	5.30	0.70	0.60

Note-33
Benami Property proceedings under The Benami Transaction (Prohibition) Act, 1988 (45 of 1988)

No Proceedings have been initiated against the Company under the Benami Transactions (Prohibition) Act, 1988.

Note-34
Wilful Defaulter
Company is not a wilful defaulter.

Note-35
Relationship with Struck off companies under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, in the period / year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

Note-36
Restated Financial Ratios

(Amount in ₹ Lakhs)

Sr . N o.	Particular s	Consolidated						Standalone						Chang es in Ratio (%) 31.03.2 4 v/s 31.03.2 3	Reason for more than 25% changes	Chang es in Ratio (%) 31.03.2 3 v/s 31.03.2 2	Reason for more than 25% changes				
		30th September, 2024*			31st March, 2024			31st March, 2023			31st March, 2022										
		A	B	C = [A/B]	A	B	C = [A/B]	A	B	C = [A/B]	A	B	C = [A/B]								
1	Current ratio	2,160.23	1,658.64	1.30	2,137.72	1,784.03	1.20	1,283.06	1,048.55	1.22	889.31	766.47	1.16	-2.08%	N.A.	5.46%	N.A.				
2	Debt-equity ratio	1,202.69	1,450.35	0.83	1,183.29	1,228.65	0.96	977.71	702.77	1.39	840.55	553.54	1.52	-30.77%	Decrease in ratio is on account of increase in equity.	-8.38%	N.A.				
3	Debt service coverage ratio	365.07	95.99	3.80	504.61	195.12	2.59	375.50	90.02	4.17	186.05	44.25	4.20	-38.00%	Decrease in ratio is on account of increase in repayment of debt.	-0.80%	N.A.				
4	Return-on-equity ratio(%)	224.93	1,339.50	16.79 %	235.14	965.71	24.3 5%	149.22	628.16	23.76 %	64.24	539.19	11.91 %	2.50%	N.A.	99.39%	Increase in ratio is on account of increase in earning.				
5	Inventory turnover ratio	1,707.96	771.22	2.21	4,043.01	582.21	6.94	3,711.93	388.80	9.55	2,321.5 2	240.39	9.66	-27.26%	Decrease in ratio is on account of increase in average inventory.	-1.14%	N.A.				
6	Trade receivables	3,181.01	965.78	3.29	4,974.55	880.78	5.65	3,711.94	585.75	6.34	2,321.5 2	478.28	4.85	-10.88%	N.A.	30.56%	Increase in ratio is on account of				

	turnover ratio															increase in sales.	
7	Trade payables turnover ratio	1,563.23	491.10	3.18	2,801.65	433.22	6.47	2,479.11	256.54	9.66	1,628.3 2	238.16	6.84	-33.08%	Decrease in ratio is on account of increase in trade payables.	41.34%	Increase in ratio is on account of increase in purchases.
8	Net capital turnover ratio	3,181.01	427.64	7.44	4,974.55	294.10	16.9 1	3,711.94	178.68	20.77	2,321.5 2	149.40	15.54	-18.58%	N.A.	33.70%	Increase in ratio is on account of increase in sales.
9	Net profit ratio(%)	224.93	3,181.01	7.07 %	235.14	4,974.55	4.73 %	149.22	3,711.94	4.02 %	64.24	2,321.5 2	2.77 %	17.58%	N.A.	45.28%	Increase in ratio is on account of increase in earning.
10	Return-on-capital employed(%)	392.19	2,653.04	14.78 %	444.53	2,411.95	18.4 3%	289.79	1,680.47	17.24 %	132.60	1,394.0 9	9.51 %	6.88%	N.A.	81.31%	Increase in ratio is on account of increase in earning.
11	Return on investment (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	

* As the Stub period is not Annualized, the Ratios for Stub Period and FY 2023-24 is not comparable.

Notes

1	Current ratio	
	Numerator	Current asset
	Denominator	Current liabilities
2	Debt-equity ratio	
	Numerator	Total debt
	Denominator	Shareholder's equity (Total equity)
3	Debt service coverage ratio	
	Numerator	Profit after tax + Finance costs + Depreciation and amortization expenses + Other adjustments like loss on sale of Fixed assets etc.
	Denominator	Finance cost + Scheduled principal repayments of borrowings and Lease Liabilities
4	Return-on-equity ratio	
	Numerator	Profit after tax

	Denominator	Average shareholder's equity
5	Inventory turnover ratio	
	Numerator	Revenue from operations
	Denominator	Average inventory
6	Trade receivables turnover ratio	
	Numerator	Revenue from operations
	Denominator	Average trade receivables
7	Trade payables turnover ratio	
	Numerator	Total purchases
	Denominator	Average trade payables
8	Net capital turnover ratio	
	Numerator	Revenue from operations
	Denominator	Average working capital
9	Net profit ratio	
	Numerator	Net profit after tax
	Denominator	Total Income
10	Return-on-capital employed	
	Numerator	Earning before interest and taxes
	Denominator	Capital employed
11	Return on investment	
	Numerator	Net profit after tax
	Denominator	Average Total Assets

Note-37
Restated Contingent Liabilities and Commitments
(to the extent not provided for)

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Claims not acknowledge as debts:				
Demand under section 143(1)(a) of the Income Tax Act, 1961	0.77	0.77	0.77	0.77
Demand under various section of TDS under the Income Tax Act, 1961	1.71	0.92	0.89	-
Demand notice u/s 61(1) of the CGST/ MGST Act, 2017	25.06	-	-	-
Penalty u/s 11(2) of Chapter IV of Foreign Trade (Development and Regulation) Act, 1992	17.03	17.03	-	-
Guarantee given to Customers	40.60	19.85	-	-
Total	85.17	38.57	1.66	0.77

Note-38
Restated Statement of Tax Shelter

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Profit before taxes as restated	335.26	336.58	199.77	88.35
Permanent Differences				
Expenses disallowed Under Section 40 of the IT Act 1961	-	-	-	-
Expenses disallowed Under Section 37 of the IT Act 1961	-	-	-	-
Interest debited to P&L for MSME creditors	-	-	-	-
Expenses disallowed Under Section 36 of the IT Act 1961	-	-	-	-
Share of Profit from LLP	-	-	-	-
Items treated separately	-	(11.54)	8.31	-
Donation	-	-	-	-
Interest on Late Payment of TDS & TCS				
Penalty	-	-	-	-
Club Expenses	-	-	-	-
Expenditure not related to business / profession u/s 37(1)				
Total Permanent Differences	-	(11.54)	8.31	-
Timing Difference				
Book Depreciation	86.95	140.79	133.04	68.11
Income Tax Depreciation allowed	(78.63)	(161.53)	(115.14)	(80.38)
Gratuity	(3.71)	77.93	3.22	9.45
(Allowance)/disallowance u/s 43b(h)	-	25.38	0.02	-
Total Timing Differences	4.61	82.57	21.14	(2.82)
Taxable Income/(Loss)	339.88	407.61	229.22	85.53
Income Tax Payable on Above	110.38	111.36	57.69	21.53
Interest u/s 234B and 234C	-	-	-	-
Total	110.38	111.36	57.69	21.53
Mat Credit eligible	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Note:

- The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the incometax returns/Provisional computation of total income of respective years as stated above.
- The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2021 (as amended).
- Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
- Tax paid under Normal Tax regime U/s 115BAA option, thus not MAT entitlement available to Company.

Note-39
Capitalization Statement

(Amount in ₹ Lakhs)

Particulars	Consolidated	
	Pre Issue As at September 30 2024	Post Issue
Borrowings		
Short Term Debt (A)	951.04	*
Long Term Debt (B)	251.65	*
Total Debts (A+B)	1,202.69	*
Shareholder's Funds		
Equity Share Capital	101.03	*
Reserve and Surplus - as restated	1,349.32	*
Total shareholder's funds	1,450.35	*
Long Term debt / shareholder's funds (in Rs.)	0.17	*
Total debt/ shareholder's fund (in Rs.)	0.83	*

*The Corresponding post issue figure are not determinable at this stage, due to pendency of public issue, hence not furnished.

Notes:

- Short term Debts represent which are expected to be paid/payable within 12 months and includes instalment of term loans repayable within 12 months.
- Long term Debts represent debts other than Short Term Debts as defined above excluding instalment of term loans repayable within 12 months grouped under short term borrowings.
- The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30.09.2024.
- The Company allotted 60,61,896 bonus shares on December 21, 2024, in the ratio of 6:1 (i.e., six bonus shares for every one existing equity share held).
- The Company allotted 5,71,000 equity shares on a preferential allotment basis on February 1, 2025.

Note-40
Statement of Mandatory Accounting Ratios

(Amount in ₹ Lakhs)

Particulars	Consolidated		Standalone	
	As at 30th September, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Net Worth (A) (Amt in Lakhs)	1,450.35	1,228.65	702.77	553.54
Adjusted Profit after Tax (B) (Amt in Lakhs)	221.70	233.15	149.22	64.24
Actual Number of Equity Shares as on the End of Period / Year (C)	10,10,316	10,10,316	79,120	79,120
Weighted Average Number of Equity Shares as on the End of Period / Year* (D)	10,10,316	7,97,203	7,91,200	7,91,200
Actual Face Value per Share	10	10	100	100
Restated Basic and Diluted Earnings Per Share (Rs.)(B/C)	21.94	29.25	18.86	8.12
Return on Net worth (%) (B/A)	15.29%	18.98%	21.23%	11.60%
Net asset value per share (A/C) (Based on Actual Number of Shares)	143.55	121.61	888.23	699.63

Net asset value per share (A/D) (Face Value of Rs. 10 Each)(Based on Weighted Average Number of Shares)	143.55	154.12	88.82	69.96
EBITDA (Amt in Lakhs)	466.96	539.54	397.47	180.61

Note- 41

Previous year figures are reworked, regrouped, rearranged and reclassified wherever necessary to correspond to the current period's classification/ disclosures.

OTHER FINANCIAL INFORMATION

The Audited Financial Statements of our Company as at and for the period/year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at www.steelfiberindia.in

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective Employees, Directors, Affiliates, Agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations are given below:

(Amount in ₹ Lakhs, Except Share Data)

Particulars	Consolidated		Standalone	
	For the year/ period ended			
	30th September, 2024	31st March, 2024	31st March, 2023	31st March, 2022
Profit After Tax (Amt in Lakhs)	221.70	233.15	149.22	64.24
Basic & Diluted Earnings Per Share	21.94	29.25	18.86	8.12
Return on Net Worth (%)	15.29%	18.98%	21.23%	11.60%
NAV per Equity Share (Based on Actual number of shares)	143.55	121.61	888.23	699.63
NAV per Equity Shares (based on Weighted Average Number of Shares - With Bonus issue, Sub-Division and Private Placement Effect)	143.55	154.12	88.82	69.96
Earnings before interest, tax, depreciation and amortization (EBITDA)	466.96	539.54	397.47	180.61

STATEMENT OF FINANCIAL INDEBTEDNESS

To,

The Board of Directors,

Kasturi Metal Composite Limited
A30/3/1, MIDC, H. V. Nagar, Amravati,
Maharashtra, India-444605

Dear Sir,

Based on the independent examination of financial Statements, and Sanction letters, Repayment schedule of Term loans other documents of Kasturi Metal Composite Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on September 30, 2024 are mentioned below:

A. STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Amount in ₹ Lakhs)

Sr. No.	Name of Lender	Purpose	Sanctioned Amount	Rate of Interest	Security	Repayment Terms (in months)	Consolidated Outstanding as on 30st Sept'24
1	State Bank of India	Term Loan	315.00	EBLR+1.25%	Primary: Point 2 & 4 Collateral: Point 5 & 6	84 (including 9 Months Moratorium)	281.67
2	State Bank of India	Term Loan	155.00	EBLR+1.25%	Primary: Point 2 & 3 Collateral: Point 5 & 6	84 (including 3 Months Moratorium)	8.12
3	State Bank of India	General Export Credit Limit	45.00	EBLR+0.10%	Primary: Point 1 Collateral: Point 5 & 6	60 (including 24 Months Moratorium)	35.83
4	State Bank of India	Cash Credit	565.00	EBLR+1.25%	Primary: Point 1 Collateral: Point 5 & 6	Repayable on Demand	497.88
5	State Bank of India	Cash Credit	550.00	EBLR+ 0.75%	Collateral: Point 7 & 8	Repayable on Demand	379.19
Total							1,202.69

Notes:

A. Primary Security

1. Hypothecation of Stock of Metal casting, Steel Fibre, Steel Wool Fibre, etc. at factory/godown premises and all other places. Trade receivables and all the current assets purchased out of bank finance. Stock & Receivables including goods in transit, outstanding moneys, book debts.
2. Hypothecation of plant and machinery created out of bank finance.
3. Equitable mortgage of Factory land & building of unit situated at Plot No. D-13/1, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq & Dist. Amravati area: 1950 Square Meter, Boundaries: East: Plot No. D 13/2, West: plot No D-14, North: Plot No. D 13/2, South: MIDC Road.
4. Equitable mortgage of Factory land & building at plot no. A-98, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq & Dist. Amravati, Area: 2000 Square Meter, Boundaries: East: Plot No. D 13/2, West: plot No D-14, North: Plot No. D 13/2, South: MIDC Road.

