



## SHREE MARUTINANDAN TUBES LIMITED

Corporate Identification Number: U27109GJ2013PLC073940

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad, (G.J.) – 380058.	-	Ms. Pooja Mangal Company Secretary and Compliance Officer	cs@shreemarutitubes.com +91 079-29795873	www.shreemarutitubes.com

PROMOTERS OF THE COMPANY: MR. VIKRAM SHIVRATAN SHARMA, MR. BHARAT SHIVRATAN SHARMA AND MRS. KUSUMLATA SHIVRATAN SHARMA

DETAILS OF THE ISSUE					
Types	Fresh Issue Size (₹ in Lakhs)	OFS Size (by Nos. of Shares or by amount in ₹)	Total Issue Size	Eligibility	
Fresh Issue	Upto 10,00,000 Equity Shares aggregating to ₹ 1,430.00 Lakhs	Nil	Upto 10,00,000 Equity Shares aggregating to ₹ 1,430.00 Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED	

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

### RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 14.30 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in “BASIS FOR ISSUE PRICE” on page 68 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing

### GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section “RISK FACTORS” beginning on page 18 of this Prospectus.


### ISSUER’S ABSOLUTE RESPONSIBILITY

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


### LISTING

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited 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”).

### LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email and Telephone
 <b>swastika</b> INVEST HERE ▶ GET THERE SWASTIKA INVESTMART LIMITED	Mr. Mohit R. Goyal	<b>Email Id:</b> merchantbanking@swastika.co.in <b>Telephone Number:</b> +91-22-26254568-69 / 0731-6644244

### REGISTRAR TO THE ISSUE

 <b>BIGSHARE SERVICES PRIVATE LIMITED</b>	Mr. Asif Sayyed.	<b>Email Id:</b> ipo@bigshareonline.com <b>Telephone Number:</b> +91-22-62638200 / +91-22-62638299
---	------------------	---

### ISSUE SCHEDULE

ISSUE OPENS ON: FRIDAY, 12<sup>TH</sup> JANUARY, 2024

ISSUE CLOSES ON: TUESDAY, 16<sup>TH</sup> JANUARY, 2024



## SHREE MARUTINANDAN TUBES LIMITED

Our Company was originally incorporated as “Shree Marutinandan Tubes Private Limited” on March 12<sup>th</sup>, 2013 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat. Later on, company was converted into public limited company, the name of our Company was changed to “Shree Marutinandan Tubes Limited” and fresh Certificate of Incorporation dated June 22<sup>nd</sup>, 2023 was issued by the Registrar of Companies, Ahmedabad, Gujarat. For details of Conversion of Company, please refer to section titled “HISTORY AND CORPORATE STRUCTURE” beginning on page no. 106 of this Prospectus.

CIN: U27109GJ2013PLC073940.

**Registered office:** A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad, (G.J.) – 380058, **Website:** www.shreemarutitubes.com;

**E-Mail:** cs@shreemarutitubes.com; **Telephone No:** +91 079-29795873; **Company Secretary and Compliance Officer:** Ms. Pooja Mangal

**PROMOTERS OF THE COMPANY: MR. VIKRAM SHIVRATAN SHARMA, MR. BHARAT SHIVRATAN SHARMA AND MRS. KUSUMLATA SHIVRATAN SHARMA**

### DETAILS OF THE ISSUE

**PUBLIC ISSUE OF 10,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF SHREE MARUTINANDAN TUBES LIMITED (“SHREE” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 143/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 133/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ 1,430.00 LAKHS (“THE ISSUE”), OF WHICH 50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 143/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 133/- PER EQUITY SHARE AGGREGATING TO ₹ 71.50 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 OF 9,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 143/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 133/- PER EQUITY SHARE AGGREGATING TO ₹ 1,358.50 LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.90% AND 27.46% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIRMENTS) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.**

For further details see “TERMS OF THE ISSUE” beginning on Page no. 161 of this Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015 and the all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) for the same. Further pursuant to SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, for implementation of Phased II for UPI facility, which is effective from July 01, 2019, 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 or UPI ID (in case of RIIs), in which the corresponding Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. For details, see “ISSUE PROCEDURE” on Page no. 169 of this Prospectus.

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS ₹ 143/-. THE ISSUE PRICE IS 14.30 TIMES OF THE FACE VALUE.**

### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is 14.30 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled on “BASIS FOR ISSUE PRICE” beginning on Page no. 68 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled “RISK FACTORS” beginning on Page no. 18 of this Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated 08<sup>th</sup> December, 2023 from BSE Limited (“BSE”) for using its name in this offer document for listing our shares on the SME Platform of BSE Limited (“BSE”). For the purpose of this Issue, the designated Stock Exchange is the BSE.

### LEAD MANAGER TO THE ISSUE



**SWASTIKA INVESTMART LIMITED**  
SEBI Registration Number: INM000012102

**Registered Office:** Flat No18 Floor 2 North Wing Madhaveshwar Coop Hsg Society Ltd Madhav Nagar, 11/12 S V Road Andheri W Mumbai Mumbai City - 400058 (Maharashtra).

**Merchant Banking Division Address:** 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001;

**Telephone Number:** +91-22-26254568-69 / 0731-6644244;

**Email Id:** merchantbanking@swastika.co.in;

**Investors Grievance Id:** mb.investorgrievance@swastika.co.in;

**Website:** www.swastika.co.in;

**Contact Person:** Mr. Mohit R. Goyal;

**CIN:** L65910MH1992PLC067052.

### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PRIVATE LIMITED;**

SEBI Registration Number: INR000001385;

**Address:** Office No. S6 - 2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri - [East], Mumbai - 400093, Maharashtra, India;

**Tel. Number:** +91 22 6263 8200;

**Email Id:** ipo@bigshareonline.com;

**Investors Grievance Id:** investor@bigshareonline.com;

**Website:** www.bigshareonline.com;

**Contact Person:** Mr. Asif Sayyed.

### ISSUE SCHEDULE

**ISSUE OPENS ON: FRIDAY, 12<sup>TH</sup> JANUARY, 2024**

**ISSUE CLOSES ON: TUESDAY, 16<sup>TH</sup> JANUARY, 2024**

# Table of Contents

<b>SECTION I – GENERAL</b> .....	2
<b>DEFINITIONS AND ABBREVIATIONS</b> .....	2
<b>PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA</b> .....	10
<b>FORWARD LOOKING STATEMENTS</b> .....	11
<b>SECTION II – SUMMARY OF PROSPECTUS</b> .....	12
<b>SECTION III - RISK FACTORS</b> .....	18
<b>SECTION IV – INTRODUCTION</b> .....	29
<b>THE ISSUE</b> .....	29
<b>SUMMARY OF FINANCIAL STATEMENTS</b> .....	30
<b>SECTION V - GENERAL INFORMATION</b> .....	33
<b>SECTION VI – CAPITAL STRUCTURE</b> .....	40
<b>SECTION VII – PARTICULARS OF THE ISSUE</b> .....	61
<b>OBJECTS OF THE ISSUE</b> .....	61
<b>BASIS FOR ISSUE PRICE</b> .....	68
<b>STATEMENT OF POSSIBLE TAX BENEFITS</b> .....	73
<b>SECTION VIII – ABOUT THE COMPANY</b> .....	76
<b>INDUSTRY OVERVIEW</b> .....	76
<b>BUSINESS OVERVIEW</b> .....	88
<b>KEY INDUSTRY REGULATIONS</b> .....	98
<b>HISTORY AND CORPORATE STRUCTURE</b> .....	106
<b>OUR MANAGEMENT</b> .....	110
<b>OUR PROMOTERS AND PROMOTERS GROUP</b> .....	122
<b>DIVIDEND POLICY</b> .....	127
<b>SECTION – IX FINANCIAL INFORMATION OF OUR COMPANY</b> .....	128
<b>RESTATED FINANCIAL STATEMENTS</b> .....	128
<b>OTHER FINANCIAL INFORMATION</b> .....	129
<b>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS</b> .....	130
<b>STATEMENT FOR FINANCIAL INDEBTNESS</b> .....	137
<b>CAPITALIZATION STATEMENT</b> .....	139
<b>SECTION X – LEGAL AND OTHER INFORMATION</b> .....	140
<b>OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS</b> .....	140
<b>GOVERNMENT AND OTHER APPROVALS</b> .....	144
<b>SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES</b> .....	146
<b>SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES</b> .....	149
<b>SECTION XIII – ISSUE RELATED INFORMATION</b> .....	161
<b>TERMS OF THE ISSUE</b> .....	161
<b>ISSUE STRUCTURE</b> .....	167
<b>ISSUE PROCEDURE</b> .....	169
<b>RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES</b> .....	213
<b>SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION</b> .....	215
<b>SECTION XV – OTHER INFORMATION</b> .....	228
<b>MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION</b> .....	228
<b>DECLARATION</b> .....	229



## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### General Terms

Term	Description
“Shree Marutinandan”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Shree Marutinandan Tubes Limited, a Public Limited Company, Registered Under The Companies Act, 1956 and having its Registered Office at A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad, (G.J.) – 380058.
“We”, “us” or “our” or “Group”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.
Our Promoters	Mr. Vikram Shivratn Sharma, Mr. Bharat Shivratn Sharma and Mrs. Kusumlata Shivratn Sharma.
Promoters’ Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “OUR PROMOTERS AND PROMOTER’S GROUP”.