B. Collateral Security:

5. Residential House named "Kasturi" at plot no.12, S.No 47/1, Mouze peth Pragne-Badnera, Tq. Dist. Amravati, Located near Ganesh Vihar No.1, opp. Vyankatesh Lawn, Ravi Nagar-Sai nagar road at Amravati. Area:601.76 sq mtr, Owned by Smt. Latabai S. Singhai. Boundaries: East: Layout Road, West: Service Lane, North: Resi of Mr. Mishra, South: Layout Road.
6. Factory land & Building bearing plot no. A-30/3/1, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq. & Dist. Amravati - 444607. Area: 1925 Square Meter & Plot No. A-30/3, MIDC Amravati, Mouje Nimbhora Khurd, Pragane Badnera, Tq. & Dist. Amravati - 444607. Area: 1000 Square Meter Owned by M/s Kasturi Metal Composites Limited. Boundaries: East: Plot No. A-28, West: Plot No. A-30/1 & A-30/2, North: Plot No. A-31, South: MIDC Road.
7. Commercial Plot No. T-23, Field Survey No.46, Navathe-Rajapeth Road, Opposite Hotel Point Mansarovar, Amravati-444605, Admeasuring 7590 Square Feet. belongs to Mr. Surendra Fatechand Singhai. Boundaries: East: Railway Line, West: Badnera Road, North: Position of Plot No. A-4, South: Land of Rasik Stores.
8. Commercial Plot No. A-4, Field Survey No.46, Navathe-Rajapeth Road, Opposite Hotel Point Mansarovar, Amravati-444605, Admeasuring 7740 Square Feet. belongs to Mr. Surendra Fatechand Singhai. Boundaries: East: Railway Line, West: Badnera Road, North: House of Nandi Bangali Mithaiwala, South: Singhai Workshop.

C. Third Party Gurantee:

Personal Gurantee of Directors and their relatives on above loans:

1. Mr. Samit Surendra Singhai
2. Mr. Akash Surendra Singhai
3. Mr. Surendra F. Singhai
4. Mrs Lata Surendra Singhai
5. Mrs Alka Samit Singhai
6. Mrs Pallavi Akash Singhai

Yours faithfully,

For: NDAA & Associates LLP
Chartered Accountants
Firm's Registration Number: 129486W/W100775

Niraj D. Adatia
Designated Partner
Membership No: 120844
UDIN: 25120844BMNZSC9196

Place: Mumbai
Date: 20th March, 2025

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “**Financial Information of the Company**” beginning on page 167. You should also read the section titled “**Risk Factors**” on page 26 and the section titled “**Forward Looking Statements**” on page 18 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated 17 March, 2025 which is included in this Draft Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

Business Overview

Incorporated in 2005, Our Company is engaged in the manufacturing supply and export of steel fiber products for industrial applications. Our product portfolio includes Loose Hook-End Steel Fiber, Glued Hook-End Steel Fiber and Flat Crimped Steel Fiber, available in various sizes and configurations for fiber-reinforced concrete applications. Additionally, we manufacture Steel Wool Fiber, which is widely utilized in the production of friction linings for brake pads and clutches. Furthermore, we trade Macro Synthetic PP Fibers under our "Durocrete" brand and operate a subsidiary, Durafloor Concrete Solution LLP, which specializes in providing tailored concrete flooring solutions. We offer comprehensive solutions that enhance the structural integrity and performance of concrete and other composite materials.

We market our products under the 'Duraflex' and 'Durabond' brands, serving a diverse range of industries, including construction, engineering, warehousing, logistics, mining, infrastructure, and automotive. These products are utilized in various applications such as tunnel shotcrete, precast concrete, industrial and warehouse flooring, roads, pavements, tunnel mining, and automotive friction linings. Additionally, they are used in hydroelectric plants, road and rail tunnels, underground caverns, bridges, and highways, ensuring structural integrity. With 19 years of experience in understanding customer requirements, we remain committed to delivering high-quality, safe, and value-driven solutions.

We operate three manufacturing units in the MIDC industrial area of Amravati, Maharashtra, ensuring operational efficiency and seamless production.:.

- **Unit 1:** Situated at D-13/1, MIDC, Amravati, covering 1950 Sq. Mtr., focuses on fine wire drawing processes for precision products.
- **Unit 2 and Registered Office:** situated at A-30/3 and A-30/3/1, MIDC, Amravati, spread across 2925 Sq. Mtr., specializes in producing steel fibers and steel wool fibers.
- **Unit 3:** situated at A-98, MIDC, Amravati, spanning 2000 Sq. Mtr., is dedicated to mild steel wire production through wire drawing.

Each of our manufacturing facilities is equipped with machinery, including wire drawing machines, wet and dry wire systems, and specialized equipment for steel fiber and steel wool fiber production. To ensure quality standards, we have an in-house quality control laboratory that conducts inspections before and after production. Additionally, we outsource product testing to NABL-accredited laboratories as per client requirements to ensure compliance with industry benchmarks. We have been awarded ISO 9001:2015 certification for our Quality Management System (QMS) and have received ZED (Zero Effect, Zero Defect) Silver and Bronze Certifications for manufacturing steel fibers and steel wool fiber products.

We generate revenue through both domestic sales and exports, catering to clients in four countries. Our revenue distribution from export sales stood at 1.92%, 4.56%, 11.76%, and 5.07%, while domestic sales accounted for 98.08%, 95.44%, 88.24%, and 94.93% of the total revenue for the period ending September 30, 2024, and the fiscal years 2024, 2023, and 2022, respectively.

As of the date of this Draft Red Herring Prospectus, we operate a subsidiary, Durafloor Concrete Solution LLP, which specializes in offering customized concrete flooring solutions. Incorporated in 2015, the LLP has its registered office at Office No. S-106A, Akshar Business Park, Sector-25, Vashi, Sanpada, Thane, Maharashtra, 400703. During the fiscal year 2023, we acquired a 98% shareholding in the LLP, thereby making it a subsidiary. The LLP was recognized with the "Best Service Industry Award" by Vidarbha Industrial Association and Solar Industries in 2019.

Our primary raw materials include low carbon wire rod and medium carbon wire rod, which we procure from domestic suppliers based on market availability, pricing, and quality considerations. The cost of materials consumed (including purchase of stock in trade and changes in inventory) accounted for 51.83%, 61.81%, 66.15% and 66.12% of the revenue from operations for the period ending September 30, 2024, and fiscal years 2024, 2023, and 2022, respectively.

Our Company was originally incorporated as “Kasturi Metal Composite Private Limited” on November 24, 2005, under the Companies Act, 1956, with the Registrar of Companies, Mumbai. Subsequently, we acquired the entire running business of Kasturi Industries, a partnership firm operated by its partners, Samit Surendra Singhai and Akash Surendra Singhai. Thereafter, we converted into a Public Limited Company, and our name was changed from “Kasturi Metal Composite Private Limited” to “Kasturi Metal Composite Limited” through a fresh Certificate of Incorporation issued by the Registrar of Companies on March 19, 2024.

Our company is led by promoters Samit Surendra Singhai, Akash Surendra Singhai, Surendra Fatehchand Singhai, and Lata Surendra Singhai, who have approximately 19, 19, 25 and 20 years of experience in the steel industry, respectively. Samit Surendra Singhai, the Chairman & Managing Director, oversees production and operational activities, while Akash Surendra Singhai, the Whole-Time Director, brings 19 years of experience and is responsible for sales and marketing. As of January 31, 2025, our company is supported by an experienced management team and a workforce of 99 permanent employees. We believe the collective experience of our promoters, management team, and dedicated workforce enables us to effectively understand market trends, manage business operations, and drive growth.

Key Performance Indicators of our Company:

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	For Period Ending September 30, 2024	FY 2023-24	FY 2022-23	FY 2021-22
	Consolidated	Consolidated	Standalone	Standalone
Revenue from operations⁽¹⁾	3,181.01	4,974.55	3,711.94	2,321.52
EBITDA⁽²⁾	466.96	539.54	397.47	180.61
EBITDA Margin⁽³⁾	14.68%	10.85%	10.71%	7.78%
PAT⁽⁴⁾	224.93	235.14	149.22	64.24
PAT Margin⁽⁵⁾	7.04%	4.68%	3.99%	2.74%
RoE (%)⁽⁶⁾	16.79%	24.35%	23.76%	11.91%
RoCE (%)⁽⁷⁾	14.78%	18.43%	17.24%	9.51%
Net Worth⁽⁸⁾	1450.35	1228.65	702.77	553.54

Notes:

⁽¹⁾ Revenue from operation means Revenue from Sales and other Operating Revenues

⁽²⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses (Excluding bank charges) - Other Income

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

⁽⁴⁾ PAT is Profit after tax

⁽⁵⁾ 'PAT Margin' is calculated as PAT for the year divided by Total Income

⁽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 total borrowings (Current and Non- Current)

⁽⁸⁾ Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
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.

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.
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STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to “***Restated Financial Statements***” beginning on page 167 of this Draft Red Herring Prospectus.

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Inability to promptly identify and respond to changing customer preferences or evolving trends. Any change in government policies resulting in increases in taxes payable by us;
3. Our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
4. Our ability to retain our key management persons and other employees;
5. Changes in laws and regulations that apply to the industries in which we operate.
6. Our failure to keep pace with rapid changes in technology;
7. Our ability to grow our business;
8. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
9. General economic, political and other risks that are out of our control;
10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Company’s ability to successfully implement its growth strategy and expansion plans;
12. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
13. Exchange rate fluctuations that may adversely affect our results of operations, since our sales from exports are denominated in foreign currencies
14. Inability to successfully obtain registrations in a timely manner or at all;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved;
17. Concentration of ownership among our Promoters;
18. Occurrence of Environmental Problems & Uninsured Losses.
19. Reduction in demands of our product.
20. We may not be able to sustain our historical growth rates, and our historical performance may not be indicative of our future growth or financial results;
21. The performance of the financial markets in India and globally;
22. Global distress due to pandemic, war or by any other reason.
23. Other Factors beyond our control.

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for financial years ended on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

(Amount in ₹ Lakhs)

Particulars	Consolidated				Standalone			
	September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	Amount	% of total Income	Amount	% of total Income	Amount	% of total Income	Amount	% of total Income
Income								
Revenue From Operation	3,181.01	99.62%	4974.55	99.09%	3711.94	99.32%	2321.52	99.14%
Other Income	12.18	0.38%	45.77	0.91%	25.36	0.68%	20.10	0.86%
Total Income	3,193. 19	100.00%	5020.32	100.00%	3737.30	100.00%	2341.62	100.00%
Expenditure								
Cost of material consumed	1616.69	50.63%	2798.94	55.75%	2427.03	64.94%	1583.96	67.64%
Purchases of stock-in-trade	212.84	6.67%	427.13	8.51%	120.89	3.23%	46.80	2.00%
Changes in inventories of stock-in-trade	(180.91)	(5.67)%	(151.45)	(3.02)%	(92.39)	(2.47)%	(95.80)	(4.09)%

Direct Site Expense	452.02	14.16%	267.58	5.33%	-	0.00%	-	0.00%
Employee Benefit Expenses	304.57	9.54%	385.91	7.69%	237.2 1	6.35%	216.55	9.25%
Finance Cost	57.87	1.81%	113.53	2.26%	93.99	2.51%	53.75	2.30%
Depreciation and Amortization Expenses	86.95	2.72%	140.79	2.80%	133.0 4	3.56%	68.11	2.91%
Other Expenses	307.89	9.64%	701.31	13.97%	617.76	16.53%	379.90	16.22%
Total Expenditure	2857.93	89.50%	4683.74	93.30%	3537.5 3	94.65%	2253.27	96.23%
Profit / (Loss) before exceptional and extraordinary items and tax	335.26	10.50%	336.58	6.70%	199.7 7	5.35%	88.35	3.77%
Exceptional items	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Profit / (Loss) before extraordinary items and tax	335.26	10.50%	336.58	6.70%	199.77	5.35%	88.35	3.77%
Extraordinary items	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Profit / (Loss) before tax	335.26	10.50%	336.58	6.70%	199.7 7	5.35%	88.35	3.77%
Tax expense:								
(a) Current tax expense for current year	110.38	3.46%	111.36	2.22%	57.69	1.54%	21.53	0.92%
(b) Short/excess provision of taxes for earlier year	-	0.00%	2.42	0.05%	0.22	0.01%	1.80	0.08%
(c) Deferred tax Liability/(Asset)	(0.05)	0.00%	(12.34)	(0.25)%	(7.36)	(0.20)%	0.78	0.03%
Profit for the year	224.93	7.04 %	235.14	4.68%	149.2 2	3.99%	64.24	2.74%

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of products and sale of services.