#### Company Related Terms

Term	Description
Articles / Articles of Association / AOA	Articles of Association of our Company.
Audit Committee	The audit committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “OUR MANAGEMENT” on page 110 of this Prospectus.
Statutory Auditor	The Statutory Auditors of our Company, being S K Jha & Co., Chartered Accountant.
Peer Review Auditor	The Peer Review Auditor of our Company, being JPMK & Co., Chartered Accountant, holding a valid peer review certificate as mentioned in the section titled “GENERAL INFORMATION” beginning on page 33 of this Prospectus.
Bankers to the Company	IndusInd Bank Limited.
Board of Directors / Board / BOD	The Board of Directors of Shree Marutinandan Tubes Limited unless otherwise specified.
Companies Act	The Companies Act, 2013, as amended from time to time.
CIN	Corporate Identification Number of our Company i.e. U27109GJ2013PLC073940.
CMD	Chairman and Managing Director
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Dhruv Rajesh Karia.
Company Secretary and Company Officer (CS)	The Company Secretary of our Company, being Ms. Pooja Mangal.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
ED	Executive Director
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, “Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES on page 144 of this Prospectus.
Independent Director	A non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	INE0QIS01011.
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately Below the Board of Directors as described in the section titled “OUR



Term	Description
	MANAGEMENT” on page no. 110 of this Prospectus.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on 03 <sup>rd</sup> , July, 2023 in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Non Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “OUR MANAGEMENT” on page 110 of this Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRIs / Non Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulation, 2000.
Registered Office	The Registered office of our Company located at A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad (G.J.) - 380058.
Restated Financial Statements	The restated financial information of our Company, which comprises the restated statement of assets and liabilities, the restated statement of profit and loss, the restated statement of cash flows for financial year ended on March 31, 2023, 2022 and 2021 and the summary statement of significant accounting policies read together with the annexures and notes thereto and other restated financial information, prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI (ICDR) Regulations, 2018 and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad.
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “OUR MANAGEMENT” on page 110 of this Prospectus.
WTD	Whole-Time Director.

### Issue Related Terms

Term	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this 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 an Applicant as proof of registration of the Application.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section ISSUE PROCEDURE - Basis of allotment” on page no. 169 of this Prospectus.
Bankers to the Issue, Sponsor and Refund Banker	HDFC Bank Limited.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members



Term	Description
	of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
BSE SME	The SME Platform of BSE for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018 which was approved by SEBI as an SME Exchange on December 08 <sup>th</sup> , 2023.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
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.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father / husband, investor status, occupation and Bank Account details.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	The members of the Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identity Number.
Draft Prospectus	The Draft Prospectus dated 28 <sup>th</sup> August, 2023 issued in accordance with Section 26 and 32 of the Companies Act filed with the SME Platform of BSE Limited under SEBI (ICDR) Regulations.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Engagement Letter	The engagement letter dated 01 <sup>st</sup> August, 2023 between our Company and the LM.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering.
Issue / Issue Size / Public Issue	The Public Issue of 10,00,000 Equity Shares of ₹ 10/- each at ₹ 143/- per Equity Share including share premium of ₹ 133/- per Equity Share aggregating to ₹ 1,430.00 Lakhs out of which 50,000 Equity Shares of face value ₹ 10/- each for cash at a price of ₹ 143/- per Equity Share aggregating to ₹ 71.50 Lakhs will be reserved for the subscription by the Market Maker.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Prospectus, being ₹ 143.00/- (including share premium of ₹ 133.00/- per Equity Share).
LM / Lead Manager	Lead Manager to the Issue, in this case being Swastika Investmart Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Regulation to be signed between our company and the SME Platform of BSE Limited ("BSE SME") ("BSE").
Market Maker	The Market Maker to the Issue, in this case being Swastika Investmart Limited.



Term	Description
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 9,50,000 Equity Shares of ₹ 10 each at ₹ 143/- per Equity Share including share premium of ₹ 133/- per Equity Share aggregating to ₹ 1,358.50 Lakhs by Shree Marutinandan Tubes Limited.
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 Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Offer, after retails portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors / (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/-.
Retail Portion	The portion of the Net Offer being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Underwriter	Underwriter to the issue is Swastika Investmart Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated 01 <sup>st</sup> August, 2023.
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to



Term	Description
	authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	<p>i. Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday;</p> <p>i. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.</p>

#### Technical and Industry Related Terms

Term	Description
CPI	Consumer Price Inflation
CSO	Central Statistics Office
DIPP	Department of Industrial Policy and Promotion
ERW MS	Electric Resistance Welding Mild Steel Pipes
FDI	Foreign Direct Investment
GST	Goods and Services Tax
GVA	Gross Value Added
IBC	Insolvency and Bankruptcy Code
IIP	Index of Industrial Production
IMF	International Monetary Fund
JV	Joint Venture
MSME	Micro, Small & Medium Enterprise
MSP	Minimum Support Price
MT	Million Tones
MTPA	Million Tones Per Annum
NB	Nominal Bore
NSP	National Steel Policy
PPP	Public Private Partnership
RBI	Reserve Bank of India
SRTMI	Steel Research and Technology Mission of India
TMT	Thermo Mechanically Treated
UNIDO	United Nations Industrial Development Organization
WEO	World Economic Outlook

#### Conventional and General Terms / Abbreviations

Term	Description
A/c	Account.
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time.
AGM	Annual General Meeting.
AO	Assessing Officer.
ASBA	Application Supported by Blocked Amount.
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year.
BG	Bank Guarantee.
CAGR	Compounded Annual Growth Rate.
CAN	Confirmation Allocation Note.
CDSL	Central Depository Services (India) Limited.





Term	Description
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
CRR	Cash Reserve Ratio.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996 as amended from time to time.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
DIN	Director's identification number.
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996.
DP ID	Depository Participant's Identification.
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization.
ECS	Electronic Clearing System.
EGM	Extra-ordinary General Meeting.
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year.
Financial Year / Fiscal Year / FY	The period of twelve months ended March 31 of that particular year.
FDI	Foreign Direct Investment.
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder and as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board.
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
GDP	Gross Domestic Product.
GIR Number	General Index Registry Number.
Gov/ Government/GoI	Government of India.
HUF	Hindu Undivided Family.
IFRS	International Financial Reporting Standard.
ICSI	Institute of Company Secretaries of India.
ICAI	Institute of Chartered Accountants of India.
Indian GAAP	Generally Accepted Accounting Principles in India.
I.T. Act	Income Tax Act, 1961, as amended from time to time.
ITAT	Income Tax Appellate Tribunal.
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India.
Ltd.	Limited.
Pvt. Ltd.	Private Limited.
MCA	Ministry of Corporate Affairs.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Ministry of Finance, Government of India.
MOU	Memorandum of Understanding.
NA	Not Applicable.
NAV	Net Asset Value.
NEFT	National Electronic Fund Transfer.
NOC	No Objection Certificate.
NR/ Non Residents	Non Resident.



Term	Description
NRE Account	Non Resident External Account.
NRI	Non Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations.
NRO Account	Non Resident Ordinary Account.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
P/E Ratio	Price/ Earnings Ratio.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PIO	Person of Indian Origin.
PLR	Prime Lending Rate.
R & D	Research and Development.
RBI	Reserve Bank of India.
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SAT	Security appellate Tribunal.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCSBs	Self-Certified Syndicate Banks.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section.
Securities Act	The U.S. Securities Act of 1933, as amended.
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small and Medium Enterprises.
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time.
State Government	The Government of a State of India.
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE SME.
STT	Securities Transaction Tax.
TDS	Tax Deducted at Source.
TIN	Tax payer Identification Number.
TRS	Transaction Registration Slip.
UIN	Unique Identification Number.
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the



Term	Description
	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

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

Notwithstanding the foregoing, terms in “DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION”, “STATEMENT OF TAX BENEFITS”, “INDUSTRY OVERVIEW”, “REGULATIONS AND POLICIES”, “RESTATED FINANCIAL STATEMENTS”, “OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS” and “ISSUE PROCEDURE”, will have the meaning ascribed to such terms in these respective sections.