Other Income:

Our other income primarily comprises of FDR Interest, Other Interest, VAT Subsidy received, Other Miscellaneous income etc.

Total Expenses:

Total expenses consist of costs like Cost of material consumed, Purchases of Stock in Trade, Change in inventories, Direct Site Expenses, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries & Wages, Director remuneration, Gratuity expenses, Staff welfare expenses, Contribution to Funds etc.

Finance Costs:

Our finance cost comprises of Interest on loan, Interest to others and other borrowing cost.

Depreciation and Amortization Expenses:

Depreciation includes depreciation of Factory shed, Plant & Machinery, lab equipment, Computer & Software, Office Equipment's, Electrical Equipment, Furniture & Fixtures, Building, Motor vehicle, Air Conditioner etc. and Amortisation of Intangible assets.

Other Expenses:

Our Other Expenses consists of Consumption of stores and other spares parts, Exchange gain or loss, Power & Fuel expenses, Freight & Carriage, rent rates & taxes, Research Development Expenses, Administration and Office Expenses, Advertisement & Marketing Expenses, Commission & Brokerage, Insurance, Travelling and Conveyance expense, Professional Fees, Repairs and Maintenance, Printing & Stationery other Miscellaneous Expenses.

Financial Performance Highlights for the Period ended September 30, 2024.

Total Income:

Total income for the period ended September 30, 2024 stood at ₹ 3193.19 Lakhs. The total income consists of revenue from operations and other income.

Revenue from Operations:

During the period ended September 30, 2024 the net revenue from operation of our Company was ₹ 3181.01 Lakhs by providing sale of product and Services.

Other Income:

During the period ended September 30, 2024 the other income of our Company stood at ₹ 12.18 Lakhs. Other income consists of Interest on Bank FDR, Other Interest, VAT Subsidy, Bad Debts recovered and other Miscellaneous Income respectively.

Total Expenses:

Total expenses consist of Cost of materials consumed, Purchase of stock in trade, Change in inventories of finished goods, work-in-progress and stock-in-trade, Direct Site Expenses, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses. During the period ended September 30, 2024 the total expenses of our Company stood at ₹ 2857.93 Lakhs.

Cost of materials consumed

During the period ended September 30, 2024 the Cost of materials consumed of our Company stood at ₹ 1616.69 Lakhs.

Purchase of stock in trade

During the period ended September 30, 2024 the Purchases of our Company stood at ₹ 212.84 Lakhs.

Change in inventories of stock:

During the period ended September 30, 2024 Change in inventories of stock of our Company stood at ₹ 180.91 Lakhs.

Direct Site Expenses:

During the period ended September 30, 2024 the Direct Site expenses of our Company stood at ₹ 452.02 Lakhs.

Employee benefits expense:

During the period ended September 30, 2024 the employee benefit expenses of our Company stood at ₹ 304.57 Lakhs. Employee benefits expense comprises of Salary & Wages, Director remuneration, Gratuity, Contribution to Funds, Staff Welfare Expenses etc.

Finance Costs:

During the period ended September 30, 2024 the Finance cost of our Company stood at ₹ 57.87 Lakhs. Our Finance cost includes Interest expenses and other borrowing cost.

Depreciation and Amortization Expenses:

During the period ended September 30, 2024 the Depreciation and amortization charges of our Company stood at ₹ 86.95 Lakhs. The major component of depreciation comprises of depreciation on Plant and Machinery, Vehicles and Building, Computer & Equipment etc.

Other Expenses:

During the period ended September 30, 2024 other Expenses of the company stood at ₹ 307.89 Lakhs. Major Components of Other Expenses are Consumption of Stores and Spares parts, Power & Fuel, Freight & Carriage, Repair & Maintenance, Rent, Rates & taxes, Professional Fees, Commission and Brokerage Expenses, Travelling & Conveyance Expenses etc.

Restated Profit before tax:

The Company reported Restated profit before tax for the period ending September 30, 2024 of ₹ 335.26 Lakhs.

Restated profit after tax:

The Company reported Restated profit after tax for period ending September 30, 2024 of ₹ 224.93 Lakhs

Financial Year 2024 Compared to Financial Year 2023 (Based on Restated Financial Statements)**Total Income:**

Total income for the financial year 2023-24 stood at ₹5020.32 Lakhs whereas in financial year 2022-23, the same stood at ₹3737.30 Lakhs representing an increase of 34.33%. The main reason of increase in total income was due to the consolidation of total income of the company with its subsidiary as reduced with intra group transactions. The total income consists of revenue from operations and other income.

Revenue from Operations:

During the financial year 2023-24, the net revenue from operation of our Company increased to ₹4974.55 Lakhs as against ₹3711.94 Lakhs in the financial year 2022-23 representing an increase of 34.01%. The main reason for increase in revenue from operations was due to consolidation of accounts of its subsidiary as reduced with intra group transaction.

Other Income:

During the financial year 2023-24, the other income of our Company increased to ₹45.77 Lakhs as against ₹25.36 Lakhs in the financial year 2022-23 representing an increase of 80.48%. The main reason of increase is due to increase in VAT Subsidy and Profit on sale of property.

Total Expenses:

Total expenses consist of cost of material consumed, Purchases of Stock in Trade, Changes in inventories of stock in trade, Direct Site Expenses, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses. The total expense for the financial year 2023-24 increased to ₹4683.74 Lakhs from ₹3537.53 Lakhs in the financial year 2022-23 representing an increase of 32.40%. Such increase was due to increase in business operations of the Company and due to consolidation of accounts of its subsidiary.

Cost of materials consumed

The Cost of materials consumed for the financial year 2023-24 increases to ₹ 2798.90 lakhs from ₹ 2427.03 lakhs in the Financial Year 2022-23 representing an increase of 15.32%. Such increase was due to increases in the volume of business operations and due to consolidation of accounts of its subsidiary.

Purchases of Stock in Trade

The Purchase of stock in trade for the financial year 2023-24 increased to ₹ 427.13 lakhs from ₹ 120.89 lakhs in the Financial Year 2022-23 representing an increase of 253.33%.

Change in inventories of stock:

There has been change in inventory of Finished goods, Work in Progress, and stock in trade from ₹92.39 lakhs in financial year 2022-23 to ₹151.45 lakhs in financial year 2023-24, representing an increase of 63.93 %.

Direct Site Expenses:

There has been Direct Site Expenses of ₹267.58 lakhs in financial year 2023-24 as compared to nil in financial year 2022-23, representing increase of 100.00%. The major reason for increase in direct site expenses is due to consolidation of accounts of its subsidiary. These expenses are related to subsidiary of the company.

Employee benefits expense:

Our Company has incurred ₹385.91 Lakhs as Employee benefits expense during the financial year 2023-24 as compared to ₹237.21 Lakhs in the financial year 2022-23. The increase of 62.69% was due to increase in salary and wages, Gratuity expenses, staff welfare expenses and due to consolidation of accounts of its subsidiary.

Finance costs:

Finance costs were for the financial Year 2023-24 increased to ₹113.53 Lakhs as against ₹93.99 Lakhs during the financial year 2022-23. The increase of 20.79 % was due to increase in interest expenses and other borrowing costs.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2023-24 stood at ₹140.79 Lakhs as against ₹133.04 Lakhs during the financial year 2022-23. The increase in depreciation was around 5.83% in comparison to previous year.

Other Expenses:

Our Company has incurred ₹701.31 Lakhs during the Financial Year 2023-24 on other expenses as against ₹617.76 Lakhs during the financial year 2022-23. There was an increase of 13.52% in comparison to the previous year mainly due to increase in consumption of stores and spare parts expenses, power & Fuel Expenses, Freight & Carriage expenses, repair & maintenance, professional fees, and other expenses.

Restated profit before tax:

Net profit before tax for the financial year 2023-24 increased to ₹336.58 Lakhs as compared to ₹199.77 Lakhs in the financial year 2022-23. This increase of 68.48% which was majorly due to factors as mentioned above.

Restated profit for the year:

As a result of the foregoing factors, the Company reported Restated profit after tax for the financial year 2023-24 of ₹235.14 Lakhs in comparison to ₹149.22 lakhs in the financial year 2022-23, representing an increase of 57.58%.

Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)**Total Income:**

Total income for the financial year 2022-23 stood at ₹3737.30 Lakhs whereas in Financial Year 2021-22 the same stood at ₹2341.62 Lakhs representing an increase of 59.60%. The main reason of increase was increase in the volume of sales by the Company and increase in other Income of the company. The total income consists of revenue from operations and other income.

Revenue from Operations:

During the financial year 2022-23, the net revenue from operation of our Company increased to ₹3711.94 Lakhs as against ₹2321.52 Lakhs in the Financial Year 2021-22 representing an increase of 59.89%. The main reason of increase was due to increase in the volume of sales by the company.

Other Income:

During the financial year 2022-23, the other income of our Company has increased to ₹25.36 Lakhs as against ₹20.10 lakhs in the Financial Year 2021-22 representing an increase of 26.17 %. The major reason for increase is increase in Interest Income of the company and profit on sale of property of the company.

Total Expenses:

Total expenses consist of cost of material consumed, Purchases of Stock in Trade, Changes in inventories, Direct site expenses, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses. The total expense for the financial year 2022-23 increased to ₹3537.53 Lakhs from ₹2253.27 lakhs in the Financial Year 2021-22, representing an increase of 57.00%.

Cost of materials consumed:

The Cost of material consumed for the financial year 2022-23 increases to ₹ 2427.03 lakhs from ₹ 1583.96 lakhs in the Financial Year 2021-22 representing an increase of 53.23%. Such increase was due to increase in the volume of business operations.

Purchases of Stock in Trade:

The Purchase of stock in trade for the financial year 2022-23 increased to ₹ 120.89 lakhs from ₹ 46.80 lakhs in the Financial Year 2021-22 representing an increase of 158.31%.

Change in inventories of stock:

There has been change in inventory of Finished goods, Work in Progress, and stock in trade from ₹92.39 lakhs in financial year 2022-23 to ₹95.80 lakhs in financial year 2021-22, representing a decrease of 3.56%.

Employee benefits expense:

Our Company has incurred ₹237.21 Lakhs as Employee benefits expense during the financial year 2022-23 as compared to ₹216.55 Lakhs in the financial year 2021-22. The increase of 9.54 % was majorly due to increase in salary and wages.

Finance costs:

Finance costs were for the financial Year 2022-23 increased to ₹93.99 Lakhs as against ₹53.75 Lakhs during the financial year 2021-22. The increase of 74.87% was due to increase in interest expenses on loan.

Depreciation and Amortization Expenses:

Depreciation for the financial year 2022-23 stood at ₹133.04 Lakhs as against ₹68.11 Lakhs during the financial year 2021-22. The increase in depreciation was around 95.33% in comparison to previous year.

Other Expenses:

Our Company has incurred ₹617.76 Lakhs during the Financial Year 2022-23 on other expenses as against ₹379.90 Lakhs during the financial year 2021-22. There was an increase of 62.61 % in comparison to the previous year mainly due to increase in power & Fuel expenses, Freight & Carriage, Repair and Maintenance, Commission and Brokerage expense, travelling & Conveyance expense and other miscellaneous expenses.

Restated profit before tax:

Restated profit before tax for the financial year 2022-23 has significantly increased to ₹199.77 Lakhs as compared to ₹88.35 Lakhs in the financial year 2021-22. The increase of 126.11% which was majorly due to factors as mentioned above.

Restated profit for the year:

The Company reported Restated profit after tax for the financial year 2022-23 of ₹149.22 Lakhs in comparison to ₹64.24 Lakhs in the financial year 2021-22. The increase of 132.29% which was majorly due to factors as mentioned above.

Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. Unusual or infrequent events or transactions

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 26 of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 26, 112 and 218 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. Segment Reporting

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “**Restated Financial Statements**” on page 167, we do not follow any other segment reporting.

6. Status of any publicly announced New Products or Business Segment

Except as disclosed in the Chapter “**Our Business**” on page 112 of this Draft Red Herring Prospectus, our Company has not announced any new product or service.

7. Seasonality of business

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 97 and 112 respectively of this Draft Red Herring Prospectus.

8. Dependence on single or few customers

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers

9. Competitive conditions

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 97 and 112 respectively of this Draft Red Herring Prospectus.