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data in the Prospectus is derived from our restated audited financial statements for the stub period ended September 30<sup>th</sup>, 2023 and financial year ended on March 31, 2023, 2022 and 2021 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in the Prospectus, and set out in the section titled “RESTATED FINANCIAL STATEMENTS” beginning on page no. 128 of the Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In the Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

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

Any percentage amounts, as set forth in the sections / chapters titled “RISK FACTORS”, “BUSINESS OVERVIEW” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS” beginning on page nos. 18, 88 and 130 respectively of this Prospectus and elsewhere in the Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

### INDUSTRY AND MARKET DATA

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Prospectus is reliable, it has not been independently verified.

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

### CURRENCY AND UNITS OF PRESENTATION

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

- ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency.
- All references to the word ‘Lakh’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.



## FORWARD LOOKING STATEMENTS

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

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

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent;
- Our business and financial performance is particularly based on market demand and supply of our products/services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters “RISK FACTORS”, “BUSINESS OVERVIEW” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS” on page nos. 18, 88 and 130 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



## SECTION II – SUMMARY OF PROSPECTUS

### PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as Private Limited, under the Companies Act, 1956 (“Companies Act”) in the name and style of “Shree Marutinandan Tubes Private Limited” on March 12<sup>th</sup>, 2013 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat. Later on, company was converted into public limited company, the name of the Company has changed to “Shree Marutinandan Tubes Limited” and for the same fresh Certificate of Incorporation dated June 22<sup>nd</sup>, 2023 was issued by the Registrar of Companies, Ahmedabad, Gujarat.

Our Promoters, Mr. Vikram Shivratana Sharma, Mr. Bharat Shivratana Sharma and Mrs. Kusumlata Shivratana Sharma and others laid down the foundation of our company in the year 2013 as a Private Limited in the name of “M/s Shree Marutinandan Tubes Private Limited” with a vision to establish itself as a one of the most trusted and reliable company in delivering steel pipes. Later on they converted Private Limited into Public Limited Company in the name and style of “M/s Shree Marutinandan Tubes Limited”.

The Company is engaged in the business of trading of Galvanized Pipe, Electric Resistance Welding Mild Steel (“ERW MS”) Pipes (round, square and rectangular hollow sections) Black Pipes and Solar Structural Pipes in various specifications, sizes ranging from 15NB to 500 NB. The Company has its registered office at A-21, 2<sup>nd</sup> Floor, Amrapali Complex, Nr City Gold Cinema, S.P Ring Road, Bopal, Ahmedabad-380058 and its Corporate office at Near Pipe Zone, Navapura Patiya, Changodar.

The company has earned a commendable reputation for reliability and quality due to its adherence to uncompromising standards of quality. The Objective is to delight customers at reasonable prices and ensuring quality with keeping in mind the profile of the end users. The company has been constantly executing need based and demanding orders for steel Pipes to meet the requirements of sectors like Agriculture, Oil, Public Health, Housing, Irrigation, Engineering etc.

The Company currently providing the widest range of steel tubes & pipes in the market, with more than 200+ SKUs. All the products are delivered to meet challenging demands, superior quality, performance and various other commercial requirements across industries.

Company has independent sales and distribution networks for our products. A substantial majority of our steel pipes are sold to wholesalers in the domestic markets. We procure Steel Pipes from the best manufacturers in steel pipes at domestic level and we believe that we have good business association with suppliers. We have a procurement policy and generally purchase in large volumes in order to stock and facilitate on time delivery of products to our end customers. We believe that by purchasing in large volumes, we are able to purchase inventory at lower prices than our competitors, which enables us to sell our products at competitive prices.

Our management always emphasis on core strength and policies that focus on technology and great deliverance. With a passion to set high standards of services, the management has always taken all measures to scale up as and when required only to deliver the best. We work diligently and have a wide range of products to cater to every need and to reach the client sensitivity and centricity.

Our Company is a well Established Company that has made a significant mark in the trading of steel tubes and pipes. However, from FY 2023, we have taken a strategic step to expand our business horizons and diversify our offerings. To achieve this, we have decided to outsource our group company, Shree Kamdhenu Machinery Private Limited, for the manufacturing of agricultural equipment. This move enables us to provide a broader range of products to our clients, catering to the growing demand for agricultural machinery and equipment in the market.

The process is simple yet effective. We takes orders from our clients for customizable agricultural equipment based on their specific needs and requirements. Instead of manufacturing the equipment in-house, we collaborate with Shree Kamdhenu Machinery Private Limited, a reliable and efficient manufacturing outsourcing company, to produce the products. The product portfolio of our company now includes an array of agricultural equipment such as potato digger machines, grader machines, hopper machines, groundnut de-stoner machines, pipe winder machines, and rotavators.

By leveraging the expertise and capabilities of Shree Green Energy Private Limited, We ensures that the agricultural equipment we sell is of top-notch quality, meeting the exact specifications and expectations of our clients. Not only does this collaboration allow us to expand our product offerings, but it also helps us remain at the forefront of the agricultural equipment market, providing innovative and reliable solutions to farmers and agricultural businesses alike.

We have a strong track record of revenue growth and profitability. The following table sets forth certain Key Performance Indicators for the years indicated.



For details of our awards please refer to section titled as HISTORY AND CORPORATE STRUCTURE on page 106 of this Prospectus.

## SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

The global economy is so far weathering headwinds better than expected. Incoming activity data for the fourth quarter of 2022 beat expectations, even though they do point to continued slowing momentum. Global real GDP is forecasted to grow by 2.3 percent in 2023, down from 3.3 percent in 2022. Most of the weakness will be concentrated in Europe, Latin America and the US, though it is weighing on the industrial sector globally. Asian economies are expected to drive most of global growth in 2023, as they benefit from ongoing reopening dynamics and less intense inflationary pressures compared to other regions.

After rising sharply over 2021 and much of 2022, inflation in most of the world is slowing, mostly driven by falling energy and food prices and fading supply chain pressures. This is paving the way for a reduction in the pace and intensity of interest rate hikes by the world's major central banks, suggested at their recent meetings. However, the inflation outlook remains uncertain. Core inflation, which excludes volatile items, is proving more resilient. Therefore, monetary policy is likely to remain restrictive throughout most of 2023. This will act as a break on economic activity and will likely lead to increases in unemployment rates in various economies, particularly in Europe and the US.

Global real GDP growth should pick up steam in 2024 to 2.7 percent and be more evenly distributed among regions. Tailwinds to growth in 2024 will largely come from fading shocks related to the pandemic, elevated inflation, and monetary tightening. However, growth rates in 2024 and beyond are likely to be below the pre-pandemic trend, given ongoing supply-side weakness (e.g., ageing demographics worldwide and slow productivity growth).

The 10-year economic outlook signals a prolonged period of disruptions and uncertainties for businesses, but there are also opportunities. Global growth will return to its slowing trajectory once the 2022-2023 regional recessions end, with mature markets making smaller contributions to global GDP over the next decade. Nonetheless, there are still opportunities for firms to invest in both mature markets given their wealth and need for innovation to compensate for shrinking labor forces and emerging markets given their need for both physical and digital infrastructure to support their sizable and young labor forces. Keys to ensuring growth over the longer term include developing new lines of business; strengthening corporate culture; embracing digital transformation and automation; recruiting for talent with new skills not currently represented in the company; and maximizing the hybrid work model where it makes sense.

[Source: <https://www.conference-board.org/topics/global-economic-outlook>].

## NAME OF PROMOTERS

The Promoters of Our Company are Mr. Vikram Shivratn Sharma, Mr. Bharat Shivratn Sharma and Mrs. Kusumlata Shivratn Sharma. For detailed information on our Promoters and Promoters' Group, please refer to Chapter titled "OUR PROMOTERS AND PROMOTERS' GROUP" on page no. 114 of this Prospectus.

## SIZE OF THE ISSUE

Our Company is proposing the public issue of 10,00,000 equity shares of face value of ₹ 10/- each of Shree Marutanandan Tubes Private Limited ("Shree Marutanandan" or the "Company" or the "Issuer") for cash at a price of ₹ 143.00/- per equity share including a share premium of ₹ 133.00/- per equity share (the "issue price") aggregating to ₹ 1,430.00 Lakhs ("the issue"), of which 50,000 equity shares of face value of ₹ 10.00/- each for cash at a price of ₹ 143.00/- per equity share including a share premium of ₹ 133.00/- per equity share aggregating to ₹ 71.50 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 of 9,50,000 equity shares of face value of ₹ 10/- each at a price of ₹ 143.00/- per equity share including a share premium of ₹ 133.00/- per equity share aggregating to ₹ 1,358.50 Lakhs is herein after referred to as the "net issue". The issue and the net issue will constitute 28.90% and 27.46% respectively of the post issue paid up equity share capital of our company.

## OBJECT OF THE ISSUE

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	1,430.00
Less: Public Issue Related Expenses	70.00
<b>Net Issue Proceeds</b>	<b>1,360.00</b>

## UTILIZATION OF NET PROCEEDS



The Net Issue Proceeds will be utilized for following purpose:

S. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Issue Proceeds	% of Net Issue Proceeds
1.	To Meet Incremental Working Capital Requirements.	1,060.00	74.13	77.94
2.	General Corporate Purpose	300.00	20.97	22.06
<b>Net Issue Proceeds</b>		<b>1,360.00</b>	<b>95.10</b>	<b>100.00</b>

#### MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

S. No.	Particulars	Amount Required (₹ in Lakhs)	From IPO Proceeds	Internal Accruals / Equity / Reserves/ Balance from Long/Short Term Borrowing
1.	To Meet Incremental Working Capital Requirements	3,150.33 <sup>(1)</sup>	1,060.00	2,090.33
2.	General Corporate Purpose	300.00	300.00	-
3.	Public Issue Expenses	70.00	70.00	-
<b>Total</b>		<b>3,520.33</b>	<b>1,430.00</b>	<b>2,090.33</b>

(1) The amount includes ₹ 1,152.34 Lakhs for 2023-24 and ₹ 1,997.99 Lakhs for 2024-25.

#### SHAREHOLDING

The shareholding pattern of our Promoters and Promoters' Group before and after the Issue is as under:

S. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity Shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Mrs. Kusumlata Shivratana Sharma	9,00,000	36.59	9,00,000	26.01
2.	Mr. Vikram Shivratana Sharma	4,80,000	19.51	4,80,000	13.87
3.	Mr. Bharat Shivratana Sharma	3,60,000	14.63	3,60,000	10.40
<b>Total – A</b>		<b>17,40,000</b>	<b>70.73</b>	<b>17,40,000</b>	<b>50.28</b>
<b>Promoters' Group</b>					
1.	Mrs. Neha Vikram Sharma	2,40,000	9.76	2,40,000	6.94
2.	Mrs. Shailini Bharat Sharma	37,200	1.51	37,200	1.08
<b>Total-B</b>		<b>2,77,200</b>	<b>11.27</b>	<b>2,77,200</b>	<b>8.02</b>
<b>Total Promoters and Promoters' Group (A+B)</b>		<b>20,17,200</b>	<b>82.00</b>	<b>20,17,200</b>	<b>58.30</b>
<b>Pre IPO Public</b>					
1.	Mr. Trupesh Radadiya	1,10,700	4.50	1,10,700	3.20
2.	Mr. Savankumar Shingala	1,10,700	4.50	1,10,700	3.20
3.	Mr. Maheshkumar Dhirubhai Gediya	1,10,700	4.50	1,10,700	3.20
4.	Mr. Ketan Maganbhai Kathiriya	1,10,700	4.50	1,10,700	3.20
<b>Total-C</b>		<b>4,42,800</b>	<b>18.00</b>	<b>4,42,800</b>	<b>12.80</b>
1.	<b>Initial Public Offer – Public</b>	-	-	10,00,000	28.90
<b>Total-D</b>		-	-	<b>10,00,000</b>	<b>28.90</b>
<b>Total Public (C+D)</b>		-	-	<b>14,42,800</b>	<b>41.70</b>
<b>Grand Total (A+B+C+D)</b>		<b>24,60,000</b>	<b>100.00</b>	<b>34,60,000</b>	<b>100.00</b>

\* Rounded off

#### FINANCIAL DETAILS

(Amount in ₹ Lakhs)





S. No.	Particulars	For the period ended 30 <sup>th</sup> September, 2023	For the year ended on 31 <sup>st</sup> March,		
			2023	2022	2021
1.	Share Capital	246.00	20.50	20.50	20.50
2.	Net worth	409.70	267.74	65.98	59.98
3.	Revenue from operations	4,277.30	4,716.96	4,714.07	3,563.60
4.	Profit After Tax	142.00	201.76	6.01	13.30
5.	Earnings Per Share – Basic	5.77	98.42	2.93	6.49
6.	Earnings Per Share – Diluted	5.77	98.42	2.93	6.49
7.	NAV per Equity Shares	16.66	130.61	32.19	29.26
8.	Total Borrowings (As per Balance Sheet) (Including Current Maturity of Long Term Debt).	607.28	716.90	688.89	795.31

#### AUDITORS' QUALIFICATIONS

There is no Auditor qualification which have not been given effect to in the Restated Financial Statements.

#### OUTSTANDING LITIGATIONS

There are no pending or any Outstanding Litigation against our Company, Group Companies nor against our Promoters or Directors of the company for more details about our outstanding litigations please refer section titled “OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMNENTS” beginning on page no. 140 of this Prospectus:

#### RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled “RISK FACTORS” beginning on page no. 18 of this Prospectus.

#### CONTINGENT LIABILITIES

(Amount in ₹ Lakhs)

S. No.	Particulars	For the period ended 30 <sup>th</sup> September, 2023	For the year ended on 31 <sup>st</sup> March,		
			2023	2022	2021
1.	Bank Guarantee/ LC Discounting for which FDR margin money has been given to the bank as Security	-	-	-	-
2.	Capital Commitment	-	-	-	-
3.	Income Tax Demand	-	-	-	-
4.	TDS Demands	-	-	-	-
	<b>Total</b>	-	-	-	-

For details about our Contingent Liabilities please refer section titled “RESTATED FINANCIAL STATEMENTS” beginning on page no. 128 of this Prospectus:

#### RELATED PARTY TRANSACTIONS

##### A. LIST OF RELATED PARTIES AND NATURE OF RELATIONSHIP:

Name of the Party	Relationship
Bharat Shivratn Sharma	Director
Vikram Shivratn Sharma	
Ankit Agrawal	
Madhuri Mistry	



Name of the Party	Relationship
Shweta Saparia	
Dhruv Karia	Key Managerial Person
Kusumlata Sharma	Shareholder
Neha Vikram Sharma	
Shalini Bharat Sharma	
Pooja Upmanyu	Relatives of Director
Shree Jay Aar & Sons	Enterprise in which KMP has direct control
Shree Maruti Tubes	
Shree Kamdhenu Marchinery Private Limited	
Shree Enterprises	

## B. TRANSACTION WITH RELATED PARTIES:

(Amount in ₹ Lakhs)

Name of the Party	Nature of Transaction	For the period ended 30 <sup>th</sup> September, 2023	For the year ended on 31 <sup>st</sup> March,		
			2023	2022	2021
Bharat Shivratn Sharma	Office Rent	0.08	0.90	1.00	1.00
	Remuneration	7.50	7.00	7.00	5.50
	Loan	16.00	18.17	25.83	16.76
Vikram Shivratn Sharma	Office Rent	0.08	0.90	1.00	1.00
	Remuneration	7.50	7.00	7.00	5.50
	Unsecured Loan	94.95	65.83	40.12	51.77
Kusumlata Sharma	Unsecured Loan	49.10	80.93	40.39	85.08
Neha Vikram Sharma	Unsecured Loan	1.45	14.83	13.27	8.17
Shalini Sharma	Unsecured Loan	24.80	12.39	20.24	1.91
Pooja Upmanyu	Unsecured Loan	-	1.41	2.79	0.95
Dhruv Karia	Salary	1.50	-	-	-
Ankit Agrawal	Salary	0.14	-	-	-
Madhuri Mistry	Salary	0.13	-	-	-
Shweta Saparia	Salary	0.14	-	-	-
Shree Jay Aar & Sons	Unsecured Loan	-	-	-	0.45
Shree Maruti Tubes	Loans and Advances	345.93	304.18	409.16	477.22
Shree Kamdhenu Marchinery Private Limited	Sale	-	77.99	-	-
Shree Enterprises	Sale	-	-	61.83	-

## C. OUTSTANDING BALANCE WITH RELATED PARTIES:

(Amount in ₹ Lakhs)

Name of the Party	Nature of Transaction	For the period ended 30 <sup>th</sup> September, 2023	For the year ended on 31 <sup>st</sup> March,		
			2023	2022	2021
Bharat Shivratn Sharma	Unsecured Loan	4.96	2.64	34.63	39.68
Vikram Shivratn Sharma	Unsecured Loan	5.26	3.04	46.55	56.13
Kusumlata Sharma	Unsecured Loan	13.16	115.21	92.08	97.83
Neha Vikram Sharma	Unsecured Loan	27.40	27.37	19.73	6.70
Shalini Sharma	Unsecured Loan	53.87	24.86	25.57	7.64
Pooja Upmanyu	Unsecured Loan	12.50	12.17	11.76	8.97
Shree Jay Aar & Sons	Unsecured Loan	-	-	-	28.53
Shree Maruti Tubes	Loans and Advances	5.57	-	119.04	329.11
Shree Kamdhenu Machinery Private Limited	Trade Receivable	23.64	28.65	-	-

For details about our Related Party Transaction please refer section titled “RESTATED FINANCIAL STATEMENTS” beginning on page no. 128 of this Prospectus.