10. Details of material developments after the date of last balance sheet i.e., 30 September 2024

1. Shubhada Mukesh Zanwar was re-designated as Non-Executive Non-Independent Director of the Company vide Special Resolution passed on December 20, 2024.
2. Samit Surendra Singhai was re-appointed as Managing Director and Chairman of the Company vide Special Resolution passed on December 20, 2024 for a term of 3 years.
3. Akash Surendra Singhai was re-designated as Whole Time Director of the Company vide Special Resolution passed on December 20, 2024 for a term of 3 years.
4. Madhu Awasthi was appointed as Company Secretary & Compliance Officer vide Board Resolution passed on February 01, 2025.
5. Increase in the Authorized share Capital of the Company from ₹200.00 Lakhs divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹1100.00 Lakhs divided into 1,10,00,000 Equity Shares of ₹ 10/- each vide Ordinary Resolution passed on November 28, 2024.
6. Issue and allotment of 60,61,896 Bonus Shares in the Ratio of 6:1 was allotted vide Board Resolution passed on December 21, 2024.
7. Allotment of 5,71,000 Shares on preferential basis vide Board Resolution passed on February 01, 2025.
8. Fahad Saeed Kothivale resigned as Company Secretary & Compliance Officer w.e.f January 31, 2025.
9. The Company has been authorized to proceed with the Issue, pursuant to the resolution passed by the Board of Directors at its meeting held on February 01, 2025 and Shareholders meeting dated February 12, 2025.
10. The company has approved Kasturi Metal Composite Limited Employee Stock Option Scheme 2025 (“**Kasturi ESOS 2025**”) pursuant to the resolution passed by the Board of Directors at its meeting held on February 01, 2025 and Shareholders meeting dated February 12, 2025.

CAPITALISATION STATEMENT

(Amount in ₹ Lakhs)

Particulars	Consolidated	
	Pre Issue As at September 30 2024	Post Issue
Borrowings		
Short Term Debt (A)	951.04	*
Long Term Debt (B)	251.65	*
Total Debts (A+B)	1,202.69	*
Shareholder's Funds		
Equity Share Capital	101.03	*
Reserve and Surplus - as restated	1,349.32	*
Total shareholder's funds	1,450.35	*
Long Term debt / shareholder's funds (in Rs.)	0.17	*
Total debt/ shareholder's fund (in Rs.)	0.83	*

*The Corresponding post issue figure are not determinable at this stage, due to pendency of public issue, hence not furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above excluding instalment 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 30.09.2024.
4. The Company allotted 60,61,896 bonus shares on December 21, 2024, in the ratio of 6:1 (i.e., six bonus shares for every one existing equity share held).
5. The Company allotted 5,71,000 equity shares on a preferential allotment basis on February 1, 2025.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; (v) Other Pending Litigation based on Material Litigation (as defined below); involving our Company, its Directors and Promoters; or (vi) litigation involving our Group Companies, which has a material impact on our Company.

For the purpose of (v) above, our Board, in its meeting held on March 17, 2025 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) based on lower of the threshold criteria mentioned below:

- i) *As per the policy of materiality defined by the board of directors of the issuer where the aggregate amount involved in such individual litigation exceeds 5% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

or

- ii) *Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*
 - (a) *two percent of turnover, as per the latest annual restated consolidated financial statements of the issuer being ₹ 99.49 lakhs; or*
 - (b) *two percent of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative being ₹ 24.57 lakhs; or*
 - (c) *five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer being ₹ 7.48 lakhs.*

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s trade payables as per the last restated financial statements.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Draft Red Herring Prospectus, there are no pending outstanding criminal proceedings initiated by the company.

(c) Other pending material litigations against the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Company

As on the date of this Draft Red Herring Prospectus, the following is the outstanding litigation initiated by the company:

(Amount in ₹ lakhs)					
Case Title & filed before	Case Number	Filed Under Section	Details	Next date	Amount Involved
M/S KASTURI METAL COMPOSITE PRIVATE LIMITED Vs Servo Packaging Limited	Reference No. UDYAM-MH-03-0002636/S/00001	Section 18(1) of MSME Act, 18(1)	The company has filed an Application against the Buyer i.e., M/s Servo Packaging Limited for the recovery of the outstanding amount against the work order/Agreement no. 1774 dated November 16, 2021 of Rs. 4,42,500/- against the invoice no. KMC/21-22/243 dated November 23,	**	Rs. 4.42
Micro and Small Enterprises Facilitation Council, Amravati	Case No. MH-03/03/S/AMV00317				

			2021. The council has initiated the Conciliation proceeding through its order dated December 16, 2024. Under conciliation the company has received an amount of Rs. 2,64,000/-, balance Rs. 1,78,500/- is outstanding as on date.	
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**Not available with company

(e) Tax Proceedings

Nature of Proceedings	Assessment Year	Number of Cases	Amount Involved (In lakhs)	Description
Kasturi Metal Composites Private Limited				
Direct Tax	2018-19	1	0.77	The company has been assessed u/s 143(1)(a) of the Income Tax Act, 1961 for which the demand order was issued against the company on October 16, 2019 having demand reference number 2019201837052202035C. The demand was raised due to mismatch of business or Profession Income and therefore demand notice was issued for the demand of Rs 76,630/. The amount is pending to be payable.
TDS Defaults				
TDS	4 FY and Prior Year	5	1.71	The TDS Defaults is raised for the F.Y. 2024-25 and previous years.
Indirect Tax- GST- 27AACCK7414R1ZZ				
GST	FY 2021-22	1	25.06	The company has received the notice u/s 61(1) for the tax period April 2021 to March 2022 having Reference no. ZD2701250496492 dated January 13, 2025 regarding excess ITC claimed availed in GSTR 3B/GSTR-9 which is not confirmed in GSTR 2B for Rs. 24,99,755/- and towards interest on delayed payments made with GSTR 3B for Rs. 5,924/. The company has not filed its response till date. The matter is pending for issue of Final Demand notice.
Total		7	27.54	

*To the extent quantifiable

**Amount not Ascertained

(f) Actions by statutory and regulatory authorities against the Company

Case Title & issued by	Case Number	Filed Under Section	Details	Amount Involved (In lakhs)
EPCG Demand Ministry of Commerce & Industry, office of the Additional Director General of Foreign Trade	50/21/021/00017/AM14/1766	Penalty u/s 11(2) of Chapter IV of Foreign Trade (Development and Regulation) Act, 1992	The company has received the demand order for the payment of penalty liability for the non-fulfilment of export obligation against the EPCG License No. 5030000356. As per the scheme company has taken benefit of import of capital goods with an obligation to export for a fob value of US\$93756.33/- but company has failed to fulfil the said requirement and the department has imposed a penalty of Rs. 17,03,240/- in addition to custom duty plus interest. The matter is still pending for the payment.	Rs. 17.03

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the company

As on the date of this Draft Red Herring Prospectus, there is no pending outstanding criminal proceedings initiated against the Promoters & Directors of the company.

(b) Criminal proceedings filed by the Promoters & Directors of the company

There are no pending outstanding criminal proceedings initiated by the Promoters & Directors of the company.

(c) Other pending material litigations against the Promoters & Directors of the company

As on the date of this Draft Red Herring Prospectus, there is no pending claims related to other pending Proceedings involving Promoters & Directors of the company:-

(d) Other pending material litigations filed by the Promoters & Directors of the company

As on the date of this Draft Red Herring Prospectus, there is no pending claims related to other pending Proceedings involving Promoters & Directors of the company:-

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

(f) Tax Proceedings against the Promoters & Directors of the company

(Amount in ₹ lakhs)

Nature of Proceedings	Assessment Year	Number of Cases	Amount Involved	Description
Ashish Mundhada				
Direct Tax	2015-16	1	0.16	The Promoter/Director of the company has been assessed u/s 143(1)(a) of the Income Tax Act, 1961 for which the demand order was issued on April 08, 2016 having Demand Reference No. 2016201537001252103T. The demand notice has been issued for the demand of Rs. 15,680/- The demand was issued against difference of amount under TDS claimed by the Assessee. The amount is pending to be payable.
Total		1	0.16	

C. LITIGATIONS INVOLVING THE GROUP/SUBSIDIARY COMPANIES OF THE COMPANY

(a) Criminal proceedings against the Group/Subsidiary Companies of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Group Companies of the company.

(b) Criminal proceedings filed by the Group/Subsidiary Companies of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Group Companies of the company.

(c) Other pending material litigations against the Group/Subsidiary Companies of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Group Companies, which has been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Group/Subsidiary Companies of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Group Companies, which has been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Group/Subsidiary Companies of the company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Group Companies.

(f) Tax Proceedings

(Amount in ₹ lakhs)

Nature of Proceedings	Assessment Year	Number of Cases	Amount Involved (In lakhs)	Description
Durafloor Concrete Solutions LLP				
TDS Defaults				
TDS	4 FY and Prior Year	5	2.99	The TDS Defaults is raised for the F.Y. 2024-25 and previous years.
Total		5	2.99	

D. LITIGATION INVOLVING KEY MANAGERIAL PERSONNEL AND MEMBERS OF SENIOR MANAGEMENT

Outstanding criminal litigation involving our key managerial personnel and members of senior management

(a) Criminal proceedings initiated against our Key Managerial Personnel and members of Senior Management

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Key Managerial Personnel and members of Senior Management.

(b) Criminal proceedings initiated by our Key Managerial Personnel and members of Senior Management

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Key Managerial Personnel and members of Senior Managerial Personnel.

(c) Actions by statutory or regulatory authorities against our Key Managerial Personnel and members of Senior Management

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against our Key Managerial Personnel and members of Senior Managerial Personnel.

E. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company.

Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the sub period ended on September 30, 2024 were Rs. 430.28 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 21.51 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on March 17, 2025.

Based on these criteria, details of outstanding dues owed for the sub period ended on September 30, 2024 by our Company are set out below:

Types of creditors	Number of creditors	Amount involved	(Amount in ₹ lakhs)
Micro, small and medium enterprises	15	140.32	
Material Creditors (including MSME-3 creditors)	8	299.20	

The details pertaining to net outstanding dues towards our material creditors as for the sub period ended on September 30, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our company.

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure in relation to amount unpaid together with interest payable has not been furnished.

As for the sub period ended on September 30, 2024, our Company owes amounts aggregating to Rs 430.28 lakhs approximately towards 79 trade creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them.

MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled “***Management’s Discussion & Analysis of Financial Conditions & Results of Operations***” beginning on page 218 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industrial Regulations and Policies' on page 130 of this Draft Red Herring Prospectus.

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on February 1, 2025 authorized the Issue, subject to the approval of the shareholders and such other authorities, as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special resolution passed in the Extra Ordinary General Meeting held on February 12, 2025 authorized the Issue.
3. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated March 31, 2025

Approval from the Stock Exchange:

- In-principle approval dated [●] from the BSE SME for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- a. The company has entered into a Tripartite agreement dated January 23, 2024 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- b. Similarly, the Company has also entered into a Tripartite agreement dated February 06, 2024 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- c. The International Securities Identification Number ("ISIN") of our company is INE0T1301023.

II. Incorporation related Approvals:

Sr. No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation	U28900MH2005PTC157553	Companies Act, 1956	Registrar of Companies,	November 24, 2005	Valid till Cancelled

2	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U65465MH2005PLC157553	Companies Act, 2013	Mumbai Registrar of Companies, Central Processing Centre	March 19, 2024	Valid till Cancelled
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III. Tax Related Approvals:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Permanent Account Number (PAN)	AACCK7414R	Income Tax Act, 1961	Income Tax Department	November 24, 2005	Valid till Cancelled
2	Tax Deduction and Collection Account Number (TAN)	NGPK02994F	Income Tax Act, 1961	Income Tax Department	February 08, 2006	Valid till Cancelled
3	GST Registration Certificate (Maharashtra)	27AACCK7414R1ZZ	Central Goods and Services Tax Act, 2017 and The Maharashtra Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax, Government of India	July 01, 2017	Valid till Cancelled
4	Certificate of Enrolment	99754431005P	The Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975	Sales Tax Department, Maharashtra	April 01, 2020	Valid till cancelled
5	Certificate of Registration	27310523723P	The Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975	Sales Tax Department, Maharashtra	April 01, 2014	Valid till cancelled

IV. Corporate / General Approvals:

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Import Export Code (IEC)	0308050533	Foreign Trade (Development & Regulation) Act, 1992	Deputy Director General of Foreign Trade, Ministry of Commerce and Industry	October 08, 2008	Valid till cancelled
2	LEI (Legal Entity Identifier) Code	984500Y2E9DBDCEN7598	Payment and Settlement Systems Act, 2007	Legal Entity Identifier India Limited	January 21, 2020	November 19, 2025
3	Udyam Registration Certificate-Small Enterprise Category	UDYAM-MH-03-0002636	The Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small & Medium Enterprises	September 26, 2020	Valid till cancelled

V. Business Related Approvals obtained by our Company:
1. For Manufacturing Unit I: D-13/I, MIDC, Amravati, Maharashtra, India-444606

Sr. No .	Nature of Registration/ License*	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Date of Renewal	Date of Expiry
1	Approval of Factory Maps, construction of building/reconstruction or extension of Factory	Reference no. 120300000036902	The Factories Act, 1948	Joint Director, Industrial Safety and Health, Akola	October 08, 2024	Valid till any change in approved Map
2	Consent to Operate	UAN No. 0000186716/CR/24010 02484	The Water (Prevention and Control of Pollution) Act, 1974; The Air (Prevention and Control of Pollution) Act, 1981; Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016;	Regional Officer, Maharashtra Pollution Control Board	Issued on April 15, 2006 Last renewed on January 24, 2024	December 31, 2027
3	Final Fire Approval**	Letter No.C90830	Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Assistant Planner Maharashtra Industrial Development Corporation	August 30, 2019	Valid till Cancelled
4	Factory License	License No. 32383 Registration No.: 12030241080004	The Factories Act, 1948	Directorate of Industrial Safety and Health (Labour Department)	January 01, 2025	December 31, 2026
5	Certificate of Stability	STC/2024-25/10-24/06	Maharashtra Factory Rules, 1963	Opal Engineers and Consultants	October 09, 2024	October 08, 2027
6.	Occupancy Certificate	MIDC/ATP/AST.PLA N.AMR/2019/C94289	Maharashtra Industrial Development Corporation- Revised Development Control Regulations 2009	Maharashtra Industrial Development Corporation	September 04, 2019	Valid till Cancelled

The Consent to Establish certificate or any copy thereof is not traceable by the company. Although, Company have an original Consent to operate certificate dated April 15, 2006.