## FINANCING ARRANGMENTS



There have been no financing arrangements whereby our Promoter, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Prospectus.

#### **COST OF ACQUISITION AND WEIGHTED AVERAGE COST**

Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:

<b>S. No.</b>	<b>Name of Promoters</b>	<b>No. of Equity Shares Acquired during last one Year</b>	<b>Weighted Average Price* (in ₹ per equity share)</b>
1.	Mr. Vikram Shivratan Sharma	4,40,000	Nil
2.	Mr. Bharat Shivratan Sharma	3,30,000	Nil
3.	Mrs. Kusumlata Shivratan Sharma	8,25,000	Nil

\*Weighted Average Price of Promoter is Nil due to Bonus Issue of Equity Shares dated June 12<sup>th</sup>, 2023.  
Average Cost of Acquisitions of Shares for Promoters:

<b>S. No.</b>	<b>Name of Promoters</b>	<b>No. of Equity Shares Acquired during last one Year</b>	<b>Average Price* (in ₹ per equity share)</b>
1.	Mr. Vikram Shivratan Sharma	4,80,000	0.83
2.	Mr. Bharat Shivratan Sharma	3,60,000	0.83
3.	Mrs. Kusumlata Shivratan Sharma	9,00,000	0.44

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Prospectus.

#### **PRE-IPO PLACEMENT**

Our Company has not allotted any shares under Pre-IPO Placement.

#### **ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH**

Our Company has not issued shares for consideration other than cash during last one year.

#### **SPLIT / CONSOLIDATION**

No Split or Consolidation were happened during the last one year.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.



## SECTION III - RISK FACTORS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks as well as other risks and uncertainties discussed in this Prospectus could have a material adverse effect on our business, financial condition and results of operations and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or part of your investment. In addition, the risks set out in this Prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.

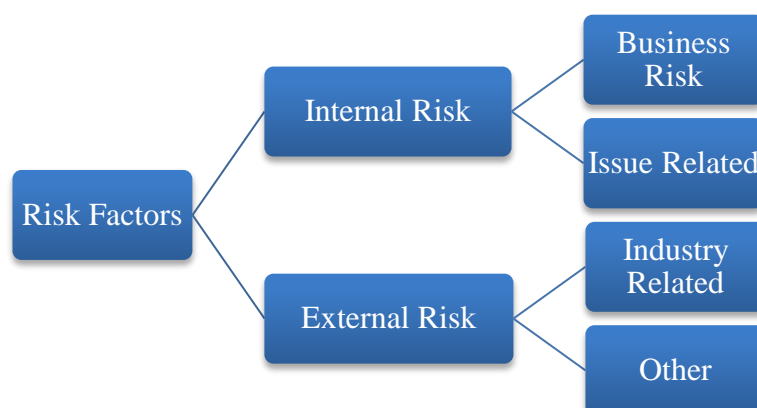
The Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Prospectus.

### 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 the future.

### Classification of Risk Factors



### NOTE:

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

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “RISK FACTORS” and elsewhere in this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in our restated financial statements prepared in accordance with Indian GAAP.

Unless otherwise specifically provided in the respective Risk factors given below, the amounts of impact of risks specified hereunder, on our financial conditions, are not quantifiable.

### INTERNAL RISK FACTORS

1. **The property used by the Company for the operation purpose of its storage is not owned by us. Any termination of the relevant lease agreement or rent agreement in connection with such property or our failure to renew the same could adversely affect our operations.**

Our Registered Office premise is situated at A-21, 2<sup>nd</sup> Floor, Amrapali Complex, Nr. City Gold Cinema, S.P Ring Road, Bopal, Ahmedabad, India and the Godown is situated at Near Pipe Zone, Navapura Patiya, Changodar. We



have entered into monthly rental agreements with the owners of the said premises. For further details, see section “BUSINESS OVERVIEW” on page no. 88 of this Prospectus. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/ favorable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

- 2. The demand and pricing in the steel industry is volatile and are sensitive to the cyclical nature of the industries it serves. A decrease in steel prices may have adverse effect on our business, results of operations, margins and financial condition.**

Steel prices fluctuate based on a number of factors, such as the availability and cost of raw material inputs, fluctuations in domestic and international demand and supply of steel and steel products, worldwide production and capacity, fluctuation in the volume of steel imports, transportation costs, protective trade measures and various social and political factors. When downturn occur in these economies /sectors, we may experience decreased demand for our products, which may lead to a decrease in steel prices and in turn, have a adverse effect on our revenue, margins, financial condition and prospects. In addition, substantial decreases in steel prices during period of economic weakness have not always been balanced by commensurate price increases during periods of economic strength. Any sustained price recovery will most likely require a broad economic recovery, in order to underpin an increase in real demand for steel products by end users.

- 3. We generate a substantial portion of revenue from Gujarat Region. Any adverse developments affecting our operations in the Gujarat Region could have an adverse impact on our revenue and results of operations.**

Our Company is working in more than 6 States among which, our Revenue are majorly dependent on the one State i.e. Gujarat. We generate almost 97.86%, 96.69%, 97.19% and 98.30% of the Total Revenue generated for the stub period ended 30<sup>th</sup> September, 2023 and for the financial year ended 31<sup>st</sup> March, 2023, 2022 and 2021 respectively. Such geographical concentration of our business in the Gujarat region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in the region, which may adversely affect our business prospects, financial conditions and results of operations.

Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in Gujarat region, and our experience in the Gujarat region may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with suppliers, dealers, relevant government authorities, or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside Gujarat market may adversely affect our business prospects, financial conditions and results of operations.

- 4. Our Revenue from Black pipe/MS Pipe and Structural Pipe contribute significantly to our revenue from operation. Any loss of business from such product may adversely affect our revenues and profitability.**

Our Revenue from Black Pipes/MS Pipe and Structural Pipe, contributes 93.23%, 92.56%, 90.82% and 91.24% of our Total Revenue from operation for the stub period ended 30<sup>th</sup> September, 2023 and for the financial year ended March 31, 2023, 2022 and 2021, respectively. Any decline in our quality standards, growing competition and any change in the demand for the product may adversely affect our ability to retain clients from these sectors. We cannot assure that we shall generate the same quantum of business, or any business at all, from this segment, and loss of business from any one or both sectors may adversely affect our revenues and profitability. However, the composition and revenue generated from this segment might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

- 5. Our Peer Review Auditor and Statutory Auditor of the Company are not same.**

Our Peer Review Auditor and Statutory Auditor of the Company are not same. Although, our Statutory Auditor is also having Peer Review Certificate issued by The Institute of Chartered Accounts of India but our company has appointed separate Peer Review Auditor to maintain more transparency on the financials statement.

- 6. We have had certain inaccuracy in relation to regulatory filings to be made with the RoC and our company has made non-compliances of certain provision under applicable law.**



Our Company has in the past not complied with certain provisions of the Companies Act, 2013. For instance, the forms which were filed with Registrar of Companies have some factual discrepancy and errors. Due to absence of professional guidance on the matter, we did not follow the prescribed procedures as laid down under the relevant sections of Companies Act but now to overcome the situation our Company has appointed a Whole-Time Company Secretary and Compliance Officer. Although no show cause notice have been issued against the Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in which event the financials of the Company and its directors may be affected.

**7. Our success depends largely upon the services of our Promoters, Managing Directors and other key managerial personnel and our ability to attract and retain them.**

We are dependent on our Promoters, Managing Director and Key Managerial Personnel for setting our strategic direction and managing our businesses. Over past years, our Promoter have built relations with suppliers, customers and other persons who are connected with us. Accordingly, our Company's performance is dependent upon the services of our Promoters, our Managing Director, and other key managerial personnel. Our future performance will depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain key managerial personnel may affect the operations of our Company.