*** Final Fire Approval Certificate is yet to be generated. However, application for final fire approval has been approved.*

2. For Registered office and Manufacturing Unit II: A-30/3/I, MIDC, Amravati, Maharashtra, India-444605 and A-30/3, MIDC, Amravati, Maharashtra, India- 444605

Sr. No .	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Date of Renewal	Date of Expiry
1	Consent to Operate	UAN No. 0000128784/ CO/22030D0	The Water (Prevention and Control of Pollution) Act, 1974;	Regional Officer, Maharashtra	March 07, 2022	January 31, 2030

		367	The Air (Prevention and Control of Pollution) Act, 1981; Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016;	Pollution Control Board		
2	No Objection Certificate for plot no. A-30/3/I, and A-30/3, MIDC, Amravati, Maharashtra, India-444605.	MIDC/ATP/AST.PLAN. AMR/2021/A 29857	Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Special Planning Authority, Maharashtra Industrial Development Corporation	January 25, 2021	Valid till cancelled
3	Approval of Factory Maps, construction of building/reconstruction or extension of Factory	Reference no. 12030000003 6901	The Factories Act, 1948	Joint Director, Industrial Safety and Health, Akola	October 08, 2024	Valid till any change in approved Map
4	Factory License	License No. 32380 Registration No.: 12030241080 004	The Factories Act, 1948	Directorate of Industrial Safety and Health (Labour Department)	January 01, 2025	December 31, 2026
5	*Consent to establish for A-30/3, MIDC, Amravati, Maharashtra, India-444605	MPC/ROAmt /Amravati/10 4	The Water (Prevention and Control of Pollution) Act, 1974; The Air (Prevention and Control of Pollution) Act, 1981; Hazardous Wastes (Management, Handling and Transboundary) Rules, 2008;	Regional Officer, Maharashtra Pollution Control Board	May 28, 2012	Commissioning of the unit or 5 years whichever is earlier
6	**Consent to establish for A-30/3/I, MIDC, Amravati, Maharashtra, India-444605	MPC/ROAmt /Amravati/10 5	The Water (Prevention and Control of Pollution) Act, 1974; The Air (Prevention and Control of Pollution) Act, 1981; Hazardous Wastes (Management, Handling and Transboundary) Rules, 2008	Regional Officer, Maharashtra Pollution Control Board	May 28, 2012	Commissioning of the Unit or 5 years whichever is earlier
7	Occupancy Certificate	MIDC/ATP/AST.PLAN. AMR/2021/A 80612	Maharashtra Industrial Development Corporation- Revised Development Control Regulations 2009	Maharashtra Industrial Development Corporation	March 08, 2021	Valid till Cancelled
8	Certificate of Stability	STC/2024-25/10-24/07	Maharashtra Factory Rules, 1963	Opal Engineers and Consultants	October 09, 2024	October 08, 2027
9	Certificate of Verification [Weights and Measures] for A-30/3/I, MIDC, Amravati, 444607 NAWi-Electronics Scale:	LCR No. CLM2731255 6	The Legal Metrology Act, 2009 and The Maharashtra Legal Metrology (Enforcement) Rules, 2011	Inspector of Legal Metrology, Amravati	September 20, 2024	September 19, 2025

	(1) Max. Capacity: 1000kg, Make: WEIGHSTAR, Model No.: HB-1000k, Class III					
10.	Certificate of Verification [Weights and Measures] for A-30/3/I, MIDC, Amravati, 444607 NAWi-Electronics Scale: (1) Max. Capacity: 3000kg, Make: WEIGHSTAR, Model No.: HB-3000k, Class III	LCR No. CLM2731255 6	The Legal Metrology Act, 2009 and The Maharashtra Legal Metrology (Enforcement) Rules, 2011	Inspector of Legal Metrology, Amravati	September 20, 2024	September 19, 2025

* Consent to establish for A-30/3, MIDC, Amravati, Maharashtra, India-444605 is in the name of M/s Kasturi Steelwools.

**Consent to establish for A-30/3/I, MIDC, Amravati, Maharashtra, India-444605 is in the name of M/s Kasturi Industries.

3. For Manufacturing Unit- III- A-98, MIDC, Amravati, Maharashtra, India- 444605

Sr No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Date of Renewal	Date of Expiry
1	Consent to establish	0000125831/CE/2 112002038	The Water (Prevention and Control of Pollution) Act, 1974; The Air (Prevention and Control of Pollution) Act, 1981; Hazardous Wastes and Other Waste (Management and Transboundary Movement) Rules, 2016; Environment (Protection) Act, 1986	Regional Officer, Maharashtra Pollution Control Board	December 31, 2021	Commissioning of the Unit or 5 years whichever is earlier
2	Final Fire Approval*	Letter No. D76555	Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Assistant Planner Maharashtra Industrial Development Corporation	September 19, 2021	Valid till Cancelled
3	Consent to Operate	UAN No. 0000188104/CR/2 401003106	The Water (Prevention and Control of Pollution) Act, 1974; The Air (Prevention and Control of Pollution) Act, 1981; Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016;	Regional Officer, Maharashtra Pollution Control Board	Issued on March 07, 2022 Renewed on January 31, 2024	January 31, 2028
4	Approval of Factory Maps, construction of building/reconstruction or extension of Factory	Reference no. 120300000037035	The Factories Act, 1948	Joint Director, Industrial Safety and Health, Akola	October 17, 2024	Valid till any change in approved Map

5	Occupancy Certificate	MIDC/ATP/AST.P LAN.AMR/2022/ B52922	Maharashtra Regional and Town Planning Act, 1966	Maharashtra Industrial Development Corporation	May 05, 2022	Valid till Cancelled
6	Sanction of 15.00 mm dia water Connection	MIDC/IFMS/AM R/E&MD/SDAM RVTE&M/2021/C 65399	MIDC Water Supply Regulations 1973	Deputy Engineer Maharashtra Industrial Development Corporation	June 15, 2021	Valid till cancelled
7	Factory License	License No. 32384 Registration No.: 12030241080008	The Factories Act, 1948	Directorate of Industrial Safety and Health (Labour Department)	January 01, 2025	December 31, 2026
8	Certificate of Stability	STC/2024-25/10-24/08	Maharashtra Factory Rules, 1963	Opal Engineers and Consultants	October 18, 2024	October 17, 2027

*Final Fire Approval Certificate is yet to be generated. However, application for final fire approval has been approved.

4. **For the address Factory Unit-IV (As on date, this Unit is currently not operative and is under construction)- Plot No B-2/4, Additional Industrial Area Amravati, Maharashtra, 444903**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Consent to Establish	UAN No. 0000217706/CE/2410000405	The Water (Prevention and Control of Pollution) Act, 1974; The Air (Prevention and Control of Pollution) Act, 1981; Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016	Sub-Regional Officer, Maharashtra Pollution Control Board	October 04, 2024	Commissioning of the unit or up to 5 year whichever is earlier
2	Fire NOC (Provisional)	MIDC/Fire/I/90067/2024	Maharashtra Fire Prevention and Life Safety Measures Act, 2006	Jt. Chief Fire Officer, Maharashtra Industrial Development Corporation	December 20, 2024	Valid for 1 year

VI. Labour Related Approvals obtained by the Company

S.N o	Nature of Registration/ License*	Registration/License No./Application No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under Employees State Insurance Corporation	23000054330000506	The Employees State Insurance Act, 1948	Sub-Regional Office, Employees State Insurance Corporation	July 22, 2010	Valid till cancelled
2.	Registration under Employees' Provident Funds	NGAKL0111609000	Employees Provident Fund and	Employees' Provident	February 11, 2015	Valid till cancelled

		Miscellaneous Provisions Act, 1952	Fund Organisation	
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*The Company's Labour Identification No. is 1-3628-5600-8.

VII. Certifications Obtained by the Company:

S. No.	Nature of Registration	Registration/Certificate No.	Description	Issuing Authority	Date of issue	Date of Expiry
For Manufacturing Unit-I: For Factory Address - D-13/1, MIDC, Amravati, Maharashtra, India-444606						
1.	ISO 9001 : 2015 for Quality Management System	99 100 14360/01	Design, Manufacturing and Supply of MS Wires and Steel Fibers	TÜV SÜD South Asia Private Limited	April 06, 2013	September 14, 2027
For Manufacturing Unit-II- A 30/3 and A-30/3/1 MIDC, Amravati - 444606, Maharashtra, India						
2.	ISO 9001: 2015 for Quality Management System	99 100 14360/02	Design, Manufacturing & Supply of Steel Wool Fibers and Glued Steel Fibers	TÜV SÜD South Asia Private Limited	April 06, 2013	September 14, 2027
3.	ZED BRONZE CERTIFICATE	26102023_021466	Manufacturing goods with "zero defects" and ensuring that the goods have "zero effect" on the environment. (Level 1)	Ministry of Micro, Small & Medium Enterprises	October 26, 2023	October 25, 2026
4.	ZED SILVER CERTIFICATE	02082024_021466	Manufacturing goods with "zero defects" and ensuring that the goods have "zero effect" on the environment. (Level 2)	Ministry of Micro, Small & Medium Enterprises	August 02, 2024	August 2, 2027
For Manufacturing Unit- III- A-98, MIDC, Amravati, Maharashtra, India- 444605						
5.	ISO 9001: 2015 for Quality Management System	99 100 14360/03	Manufacturing And Supply Of MS Wire	TÜV SÜD South Asia Private Limited	October 11, 2022	September 14, 2027

VIII. The details of domain registered by our company are:

Sr. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
1	Domain Name: steelfiberindia.in Domain ID: D6691488-IN	Registrar: Endurance Digital Domain Technology Private Limited IANA ID: 801217	August 12, 2012	August 12, 2027

IX. Intellectual property related approvals:

Sr. no.	Trademark Name and Logo	Class	TM Category	Applicant of TM	Issuing Authority	Trademark Application No., And Date of Application/Registration	Status/Valid upto
5.	 Kasturi Metal Composite Limited	6	DEVICE	Kasturi Metal Composites Ltd.	Registrar of Trademark	Application no. 6705717 Dated: November 12, 2024	Formalities Chk Pass
6.	 Duraflex Steel Fiber	6	DEVICE	Kasturi Metal Composites (P) Ltd.	Registrar of Trademark	Application no. 2219188 Dated: October 13, 2011	Opposed
7.	DURABOND DURABOND	12	DEVICE	Kasturi Metal Composites Ltd.	Registrar of Trademark	Application no. 6850051 Dated: February 10, 2025	Formalities Chk Pass
8.	DURO-CRETE DUROCRETE	19	DEVICE	Kasturi Metal Composites (P) Ltd.	Registrar of Trademark	TM Application no. 2287067 Dated: February 22, 2012	Opposed

Patent:

Sr. No.	App Number /Form/Date	Reference No. / Application No.	Applicant	Applicable Law	Authority under the Law	Title of invention	Status
1.	202421043114 in Form 1 and Form 28 dated June 03, 2024	TEMP/E-106/1914/2024/MUM	Kasturi Metal Composite Limited	The Patents Act, 1970	Controller General of Patent Designs and Trademarks	High Tensile Strength Steel Fiber With Inverted Loop Ends For Concrete Reinforcement	Awaiting Complete Specification

X. Licenses/ Approvals which are applied by Company and are pending for approval:

1. Company has applied for change of name in Professional Tax Enrolment Certificate consequent to the conversion of the Company to Public Company vide application dated February 15, 2025.
2. Company has applied for change of name in Professional Tax Registration Certificate consequent to the conversion of the Company to Public Company along with addition of all manufacturing units of the company vide application dated February 15, 2025.
3. Company has applied for Change of name of the company in the PF Registration consequent to the conversion of the Company to Public Company through the application dated March 27, 2024.

XI. Licenses/ Approvals are yet to be applied by Company: NIL

B. MATERIAL LICENSES AND APPROVALS OBTAINED BY OUR SUBSIDIARY
Durafloor Concrete Solutions LLP
I. General and Business Related Approvals obtained by our Company

Sr. No.	Nature of Registration/ License*	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Incorporation	AAE-9314	The Limited Liability Partnership Act, 2008	ROC, Mumbai	October 15, 2015	Valid till cancelled
2	Permanent Account Number (PAN)	AALFD7321A	Income Tax Act, 1961	Income Tax Department	October 28, 2015	Valid till cancelled
3	Tax Deduction Account Number (TAN)	MUMD22911A	Income Tax Act, 1961	Income Tax Department	October 26, 2015	Valid till cancelled
4	Registration Certificate for Goods & Service Tax	27AALFD7321A1ZS	Central Goods and Services Tax Act, 2017 and The Maharashtra Goods and Services Tax Act, 2017	Government of India and Assistant Commissioner of State Tax, Government of Maharashtra	July 01, 2017	Valid till cancelled
5	Certificate of Enrolment	99864437977P	The Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975	Maharashtra Goods and Service Tax Department	April 01, 2020	Valid till cancelled
6	Certificate of Registration	27491162078P	The Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975	Sales Tax Department, Maharashtra	May 15, 2018	Valid till cancelled
7	Importer-Exporter Code Number	0316979627	Foreign Trade (Development & Regulation) Act, 1992	Directorate General of Foreign Trade, Ministry of Commerce and Industry	January 12, 2017	Valid till cancelled
8	Udyam Registration certificate For the registered office of the LLP located at Office No S-1063A, Akshar Business Park, Sector-25, Vashi, Sanpada, Thane, Thane, Maharashtra, India, 400703	UDYAM-MH-18-0013400	The Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small & Medium Enterprises	September 25, 2020	Valid till cancelled
9	Shop and Establishment	2410200318588809	The Maharashtra	Shop Inspector Office, Vashi	February 23, 2024	Valid until Cancelled

	Registration For the registered office of the LLP located at Office No S-1063A, Akshar Business Park, Sector-25, Vashi, Sanpada, Thane, Thane, Maharashtra, India, 400703		Shops And Establishments (Regulation of Employment and Conditions of Service) Act, 2017			
10	Shop and Establishment Registration For the address – Gala No. 435, Raheja Tesla 1, Gen 2/1/C, TTC Industrial Area INC., Juingar, Nerul, Navi Mumbai (Municipality), Thane, 400706	2410200319443895	The Maharashtra Shops And Establishments (Regulation of Employment and Conditions of Service) Rules, 2018	Shop Inspector Office, Vashi	November 26, 2024	Valid until Cancelled
11	Registration under Employees State Insurance Corporation	23000118130000699	The ESI Act, 1948	Sub-Regional Office, Employees State Insurance Corporation	January 11, 2017	Valid till cancelled
12	Registration under Employee Provident Funds	NGAKL1551612000	Employees Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation	August 05, 2020	Valid till cancelled
13.	Certificate of Recognition (Start up India)	DIPP74913	Income Tax Act, 1961	Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry	February 12, 2021	October 14, 2025

*LLP has a Labour Identification No.- I-7133-5326-4

II. Domain names registered in the name of the Company:

S. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Creation Date	Expiry Date
1.	Domain Name: durafloor.in Domain ID: D9432382-IN	Registrar: Endurance Digital Domain Technology Private Limited IANA ID: 801217	May 04, 2015	May 04, 2028

III. Intellectual property related approvals:

Sr. no.	Trademark Name and Logo	Class	TM Category	Applicant of TM	Issuing Authority	Trademark Application No., And Date of Application/Registration	Status/Valid upto
1.	DURACURE	1	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734255 Dated: November 29, 2024	Formalities Chk Pass
2.	 DURA FLOOR CONCRETE SOLUTIONS BUILT STRONG! LASTS LONG! Durafloor Concrete Solutions LLP	37	DEVICE	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734256 Dated: November 29, 2024	Formalities Chk Pass
3.	DURASLEEVE	19	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734257 Dated: November 29, 2024	Formalities Chk Pass
4.	DURASHIELD	6	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734258 Dated: November 29, 2024	Formalities Chk Pass
5.	DURASHRINK	1	WORD	Durafloor Concrete Solutions LLP	Registrar of Trademark	TM Application no. 6734259 Dated: November 29, 2024	Formalities Chk Pass

IV. Licenses/ Approvals which are applied by Our Subsidiaries and are pending for approval:

1. The LLP has applied for change in the address under the PF Registration vide Letter no. IR03771228 dated January 22, 2025.
2. The LLP has applied for change in the address under the ESIC Registration vide an Application Form dated January 22, 2025.

V. Licenses/ Approvals are yet to be applied by Our Subsidiaries: NIL

OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018 and amendments thereto, for the purpose of identification of Group Company, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated March 17, 2025 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group companies if such company fulfills both the below mentioned conditions:-

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements ("Restated Financial Statements"); or
- b. if such company fulfills both the below mentioned conditions: -
 - Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
 - The Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of the total revenue of our Company as per Restated Financial Statements.

Based on the above, we do not have any group companies.

OTHER REGULATORY AND STATUTORY APPROVALS

AUTHORITY FOR THE ISSUE

Corporate Approvals

The Board of Directors has, pursuant to a resolution passed at its meeting held on February 1, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on February 12, 2025, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

In-principal Approval

Our Company has obtained an In-Principle Approval from SME Platform of BSE (BSE SME) for using its name in the Draft Red Herring Prospectus pursuant to an approval letter dated [●] for listing our shares. BSE is the Designated Stock Exchange.

Prohibition by SEBI OR 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 promoter, 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.
- There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

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 228 of this Draft Red Herring Prospectus.

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

PROHIBITION BY SECURITIES MARKET REGULATIONS:

Our Company, our Promoters, our Directors and our Promoter's Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

PROHIBITION WITH RESPECT TO WILFUL DEFALTER OR A FRAUDULENT BORROWER

Neither our Company, our Promoter, 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 defaulter or a fraudulent borrower as defined by the SEBI (ICDR) Regulations, 2018.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

Confirmations

- i. Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- ii. Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- iii. Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.
- iv. Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- v. There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

ELIGIBILITY FOR THE ISSUE

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, we are an Issuer whose post issue paid up capital is more than 10 crores but less or equal to 25 crore rupee 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 (BSE SME)”).

In terms of Regulation 229(3) of the SEBI ICDR Regulations, we confirm that we have fulfilled the eligibility criteria for SME Platform of BSE Limited, which are as follows:

- (a) Our Company was originally incorporated as a Private Limited Company under the name “Kasturi Metal Composite Private Limited” on November 24, 2005 bearing CIN U28900MH2005PTC157553 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai. Subsequently, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on December 26, 2023 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “Kasturi Metal Composite Private Limited” to “Kasturi Metal Composite Limited” vide a fresh Certificate of Incorporation dated March 19, 2024 issued by the Registrar of Companies, Central Processing Centre, bearing CIN U65465MH2005PLC157553.
- (b) The post issue paid up capital of the company will be less than ₹ 25 Crores.
- (c) The Company has a track record of at least 3 years as on the date of filling Draft offer Document/offer document.
- (d) The Company has net tangible assets of ₹ 1391.10 lakhs and ₹ 1169.40 lakhs as on September 30, 2024 and March 31, 2024 respectively which is more than ₹ 300 lakhs (Rs. 3 Crore).
- (e) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) of atleast Rs. 1 crore from operations for at least 2 financial years out of preceding three financial years and its net worth as on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 is positive.

(Amount in ₹ Lakhs)

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
EBITDA	466.96	539.54	397.47	180.61
Net worth	1450.35	1228.65	702.77	553.54

f) The Leverage ratio (Total Debts to Equity) of the Company as on September 30, 2024 was 0.83:1 which is less than the limit of 3:1. The working is given below:

Particulars	September 30, 2024
Long Term Borrowings	251.65
Short Term Borrowings	951.04
Total Debt (A)	1202.69
Paid-up Share Capital	101.03
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	1349.32
Net worth (B)	1450.35
Debt-Equity Ratio (A / B)	0.83

g) In case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: **Not Applicable**

h) In cases where there is a complete change of promoter of the Company or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s): **Not Applicable**

i) In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by our Company from the activity indicated by our new name: **Not Applicable**

j) There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals. None of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange. Accordingly, there is no applicability of compulsory delisting is attracted and none of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of companies that are suspended from trading on account of non-compliance. Further, none of our directors are disqualified/ debarred by any of the Regulatory Authority.

k) The Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;

l) The net worth computation is computed as per the definition given in SEBI ICDR Regulations.

m) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies;

n) Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.

o) None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.

p) There is no winding up petition against The Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.

q) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company

r) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.

s) There is no pending default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting

company(ies).

- t) There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled "**Outstanding Litigation and Material Developments**" of the Draft Red Herring Prospectus beginning on page 228 of this Draft Red Herring Prospectus.
- u) There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled "**Outstanding Litigation and Material Developments**" of the Draft Red Herring Prospectus.
- v) None of the Issues managed by BRLM are returned by BSE in last six months from the date of this Draft Red Herring Prospectus.
- w) 100% of the Promoter's shareholding in the Company is in Dematerialised form.
- x) Our composition of the board is in compliance with the requirements of Companies Act, 2013.
- y) Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- z) Our Company has a website i.e. www.steelfiberindia.in

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.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Offer is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled "**General Information**" beginning on page 52 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE ("**BSE SME**"). For further details of the arrangement of market making please refer to section titled "**General Information**" beginning on page 52 of this Draft Red Herring Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to Two Hundred (200), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four 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 days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Offer document and BRLM shall ensure the same.
4. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.
5. Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the BSE SME.
6. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board;
7. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board;
8. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.

9. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoter or directors is a fugitive economic offender.
10. In accordance with Regulation 228(e) of the SEBI (ICDR) Regulations there are no any outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.
11. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE ("BSE SME") is the Designated Stock Exchange.
12. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
13. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
14. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters is already in dematerialised form.

We confirm that there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company 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 Depository Services Limited (CDSL) dated January 23, 2024 2024 and National Securities Depository Limited (NSDL) dated February 06, 2024 for dematerialization of its Equity Shares already issued and proposed to be issued.
2. Our Company has a website i.e. www.steelfiberindia.in
3. The Equity Shares of our Company held by our Promoter are in dematerialised form; and
4. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
5. 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 SME Platform of BSE ("BSE SME").

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE

DATED MARCH 31, 2025. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) AS PER OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies, Mumbai in terms of sections 26, 30, 32 and 33 of the Companies Act, 2013.

STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY HEM SECURITIES LIMITED:

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing
Mainboard IPO's								
1.	Manba Finance Limited [^]	150.84	120.00	September 30, 2024	145.00	15.89% [-5.21%]	30.34% [-7.74%]	10.35% [-8.88%]
2.	Enviro Infra Engineers Limited [^]	650.43	148.00	November 29, 2024	220.00	116.12% [-1.32%]	49.46% [-6.56%]	N.A.
SME IPO's								
1.	Vision Infra Equipment Solutions Limited	106.21	163.00	September 13, 2024	205.00	0.25% [1.55%]	9.72% [-2.82%]	-25.95% [-11.27%]
2.	Shubhshree Biofuels Energy Limited	16.56	119.00	September 16, 2024	189.00	90.76% [-1.29%]	175.21% [-2.42%]	160.50% [-11.77%]
3.	Wol 3D India Limited	25.56	150.00	September 30, 2024	180.05	-5.70% [-5.21%]	-7.33% [-7.74%]	-28.27% [-8.88%]
4.	Unilex Colours and Chemicals Limited	31.32	87.00	October 03, 2024	89.00	-12.64% [-4.97%]	-1.03% [-6.36%]	-45.40% [-6.85%]
5.	Sahasra Electronic Solutions Limited	186.16	283.00	October 04, 2024	537.70	171.52% [-3.24%]	80.88% [-5.08%]	N.A.
6.	Forge Auto International Limited	31.10	108.00	October 04, 2024	113.00	-9.35% [-3.24%]	-16.94% [-5.08%]	N.A.
7.	Danish Power Limited	197.90	380.00	October 29, 2024	570.00	129.74% [-0.78%]	132.33% [-5.62%]	N.A.
8.	Readymix Construction Machinery Limited	37.66	123.00	February 13, 2025	123.00	-33.25% [-2.75%]	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

[^]NSE as designated stock exchange

1) The scrip of Sahasra Electronic Solutions Limited, Forge Auto International Limited, Danish Power Limited, Enviro Infra Engineers Limited have not completed its 180th day from the date of listing and Readymix Construction Machinery Limited has not completed its 90th day from the date of listing.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at Premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at Premium-180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	15 ⁽¹⁾	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	21 ⁽²⁾	680.45	-	-	1	12	5	3	-	-	2	12	5	2
2024-25	26 ⁽³⁾	2,152.26	-	1	5	11	2	7	-	4	1	9	2	5

- 1) The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023.
- 2) The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024.
- 3) The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machineries (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024; Ganesh Green Bharat Limited was listed on July 12, 2024; Chetana Education Limited was listed on July 31, 2024, Aprameya Engineering Limited was listed on August 01, 2024, Sunlite Recycling Industries Limited was listed on August 20, 2024, Aeron Composite Limited was listed on September 04, 2024, Namo eWaste Management Limited was listed on September 11, 2024, My Mudra Fincorp Limited was listed on September 12, 2024, Vision Infra Equipment Solutions Limited was listed on September 13, 2024, Shubhshree Biofuels Energy Limited was listed on September 16, 2024, Wol 3D India Limited was listed on September 30, 2024, Manba Finance Limited was listed on September 30, 2024, Unilex Colours and Chemicals Limited was listed on October 03, 2024, Sahasra Electronic Solutions Limited was listed on October 04, 2024, Forge Auto International Limited was listed on October 04, 2024, Danish Power Limited was listed on October 29, 2024, Enviro Infra Engineers Limited was listed on November 29, 2024 and Readymix Construction Machinery Limited was listed on February 13, 2025.