**8. We are dependent upon few suppliers for the material requirements of our trading business. Loss of any of our suppliers or a failure by our suppliers to deliver the products may have an adverse impact on our ability to continue our operations without interruption and our ability to deliver the products to our customers without any delay.**

We procure our products i.e. ERW MS/ GI/Black Pipes on a purchase order basis and have not entered into long term contracts with our suppliers. Accordingly, we may encounter situations where we might be unable to deliver our products due to, our inability to predict the increased demand for our products. Our top 4 suppliers contributes 91.67%, 84.87%, 91.56% and 91.69% of the Total Purchase for the stub period ended 30<sup>th</sup> September, 2023 and for the financial year ended March 31, 2023, 2022 and 2021. Any problems faced by our supplier resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

**9. Our Company is dependent on third party transportation providers for the delivery of our products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.**

Our Company uses third party transportation providers for the delivery of our products to customers. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on the supplies from our suppliers and deliveries to our customers. These transportation facilities may not be adequate to support our existing and future operations. In addition, the materials, and products maybe lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials and products, which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our products to our customers may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair our ability to supply our products to our customers. Any such disruptions could materially and adversely affect our business, financial condition, and results of operations.

**10. There is sudden increase in profit after tax of the company in the financial year 31<sup>st</sup> March, 2023, due to significant reduction in the volume of purchases made throughout the year, if we are unable to maintain our purchases in future this may adversely affect our revenues and profitability in near future.**

As per the restated financials, company profit after tax (PAT) has shown a remarkable growth, surging from ₹ 6.01 Lakhs in 31st March, 2022 to an impressive ₹ 201.76 Lakhs in 31st March, 2023. As the Company's Cost of material consumed during the Fiscal year 2022-23 was 95.13% of total revenue as against 102.91% of total revenue in the Fiscal year 2021-22. Further, there was a significant reduction in the volume of purchases made throughout the year. This decrease in procurement expenditures stems from the fact that some of the sales were conducted directly on a commission basis, thereby incurring no costs associated with purchases. Further, another contributing factor to the increased profit after tax was the comparatively lower prices of steel and other metals during the fiscal year 2023, in contrast to the prior fiscal year, FY 22. During FY 22, there was a sharp escalation in metal prices, yet the Company maintained its product pricing at the same levels as before. This strategic decision enabled us to widen our profit margins, resulting in higher profits for the fiscal. If our company is unable to maintain our purchases in future this may adversely affect our revenues and profitability in near future.



**11. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.**

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future. For more information about the licenses required in our business and the licenses and approvals applied for, please refer “GOVERNMENT AND OTHER APPROVALS” on page no. 144 of this Prospectus, respectively.

**12. We have referred to the data derived from internal Company reports and industry and government publications, publicly available information, and sources.**

Unless stated otherwise, industry and market data used throughout this Prospectus has been obtained or derived from internal Company reports and industry and government publications, publicly available information, and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, our Company believes that industry data used in this Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

**13. Our business is a High Volume-Low Margin Business.**

Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products we sell, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including procurement of finished goods from suppliers, timely sales/ order execution and continuous cost control of core as well as non-core activities. The table below gives details of our Operating Margins and Net Profit margin based on restated financials.

Particulars	For the period ended 30 <sup>th</sup> September, 2023	As at 31 <sup>st</sup> March		
		2023	2022	2021
Revenue (Rs. In Lakhs)	4,284.64	4,722.58	4,718.49	3,597.28
EBITDA Margins (in %)	5.25%	7.49%	1.72%	2.70%
PBT Margins (in %)	4.44%	5.78%	0.28%	0.63%
PAT Margins (in %)	3.31%	4.27%	0.13%	0.37%

**14. We operate in a highly competitive industry. Any inability to compete effectively may lead to a lower market share or reduced operating margins.**

We operate in a highly competitive industry with a number of other distributors that deals in competing products. As a result, to remain competitive in the market we must continuously strive to reduce our distribution costs and improve our operating efficiencies and expand our products offering. If we fail to do so, it may have an adverse effect on our market share and results of operations.

Many of our competitors may be larger than us and may benefit large distribution network and operating efficiencies. There can be no assurance that we can continue to effectively compete with such distributors in the future, and failure to compete effectively may have an adverse effect on our business, financial condition and results of operations. Moreover, the competitive nature of the distribution industry in steel prices may result in lower prices for our products and decreased profit margins, which may materially adversely affect our revenue and profitability.

**15. Our Promoter and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.**



Upon completion of this Issue, our Promoter and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoter and promoter group will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoter and promoter group will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoter and promoter group could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and promoter group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "CAPITAL STRUCTURE" on page no. 40 of this Prospectus, we cannot assure you that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on 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.

**17. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoters and Directors, they are interested to the extent of their shareholding and dividend entitlement thereon in our Company and for the transactions entered into between our Company and themselves as well as between our Company and our Group Companies / Entities.**

Our Promoters - Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoters and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company / Entity which may be or may not be at Arms' Length Price and in Ordinary Course of Business. If the transactions are executed not on Arms' Length Price and in Ordinary Course of Business, our financial position may get affected to that extent. For details of transactions already executed by our Company with our Promoters, Directors and Group Companies / Entities during last three years, please refer to the "Annexure-31" - "RELATED PARTY TRANSACTION" on page 25 under the Chapter titled "RESTATED FINANCIAL INFORMATION" beginning on Page No. 119 this Prospectus.

**18. Our Company has in the past entered into related party transactions and may continue to do so in the future and we cannot assure you that we could not have achieved more favorable terms if such transactions had not been entered into with related parties. And will not have an adverse effect on our financial conditions and result of operations.**

Our Company has entered into various transactions with related parties. While our Company believes that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, there can be no assurance that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties.

It is likely that our Company may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. We cannot assure you that such transaction, individually or in the aggregate, will always be in the best interests of our Company and/or that it will not have an adverse effect on our business and results of operations.





**19. Our management has discretion in how it may use the proceeds of the Offer. Any variation in the utilization of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.**

Our use of the proceeds of the Offer is at the discretion of the management of our Company. As described in the section titled "OBJECTS OF THE ISSUE" on page 61, we intend to use the Net Proceeds for various purposes, including but not limited to, (i) To Meet Incremental Working Capital Requirements (ii) General Corporate Purposes; and (iii) To meet Public Issue Expenses. However, we have not entered into any definitive agreements and do not have any definite and specific commitments towards the aforementioned purposes for which our Company intends to use the Net Proceeds. Further, the Net Proceeds are intended to be utilized by the Company only and none of the members of our Promoter Group or Group Companies will receive any portion of the Net Proceeds. The planned use of the Net Proceeds is based on current conditions and is subject to changes in external circumstances, costs, other financial conditions or business strategies. Any variation in the planned use of the Net Proceeds would require Shareholders' approval and may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business. In the event that there is such a change in the objects of the Offer, our Promoters shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 and in terms of the conditions and manner prescribed under the SEBI ICDR Regulations.

**20. Our Object has not been appraised by any Bank or Financial Institution. Any significant deviation in the Object could adversely impact our operations and sustainability in absence of any independent monitoring agency.**

We have estimated fund raising to the extent of ₹ 1,430.00 Lakhs to finance the 'OBJECTS OF THE ISSUE' (including Issue Expenses). The proposed objects for which the funds are being raised have not been appraised by any Bank or Financial Institution and the fund requirements are based primarily on management estimates. There is no guarantee that our estimates will prove to be accurate and any significant deviation in the project cost could adversely impact our operations and sustainability in the absence of any independent monitoring agency. For details of the "OBJECT OF THE ISSUE", please refer Page no. 60 of this Prospectus.

**21. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.**

The issue proceeds is entirely at the discretion of the issuer/management. As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the companies Act, 2013 the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

**22. We could be adversely affected if we fail to keep pace with technical and technological developments in the Industry in which we are operating.**

To meet our customer's' needs, we need to regularly modernize existing technology and acquire or develop new technology for our business. In addition, rapid and frequent technology and market demand changes can also render existing technologies and equipment obsolete, requiring substantial outlay in capital expenditures and/or write-downs of obsolete assets. Our failure to anticipate or to respond adequately to changing technical, market demands and / or client requirements could adversely impact our business and financial results.

**23. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price. Our promoters average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below:**

S. No.	Name of the Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*
1.	Mr. Vikram Shivratn Sharma	4,80,000	0.83
2.	Mr. Bharat Shivratn Sharma	3,60,000	0.83
3.	Mrs. Kusumlata Shivratn Sharma	9,00,000	0.44

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Prospectus.



24. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms at a future date, may have an adverse effect on our operations, profitability and growth prospects.