Note:

- a) Based on date of listing.
- b) CNX NIFTY and BSE SENSEX have been considered as the benchmark index.
- c) Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.
- d) In case the 30th /90th /180th calendar day is a holiday or scrips are not traded, then data from previous trading day has been considered.
- e) N.A. – Period not completed.
- f) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings) managed by the Book Running Lead Manager. Hence, disclosures is restricted to last 10 equity issues handled by Book Running Lead Manager.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Agreement entered between the Book Running Lead Manager, and our Company on March 3, 2025 and the Underwriting Agreement dated [●] entered into between the Underwriter, and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company. All information shall be made available by our Company, and the Book Running Lead Manager 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 Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, 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, Group Companies, 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 Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jaipur, Rajasthan only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE SME.

"BSE Limited ("BSE") has vide its letter dated [●], given permission to the Company to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be

listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;
- iv. Warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Amravati.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any offshore 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 OF OFFER DOCUMENT WITH THE DESIGNATED STOCK EXCHANGE/ SEBI/ ROC

The Draft Red Herring 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 Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

LISTING

Application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within Three (3) Working Days of the Offer Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Three (3) Working Days from the Offer Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

CONSENTS

Consents in writing of Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Peer Review Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank*, Syndicate Members*, Underwriter to the Issue* and Market Maker to the Issue* to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for filing with the RoC.

**The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus/ Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. M/s. NDAA & Associates LLP, Chartered Accountants (FRN: 129486W/W100775), Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/ Red Herring Prospectus/ 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 the Red Herring Prospectus/ Prospectus for filing with the RoC.

EXPERTS OPINION

Except for the reports in the section “**Statement of Special Tax Benefits**”, “**Financial Information of the Company**” “**Statement of Financial Indebtedness**” on page 94, 167 and 216 respectively of this Draft Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “**expert**” shall not be construed to mean an “**expert**” as defined under the U.S. Securities Act, 1933.

FEES, BROKERAGE AND SELLING COMMISSION PAYABLE

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated March 3, 2025 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring Prospectus until the Bid/ Issue Closing Date.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated February 28, 2025, a copy of which is available for inspection at our Company’s Registered Office.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

For detailed description please refer to the section titled “**Capital Structure**” beginning on page 63 of this Draft Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years

PERFORMANCE VIS-À-VIS OBJECTS

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

PARTLY PAID-UP SHARES

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

OUTSTANDING CONVERTIBLE INSTRUMENTS

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

OPTION TO SUBSCRIBE

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES:

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances. The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). ‘T’ being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid 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 Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs/ Sponsor Bank including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on February 1, 2025. For further details, please refer to section titled "***Our Management***" beginning on page 145 of this Draft Red Herring Prospectus.

Our Company has also appointed Madhu Awasthi as the Company Secretary and Compliance Officer of our company, for this Issue he may be contacted in case of any pre-issue or post-issue related problems at the following address:

Madhu Awasthi
Company Secretary & Compliance Officer
 Kasturi Metal Composite Limited
 A30/3/1, MIDC, H. V. Nagar, Amravati,
 Maharashtra, India, 444605
Tel. No.: 0721-2520293/ 94/ 95
E-mail: companysecretary@steelfiberindia.in
Website: www.steelfiberindia.in

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor compliant during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We do not have any listed company under the same management.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the

Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Special Tax Benefits**” beginning on page 94 of this Draft Red Herring Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in Section “**Our Business**” beginning on page 112 of this Draft Red Herring 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 Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in “**Capital Structure**” on page 63 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

There has not been any revaluation of assets since incorporation of the Company.

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 chapter titled “**Our Management**” beginning on page 145 and chapter “**Restated Financial Statements**” beginning on page 167 of this Draft Red Herring 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

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

SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (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, 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.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid-cum-Application forms. Investor may visit the official website of the concerned for any information on operational utilization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of upto 27,52,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on February 1, 2025 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on February 12, 2025 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 301 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association**” beginning on page 166 and 301 respectively of this Draft Red Herring 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 ₹[●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹[●] per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Marathi edition of [●], a regional newspaper

each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the Book Running Lead Manager, 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.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

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

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "**Main Provisions of the Articles of Association of our company**" beginning on page 301 of this Draft Red Herring Prospectus.

Allotment in Dematerialized Form

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only. In this context, two agreements shall be signed among our Company, the respective Depositories and Registrar to the Issue.

- Tripartite Agreement dated February 06, 2024 between NSDL, Our Company and Registrar to the Issue; and
- Tripartite Agreement dated January 23, 2024 between CDSL, Our Company and Registrar to the Issue;

Minimum Application Value, Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE SME (SME platform of BSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith within four (4) days of closure of issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Amravati, Maharashtra.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Issue Program

Event	Indicative Date
Bid/Issue Opened Date	[●] ¹
Bid/Issue Closed Date	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about [●]

The above time table is indicative and does not constitute any obligation on our Company or BRLM. 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 BSE SME is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from 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.

¹Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations.

²Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI (ICDR) Regulations.

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, 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 three 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 Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual Investor and non-institutional Bidders . The time for applying for Individual Bidders on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE 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 Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager 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 Book Running Lead Manager 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, 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 Draft Red Herring 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 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 SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Bidders can revise or withdraw their Bid-Cum-Application Forms prior to the Bid/ Issue Closing Date. Allocation to Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, 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 Book Running Lead Manager 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 and Underwriting

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled "**General Information - Underwriting**" on page 52 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than two Lots. Provided that minimum application size shall be above ₹2 lakhs.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate

its equity shares listed on a BSE SME to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

- the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s)."

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 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 promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the SME Platform, amongst others, has to fulfill following conditions:

Parameter	Migration policy from BSE SME Platform to BSE Main Board
Paid up Capital & Market Capitalisation	<p>Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores</p> <p>(Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)</p>
Promoter Holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
Financial Parameters	<ul style="list-style-type: none"> The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange. The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
Track record of the company in terms of listing/ regulatory actions, etc	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
Regulatory action	<ul style="list-style-type: none"> No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals. No Debarment of company, promoters/promoter group, Subsidiary by SEBI. No Disqualification/Debarment of directors of the company by any regulatory authority. The applicant company has not received any winding up petition admitted by a NCLT.
Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
Other parameters like No. of shareholders, utilization of funds	<ul style="list-style-type: none"> No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated

	<p>objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.</p> <ul style="list-style-type: none"> • The applicant company has no pending investor complaints. • Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.
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Notes:

- 1) Net worth definition to be considered as per definition in SEBI ICDR.
- 2) Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
- 3) The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
- 4) If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
- 5) The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.
- 6) Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.
- 7) BSE decision w.r.t admission of securities for listing and trading is final.
- 8) BSE has the right to change / modify / delete any or all the above norms without giving any prior intimation to the company.
- 9) The companies are required to submit documents and comply with the extant norms.
- 10) The company shall use BSE's reference regarding listing only after the Exchange grants its in-principle listing approval to the company

Market Making

The shares offered through this Issue are proposed to be listed on the BSE SME (SME platform of BSE), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the BSE SME.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker please refer to section titled "***General Information - Details of the Market Making Arrangements for this Issue***" on page 52 of this Draft Red Herring Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/ RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed under section titled “**Capital Structure**” beginning on page 63 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled “**Main Provisions of the Articles of Association of our company**” beginning on page 301 this Draft Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

Withdrawal of the Issue

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The Book Running Lead Manager through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Offer Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer or offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre- Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

The 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 investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten crore rupees but less than twenty-five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME i.e. SME platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “**Terms of the Issue**” and “**Issue Procedure**” on page 259 and 271 of this Draft Red Herring Prospectus.

Issue Structure:

Initial Public Issue of upto 27,52,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹[●] per Equity Share (including a Share Premium of ₹[●] per Equity Share), aggregating up to ₹[●] Lakhs (*“the Issue”*) by the issuer Company (the “**Company**”). The Issue comprises a reservation of [●] Equity Shares of face value of ₹10/- each for cash at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] Lakhs will be reserved for subscription by Market Maker to the issue (the “*Market Maker Reservation Portion*”).

The Issue less the Market Maker Reservation Portion i.e., Net Issue to Public of [●] Equity Shares of face value of ₹10/- each at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] lakhs (*“the Net Issue”*). The Issue and the Net Issue will constitute 26.47% and [●]%, 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	Individual Investors
Number of Equity Shares available for allocation	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Issue Size available for allocation	[●] 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 Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Issue Subject to the following: (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹ 10 Lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 Lakhs	Not less than 35% of the Net Issue
Basis of Allotment⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Subject to the availability of shares in non-institutional investors’ category, the allotment of equity shares to each non-institutional category shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis, the [●] Equity Shares shall be allotted in	Minimum allotment of [●] Equity Shares.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Individual Investors
		Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	multiples of [●] Equity Shares. For details, see " Issue Procedure " beginning on page 271 of this Draft Red Herring Prospectus.	
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Application exceeds two lots	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Application Amount exceeds two lots.	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in two lots so that the Bid Amount exceeds ₹200,000
Trading Lot	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] 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 time of 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. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

**Subject to finalization of basis of allotment*

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

1. Our Company may, in consultation with the Book Running Lead Managers, allocate 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 shall be 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 Managers and the Designated Stock Exchange, subject to applicable laws.

4. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- 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 pages 271 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 SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (*one each in English and Hindi*) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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

Issue Program

Event	Indicative Dates
Bid/Issue Opening Date ¹	[●] ¹
Bid/Issue Closing Date ²	[●] ²
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	[●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	[●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	[●]

The above time table is indicative and does not constitute any obligation on our Company. 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 BSE SME is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company 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.

Note ¹Our Company, in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI (ICDR) Regulations.

²Our Company, in consultation with the Book Running Lead Manager, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing 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. (Indian Standard Time) during the Issue Period at the Application Centres 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 individual investor.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only individual investor, 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 Book Running Lead Manager to BSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum Application form, for a particular applicant, the details as per physical Bid-Cum application form of that Applicant 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 Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through its UPI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Individual Investors 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.

Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, 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 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE Limited (“BSE SME”) to act as intermediaries for submitting Application Forms are provided on wwwbseindia.com. For details on their designated branches for submitting Application Forms, please see the above-mentioned website of Platform of BSE Limited (“BSE SME”).

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 Prospectus. Applicants 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 Offer Document/Offer Document.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Individual Investors through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Individual Investors had the option to submit the ASBA Form with any of the Designated 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. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six working days during this phase.

Phase III: 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, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

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 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 shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity

Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (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 shall be available for allocation on a proportionate basis to Non-Institutional Investors in the following manner: (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than 2 lots and upto such lots equivalent to not more than ₹ 10 lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs and the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), could be allocated to applicants in the other sub-category of NIBs and not less than 35% of the Issue shall be available for allocation to 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 Book Running Lead Manager, 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 Offer, 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 Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Corporate 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 Book Running Lead Manager.

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 Individual Investors 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 Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- Individual Investors (other than the Individual Investors 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.
- Individual Investors 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.
- 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 Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. 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**	[•]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[•]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[•]

*Excluding Electronic Bid cum Application Form

** Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors (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 Draft Red Herring 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)

Individual 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	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

than SCSBs with use of UPI for payment	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.
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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange 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 Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Draft 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 Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Corporate 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 shall be made available at the Office of the Book Running Lead Manager.

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 Draft 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 Kartal. 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 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 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 Individual Bidders

The Application must be for a minimum of two lots. In case of revision of Applications, the Individual Bidders have to ensure that the Application Price exceeds ₹2,00,000.

2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for more than 2 lots and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB 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 is for more than two lots 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 Draft Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The 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 Draft Red Herring 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 Book Running Lead Manager will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The Book Running Lead Manager and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three working days and shall 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 editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Marathi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

- b) During the Bid/ Issue Period, Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager 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 Book Running Lead Manager (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 Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager 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 Book Running Lead Manager /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 Book Running Lead Manager 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 271 of this Draft Red Herring 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 Book Running Lead Manager, 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 Book Running Lead Manager, will finalize 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. 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. Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. 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 Book Running Lead Manager and the Syndicate Members

The Book Running Lead Manager 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 Book Running Lead Manager 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 Book Running Lead Manager nor any persons related to the Book Running Lead Manager (other than Mutual Funds sponsored by entities related to the Book Running Lead Manager), 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 Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Red Herring Prospectus to be file 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 Bid/ 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 Corporate 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 Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Corporate 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 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 Book Running Lead Manager, may consider 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 Book Running Lead Manager.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. 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 lakhs
- 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 Book Running Lead Manager, will finalize 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 Lakhs, maximum of 2 (two) Anchor Investors.

- where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto ₹ 2500.00 Lakhs, 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 Book Running Lead Manager 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 the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

11) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager 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 Book Running Lead Manager 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 Book Running Lead Manager 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 Book Running Lead Manager 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 Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager 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 Draft Red Herring 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 Draft Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the

purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager 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 Draft Red Herring 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 ₹[●] 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- Institutional 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, 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: [●]
- b) In case of Non-Resident Anchor Investors: [●]

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 5.00 p.m. of 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
 - (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 be 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:

S. 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- institutional Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring 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 Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring 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 5.00 p.m. on 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 Book Running Lead Manager 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 Bid

a) Individual Investors can withdraw their Bids until Bid/ Issue Closing Date. In case a Individual Investors 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 Book Running Lead Manager, shall finalise 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 Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring 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 Book Running Lead Manager 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 Red Herring Prospectus.

e) In case if the 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 shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, 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 Filing of Red Herring Prospectus/ Prospectus with RoC

a) Our company has entered into an Underwriting Agreement dated [●]

b) A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) 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 Red Herring Prospectus/ 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. 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 Draft 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 Individual Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investors 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 Individual Investors using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), 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.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount for less than ₹ 2,00,000/- (for Applications by 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

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 Draft 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 Draft 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 Draft 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 Draft Red Herring Prospectus and as per the instructions in the Draft 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 number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Individual Investors who applies for minimum application size, non-institutional investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Draft Red Herring Prospectus. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in 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.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

Process for generating list of Allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from the 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 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 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 [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] 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 allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Issue size less Allotment to QIBs and Individual Investor 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 [●] 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 [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] 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 [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% 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 [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% 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 [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% 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 [●] Equity Shares.

d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, 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 Book Running Lead Manager, 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 [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] 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 [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] 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 [●] 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 Draft Red Herring Prospectus.

Individual Investor' means an investor who applies for minimum 2 lots. 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 Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

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 from 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 from 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 3 (three) 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 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) 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 Book Running Lead Manager 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, 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 three 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 two 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:

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 February 06, 2024 between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated January 23, 2024 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN: INE0T1301023.

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 (“DIPP”), Ministry of Commerce and Industry, Government of India.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the 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

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of

ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2000/71/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 unauthorized. 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 Draft Red Herring 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 Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on December 20, 2024. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company. Further Article II(1)(ii) was inserted vide special resolution passed at an extra ordinary general meeting of the members held on dated February 12, 2025.

INTERPRETATION	
I	<p>1. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:-</p> <ul style="list-style-type: none"> a. "The Act" or "the said Act" means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 including any statutory modifications or re-enactment thereof for the time being in force. b. "The Company" or "This Company" means "KASTURI METAL COMPOSITE LIMITED" c. "Month" means a calendar month. d. "Year" means a calendar year. e. "The Office" means the Registered Office of the Company. f. "Person(s)" shall include any company or association or body of individuals, whether incorporated or not, g. "the seal" means the common seal of the company. h. "Shareholders" means the persons/corporate bodies holding shares, duly registered in their respective names in the register of members of the Company. Subject as aforesaid and except where the subject or context otherwise requires, words or expressions contained in these regulations shall bear the same meaning. i. "Writing" shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form. <p>2. The Company is a Limited Company within the meaning of Section 2(71) of the Companies Act 2013 and accordingly: - "Public company" means a company which is-</p> <ul style="list-style-type: none"> (a) is not a private company; (b) has a minimum paid-up share capital as per companies act 2013: <p>Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such Subsidiary continues to be a private company in its articles ;</p>
SHARE CAPITAL AND VARIATION OF RIGHTS	
II. 1.	<p>i. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.</p> <p>ii. Subject to the provisions of the Act and the Rules, the Company may, from time to time, implement an Employee Stock Option Plan (ESOP) for its employees, including directors and officers of the Company</p>

	and its subsidiaries, as permitted by Companies Act 2013 and other provision of any law for time being in force.
2.	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided-</p> <p>a. one certificate for all his shares without payment of any charges; or</p> <p>b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.</p> <p>iii. In respect of any 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 for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>
3.	<p>i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back 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 is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
4.	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.	<p>i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
6.	<p>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
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.
8.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
LIEN	
9.	<p>i. The company shall have a first and paramount lien:</p> <p>a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p>

	<p>b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p> <p>iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p>
10.	<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-</p> <p>a. unless a sum in respect of which the lien exists is presently payable; or</p> <p>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.</p>
11.	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
12.	<p>i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>
CALLS ON SHARES	
13.	<p>i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:</p> <p>Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.</p> <p>ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p> <p>iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.</p>
14.	<p>A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.</p>
15.	<p>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>
16.	<p>If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.</p>

	The Board shall be at liberty to waive payment of any such interest wholly or in part.
17.	<ul style="list-style-type: none"> i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18.	<p>The Board -</p> <ul style="list-style-type: none"> a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
TRANSFER OF SHARES	
19.	<ul style="list-style-type: none"> i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. iii. That a common form of transfer shall be used.
20.	<ul style="list-style-type: none"> i. The Board may, subject to the right of appeal conferred by section 58 decline to register— ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or iii. any transfer of shares on which the company has a lien.
21.	<p>The Board may decline to recognise any instrument of transfer unless—</p> <ul style="list-style-type: none"> a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and c. the instrument of transfer is in respect of only one class of shares. <p>That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.</p>
22.	<p>On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p>
TRANSMISSION OF SHARES	
23.	<ul style="list-style-type: none"> i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominees or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

	<ul style="list-style-type: none"> ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. iii. That a common form of transmission shall be used.
24.	<ul style="list-style-type: none"> i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either- <ul style="list-style-type: none"> a. to be registered himself as holder of the share; or b. to make such transfer of the share as the deceased or insolvent member could have made. ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25.	<ul style="list-style-type: none"> i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26.	<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
FORFEITURE OF SHARES	
27.	If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28.	<p>The notice aforesaid shall-</p> <ul style="list-style-type: none"> a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30.	<ul style="list-style-type: none"> i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31.	<ul style="list-style-type: none"> i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32.	<ul style="list-style-type: none"> i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; iii. The transferee shall thereupon be registered as the holder of the share; and iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33.	The provisions of these regulations 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 the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
ALTERATION OF CAPITAL	
34.	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35.	<p>Subject to the provisions of section 61, the company may, by ordinary resolution-</p> <ul style="list-style-type: none"> i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person. v. Permission for sub-division/ consolidation of share certificates.
36.	<p>Where shares are converted into stock-</p> <ul style="list-style-type: none"> • the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: • Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. • the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. • such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
37.	<p>The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-</p> <ul style="list-style-type: none"> • its share capital; • any capital redemption reserve account; or • any share premium account.
CAPITALISATION OF PROFITS	
38.	The company in general meeting may, upon the recommendation of the Board, resolve-

	<ul style="list-style-type: none"> i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and ii. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. iii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards- <ul style="list-style-type: none"> a. paying up any amounts for the time being unpaid on any shares held by such members respectively; b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); iv. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39.	<ul style="list-style-type: none"> f. Whenever such a resolution as aforesaid shall have been passed, the Board shall- <ul style="list-style-type: none"> 14) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all b. allotments and issues of fully paid shares if any; and c. generally do all acts and things required to give effect thereto. g. The Board shall have power- <ul style="list-style-type: none"> b) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and c) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; h. Any agreement made under such authority shall be effective and binding on such members.
BUY-BACK OF SHARES	
40.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
GENERAL MEETINGS	
41.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
42.	<ul style="list-style-type: none"> i. The Board may, whenever it thinks fit, call an extraordinary general meeting. ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
PROCEEDINGS AT GENERAL MEETINGS	
43.	<ul style="list-style-type: none"> i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
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46.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
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ADJOURNMENT OF MEETING

47.	<ul style="list-style-type: none"> i. The Chairperson may, with the consent of any 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. ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. iii. 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. iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
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VOTING RIGHTS

48.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,</p> <ul style="list-style-type: none"> i. on a show of hands, every member present in person shall have one vote; ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company. iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings.
49.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50.	<ul style="list-style-type: none"> i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52.	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
53.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54.	<ul style="list-style-type: none"> i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58.	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company: (i) Mr. Samit Surendra Singhai (ii) Mr. Akash Surendra Singhai
59.	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them- <ul style="list-style-type: none"> • in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or • in connection with the business of the company.
60.	The Board may pay all expenses incurred in getting up and registering the company.
61.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64.	i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

65.	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66.	i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

	<ul style="list-style-type: none"> ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68.	<ul style="list-style-type: none"> i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
69.	<ul style="list-style-type: none"> i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70.	<ul style="list-style-type: none"> i. A committee may elect a Chairperson of its meetings. ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71.	<ul style="list-style-type: none"> i. A committee may meet and adjourn as it thinks fit. ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72.	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74.	<p>Subject to the provisions of the Act,</p> <ul style="list-style-type: none"> i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
75.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

76.	<ul style="list-style-type: none"> i. The Board shall provide for the safe custody of the seal. ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and
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	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 RESERVE	
77.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79.	<ul style="list-style-type: none"> i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80.	<ul style="list-style-type: none"> i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
81.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82.	<ul style="list-style-type: none"> i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85.	No dividend shall bear interest against the company.
ACCOUNTS	
86.	<ul style="list-style-type: none"> i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
WINDING UP	
87.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder-</p> <ul style="list-style-type: none"> i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

	<ul style="list-style-type: none"> ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
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INDEMNITY

88.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
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SECRECY

89.	No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public.
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OTHERS

90.	Wherever in the said Act, it has been provided that the Company shall have any right, privilege or authority that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry such transaction as has been permitted by the Act, without there being any specific regulation in that behalf herein provided.
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SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus, will be filed with the Registrar of Companies. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the corporate office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Red Herring Prospectus until the Issue Closing Date.

Material Contracts

1. Issue Agreement dated March 3, 2025 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated February 28, 2025 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Book Running Lead Manager and Underwriter.
6. Tripartite Agreement dated January 23, 2024 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated February 06, 2024 among NDSL, the Company and the Registrar to the Issue.
8. Syndicate Agreement dated [●] among our Company, the BRLM and Syndicate Member.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated November 24, 2005 issued by the Registrar of Companies, Mumbai.
3. Fresh Certificate of Incorporation dated March 19, 2024 issued by the Registrar of Companies, Central Processing Centre consequent upon conversion from private company to public company.
4. Copy of the Board Resolution dated February 1, 2025 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated February 12, 2025 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the Period/financial year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
7. Statutory Auditors Report dated March 17, 2025 on the Restated Financial Statements for the Period/financial year ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
8. Copy of the Statement of Special Tax Benefits dated March 20, 2025 from the Statutory auditor.
9. Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated March 20, 2025.
10. Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Syndicate Member, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Directors, Senior Management, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated March 31, 2025 for approval of Draft Red Herring Prospectus and dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated March 31, 2025
13. Site Visit Report from Book Running Lead Manager dated November 21, 2024.
14. Approval from BSE vide letter dated [●] to use the name of BSE in the Prospectus for listing of Equity Shares on the BSE SME (SME Platform) of the BSE Limited.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Samit Surendra Singhai Chairman & Managing Director DIN: 00907782	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Akash Surendra Singhai Whole-time Director DIN: 01364889	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mayur Ashok Zamvar Non-Executive Director DIN: 00854887	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Shubhada Mukesh Zanwar Non-Executive Director DIN: 10586466	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Ashish Madanmohan Mundhada Independent Director DIN: 07143300	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mohit Manoharlal Ganeshani Independent Director DIN: 10504998	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:

Name and Designation	Signature
Madhu Awasthi Company Secretary M. No.- A28386	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name and Designation	Signature
Pravin Radheshyam Kesharwani Chief Financial Officer	Sd/-

Date: March 31, 2025

Place: Amravati, Maharashtra