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, at a future date, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

Summary of our working capital position is as given below:

(₹ in Lakhs)

Particulars	As per Restated financial statement for March 31 <sup>st</sup>			For the period ended 30 <sup>th</sup> September, 2023	Projected financial statement for March 31 <sup>st</sup>	
	2021	2022	2023		2024	2025
Inventories	148.53	445.24	638.65	712.58	795.58	1,215.94
Trade Receivables	799.63	576.46	887.93	1,415.48	1,047.12	2,122.60
Cash and cash equivalents	5.30	43.99	2.76	9.12	5.00	8.00
Loans and advances	330.47	119.04	-	27.47	-	-
Other Current Assets	4.01	57.06	54.07	39.92	40.24	36.88
<b>Total Current Assets</b>	<b>1,287.94</b>	<b>1,241.79</b>	<b>1,583.42</b>	<b>2,204.56</b>	<b>1,887.94</b>	<b>3,383.42</b>
Short-Term Borrowings	479.57	367.92	506.88	479.15	-	-
Trade payables	423.59	541.11	519.11	1,108.17	620.15	1,258.43
Other current liabilities	30.38	22.25	35.05	21.71	38.55	42.41
Short-term provisions	7.81	4.97	69.91	73.93	76.90	84.59
<b>Total Current Liabilities</b>	<b>941.36</b>	<b>936.26</b>	<b>1,130.95</b>	<b>1,682.95</b>	<b>735.60</b>	<b>1,385.43</b>
<b>Net Working Capital</b>	<b>346.58</b>	<b>305.53</b>	<b>452.47</b>	<b>521.61</b>	<b>1,152.34</b>	<b>1,997.99</b>
<b>Sources of Funds</b>						
Short Term Borrowing/Internal Accruals	346.58	305.53	452.47	521.61	842.34	1,247.99
Proceeds from IPO	-	-	-	-	310.00	750.00
<b>Total</b>	<b>346.58</b>	<b>305.53</b>	<b>452.47</b>	<b>521.61</b>	<b>1,152.34</b>	<b>1,997.99</b>

Our Working capital requirements are in line with the industry standards. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “OBJECTS OF THE ISSUE” beginning on page 61 of this Prospectus.

25. We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the “Objects of the Issue”. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, debts, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans.

For further details please refer to the chapter titled “OBJECTS OF THE ISSUE” beginning on page 61 of this Prospectus.

26. Certain information contained in this Prospectus is based on management estimates and we cannot assure you of the completeness or accuracy of the data.

Certain information contained in this Prospectus like our funding requirements and our proposed use of issue proceeds is based solely on management estimates. The estimated dates as well as costs may change



depending on the circumstances like changes in laws and regulations, competition, irregularities, the ability of third parties to complete their services, delays and cost overruns. Such circumstances can have an impact on our financial condition and results of operation.

**27. Our Company has made application for registration of trademark, which is under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.**

The current status of the application for registration of trademark is as follows:

Logo	Authority Granting Approval	Applicable Laws	Nature of Approvals	Application No. & Date	Current Status
	Registrar of Trade Mark	The Trade Marks Act, 1999	Certificate of Registration of Trade Mark, Section 23(2), Rule, 62(I)	6024140 and 17 <sup>th</sup> July, 2023	Under Process

The registration for the said trademark in our name is important to retain our brand equity. If our application for registration is not accepted or if the oppositions filed against our trademark application if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our pending application would be granted registration or if granted registration, will not be invalidated or circumvented. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

**28. The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.**

During the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In particular, a number of governments and organizations have revised GDP growth forecasts for calendar year 2020 downward in response to the economic slowdown caused by the spread of COVID-19.

The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities have responded by taking measures, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing “stay-at-home” orders and restricting the types of businesses that may continue to operate, among many others. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown beginning on March 25, 2020. The lockdown lasted until May 31, 2020, and has been extended periodically by varying degrees by state governments and local administrations. The lifting of the lockdown across various regions has been regulated with limited and progressive relaxations being granted for movement of goods and people in other places and calibrated re-opening of businesses and offices.

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

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirement accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of supply or an accumulation of excess inventory. The excess stocks will need storage space and block our liquidity resulting in to loss.

**30. We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and Business Associates.**

Frauds or other delinquencies by employees could include indulging in transactions that exceed authorized limits or present unacceptable risks to us; hiding unauthorized or unsuccessful trading activities from us; or the improper use of confidential information. Such misconduct could result in unexpected business risks, losses, invite regulatory sanctions and seriously harm our reputation and could even lead to litigation. The precautions we take to prevent and detect these activities may not be effective. Any delinquencies or trading



errors on the part of our employees could materially affect our business operations, financial position and/or reputation.

**31. We have to update the name of our company in some of the statutory approvals and certificates due to the conversion of our Company in to Public Limited Company.**

Some of our statutory approvals and certificates are in the name of “Shree Marutinandan Tubes Private Limited”. Since our company is converted into a public limited company pursuant to shareholder’s resolution dated 14<sup>th</sup> June, 2023 and fresh certificate of incorporation dated 22<sup>nd</sup> June, 2023 we have to update the name “Shree Marutinandan Tubes Limited” on the statutory approvals and certificates. We cannot ensure that we will be able to update the said documents in a timely manner.

For more information about the licenses required in our business, please refer section "GOVERNMENT AND OTHER APPROVALS" beginning on page no. 144 of this Prospectus.

## **EXTERNAL RISK FACTORS**

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

The price of the Equity Shares on the stock exchange may fluctuate as a result of the factors, including:

- Volatility in the India and global capital market;
- Company’s results of operations and financial performance;
- Performance of Company’s competitors;
- Adverse media reports on Company;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India’s economic and fiscal policies; and
- Significant developments in India’s environmental regulations.

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

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

**2. Any changes in the regulatory framework could adversely affect our operations and growth prospects.**

Our Company is subject to various regulations and policies. For details see section titled “KEY INDUSTRY REGULATIONS” beginning on page no. 98 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

**3. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance.**

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.



**4. Total Revenue of our company is derived from business in India for financial year ended March 31<sup>st</sup>, 2023 and a decrease in economic growth in India could cause our business to suffer.**

At present, we derive Total Revenue of our company from operations in India financial year ended 31<sup>st</sup> March, 2023 and, consequently, our performance and the quality and growth of our business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact our business and financial performance.

**5. We are subject to risks arising from interest rate fluctuations, which could adversely impact our business, financial condition and operating results.**

Changes in interest rates could significantly affect our financial condition and results of operations. If the interest rates for our existing or future borrowings increase significantly, our cost of servicing such debt will increase. This may negatively impact our results of operations, planned capital expenditures and cash flows.

**6. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.**

Prior to this Issue, there has been no public market for our Equity Shares. Our Company has appointed Swastika Investmart Limited as Lead Manager and Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

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

- a) Volatility in the Indian and global capital market;
- b) Company's results of operations and financial performance;
- c) Performance of Company's competitors,
- d) Adverse media reports on Company or pertaining to the Industry in which company is operating;
- e) Changes in our estimates of performance or recommendations by financial analysts;
- f) Significant developments in India's economic and fiscal policies; and

**7. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.**

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

**8. 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 our Equity Shares is ₹ 143.00/-. This price is based on numerous factors (For further information, please refer chapter titled "BASIS FOR ISSUE PRICE" beginning on page no. 68 of this Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant 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. Among the factors that could affect our share price include without limitation the following:



- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

**9. Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse impact on our business, financial condition and results of operations.**

Taxes and other levies imposed by the Central or State Governments in India that impact our industry include various taxes introduced on a permanent or temporary basis from time to time. There can be no assurance that these tax rates / slab will continue in the future. Any changes in these tax rates / slabs could adversely affect our financial condition and results of operations.

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

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

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

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

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

Our financial statements for Fiscals 2023, 2022 and 2021 included in this Prospectus are prepared and presented in conformity with Indian GAAP and restated in accordance with the requirements the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by the ICAI. Ind AS differs from Indian GAAP and other accounting principles with which prospective investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Persons not familiar with Indian accounting practices should limit their reliance on the financial disclosures presented in this Prospectus.



## SECTION IV – INTRODUCTION

### THE ISSUE

#### Present Issue in terms of this Prospectus:

Particulars	Details
Equity Shares offered	10,00,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- each aggregating to ₹ 1,430.00 Lakhs.
<i>Of which</i>	
Reserved for Market Makers	50,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- each aggregating to ₹ 71.50 Lakhs.
Net Issue to the Public*	9,50,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- each aggregating to ₹ 1,358.50 Lakhs
<i>Of which</i>	
Retail Portion	4,75,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- each aggregating to ₹ 679.25 Lakhs.
Non-Retail Portion	4,75,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- each aggregating to ₹ 679.2 Lakhs.
Equity Shares outstanding prior to the Issue	24,60,000 Equity Shares of ₹ 10/- each.
Equity Shares outstanding after the Issue	34,60,000 Equity Shares of ₹ 10/- each.
Use of Proceeds	For details please refer chapter titled “OBJECTS OF THE ISSUE” beginning on Page no. 61 of this Prospectus for information on use of Issue Proceeds.

\* Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:

- a) minimum fifty per cent. to retail individual investors; and
- b) remaining to:
  - i) individual applicants other than retail individual investors; and
  - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

Retail Individual Bidders must ensure that the Bid Amount, does not exceed ₹ 2,00,000. Retail Individual Bidders should note that while filling the “SCSB/Payment Details” block in the Application Form, Retail Individual Bidders must mention the Bid Amount.

**Explanation:** If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

#### NOTES

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on 20<sup>th</sup> July, 2023 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the EGM held on 27<sup>th</sup> July, 2023.



## SUMMARY OF FINANCIAL STATEMENTS

Restated Balance Sheet

(Rs. in Lakhs)

Particular		Note	As at 30 <sup>th</sup> September, 2023	As at 31 <sup>st</sup> March,		
				2023	2022	2021
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>					
	<b>1</b>	<b>Shareholder's Fund</b>				
	a)	Share Capital	5	246.00	20.50	20.50
	b)	Reserve and Surplus	6	163.73	247.24	45.48
	<b>2</b>	<b>Non-Current Liabilities</b>				
	a)	Long Term Borrowings	7	128.13	210.02	274.78
	b)	Long Term Provision	8	13.47	8.89	7.81
	<b>3</b>	<b>Current Liabilities</b>				
	a)	Short Term Borrowings	9	479.15	506.88	367.92
	b)	Trade Payable	10	1,108.17	519.11	541.11
	c)	Other Current Liabilities	11	21.71	35.05	22.25
	d)	Short Term Provision	12	73.93	69.91	4.97
		<b>Total</b>		<b>2,234.29</b>	<b>1,617.60</b>	<b>1,284.83</b>
<b>II</b>	<b><u>ASSETS</u></b>					
	<b>1</b>	<b>Non-Current Assets</b>				
	a)	Property, Plant and Equipment and Intangible Assets	13	23.39	28.46	37.76
	b)	Other Non-Current Assets	14	3.54	3.34	3.34
	c)	Deferred Tax Assets	15	2.79	2.39	1.94
	<b>2</b>	<b>Current Assets</b>				
	a)	Inventories	16	712.58	638.65	445.24
	b)	Trade Receivables	17	1,415.48	887.93	576.46
	c)	Cash and Cash Equivalents	18	9.12	2.76	43.99
	d)	Short Term Loans and Advances	19	27.47	11.08	140.33
	e)	Other Current Assets	20	39.92	42.99	35.77
		<b>Total</b>		<b>2,234.29</b>	<b>1,617.60</b>	<b>1,284.83</b>




**Restated Standalone Profit and Loss Account**

(Rs in Lakhs)

Particular		Note No.	For the period ended 30 <sup>th</sup> September, 2023	For the year ended 31 <sup>st</sup> March		
				2023	2022	2021
I	Revenue From Operations	21	4,277.30	4,716.96	4,714.07	3,563.60
II	Other Income	22	7.34	5.63	4.42	33.68
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>4,284.64</b>	<b>4,722.58</b>	<b>4,718.49</b>	<b>3,597.28</b>
<b>IV</b>	<b>Expenses</b>					
	Purchases Made During the Year	23	4,070.14	4,492.53	4,855.88	3,452.57
	Changes in Inventory	24	(73.93)	(193.42)	(296.71)	(2.44)
	Employee Benefits Expense	25	30.42	28.40	28.31	28.96
	Finance Costs	26	30.71	70.20	64.61	72.20
	Depreciation and Amortization Expense	27	3.91	10.57	3.52	2.32
	Other Expenses	28	33.07	41.39	49.79	21.03
	<b>Total Expenses</b>		<b>4,094.33</b>	<b>4,449.68</b>	<b>4,705.41</b>	<b>3,574.64</b>
<b>V</b>	<b>Profit before tax (III- IV)</b>		<b>190.31</b>	<b>272.90</b>	<b>13.07</b>	<b>22.64</b>
<b>IX</b>	<b>Tax expense</b>					
	a) Current Tax		48.72	71.58	6.18	11.21
	b) Deferred tax		(0.41)	(0.44)	0.88	(1.88)
<b>X</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>141.99</b>	<b>201.76</b>	<b>6.01</b>	<b>13.30</b>
	Basic & Diluted EPS of Face Value of Rs.10 each (In Rupees)	29	5.77	98.42	2.93	6.49


**RESTATED STANDALONE CASH FLOW STATEMENT**
**(Rs in Lakhs)**

Particulars	Notes	For the period ended 30 <sup>th</sup> September, 2023	For the year ended 31 <sup>st</sup> March		
			2023	2022	2021
<b>I Cash flow from Operating Activities</b>					
Net Profit before tax		190.31	272.90	13.07	22.64
<b>Adjustments for :</b>					
Depreciation & Amortization Exp.	13	3.91	10.57	3.52	2.32
Finance Cost	27	30.71	70.20	64.61	72.20
<b>Changes in Working Capital</b>					
Trade Payable	10	589.06	(22.00)	117.52	(44.57)
Other Current Liabilities	11	(14.92)	12.80	(8.13)	1.72
Provision Impact	12	10.17	66.02	(0.70)	9.24
Inventories	16	(73.93)	(193.42)	(296.71)	(2.44)
Trade Receivables	17	(527.55)	(311.47)	223.17	(180.43)
Short Term Loans and Advances	19	(16.38)	129.25	193.89	(144.33)
Other Assets	20	2.86	(7.22)	(35.30)	2.32
Income Tax Impact		(48.72)	(71.58)	(6.18)	(11.21)
<b>Net Cash Flow from Operating Activities (A)</b>		<b>145.53</b>	<b>(43.95)</b>	<b>268.77</b>	<b>(272.54)</b>
<b>II Cash flow from investing Activities</b>					
Purchase/Sale of Fixed Assets (Net)	13	1.15	(1.27)	(34.58)	(1.45)
<b>Net Cash Flow from Investing Activities (B)</b>		<b>1.15</b>	<b>(1.27)</b>	<b>(34.58)</b>	<b>(1.45)</b>
<b>III Cash Flow from Financing Activities</b>					
Changes in Borrowing		(81.88)			
Long term borrowings	7	(27.73)	(64.77)	(19.24)	131.39
Short term borrowings	9	(30.71)	138.96	(111.65)	196.74
Finance Cost		(140.33)	(70.20)	(64.61)	(72.20)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>(81.88)</b>	<b>3.99</b>	<b>(195.50)</b>	<b>255.93</b>
<b>IV Net Increase /(Decrease) in cash and cash equivalents (A+B+C)</b>		<b>6.35</b>	<b>(41.23)</b>	<b>38.69</b>	<b>(18.06)</b>
Opening Balance		2.76	43.99	5.30	23.36
Closing Balance		9.12	2.76	43.99	5.30
<b>Cash And Cash Equivalents Comprise:</b>					
Cash		3.25	1.90	3.31	3.65
Bank Balance		5.86	0.86	40.68	1.65
<b>Total Cash Balance</b>		<b>9.12</b>	<b>2.76</b>	<b>43.99</b>	<b>5.30</b>



## SECTION V - GENERAL INFORMATION

Our Company was originally incorporated as “Shree Marutinandan Tubes Private Limited” on March 12<sup>th</sup>, 2013 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat. Later on, company was converted into public limited company, the name of our Company was changed to “Shree Marutinandan Tubes Limited” and fresh Certificate of Incorporation dated June 22<sup>nd</sup>, 2023 was issued by the Registrar of Companies, Ahmedabad, Gujarat. For details of Conversion of Company, please refer to section titled “HISTORY AND CORPORATE STRUCTURE” beginning on page no. 106 of this Prospectus.

### BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details										
<b>Name of Issuer</b>	Shree Marutinandan Tubes Limited										
<b>Registered Office</b>	A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad (G.J.) - 380058; <b>Telephone No.:</b> 079-29795873; <b>Website:</b> <a href="http://www.shreemarutitubes.com">www.shreemarutitubes.com</a> ; <b>E-Mail:</b> <a href="mailto:contact@shreemarutitubes.com">contact@shreemarutitubes.com</a> ; <b>Contact Person:</b> Ms. Pooja Mangal.										
<b>Date of Incorporation</b>	March 12 <sup>th</sup> , 2013										
<b>Company Identification Number</b>	U27109GJ2013PLC073940.										
<b>Company Registration Number</b>	073940.										
<b>Company Category</b>	Company Limited by Shares.										
<b>Registrar of Company</b>	ROC-Ahmedabad.										
<b>Address of the RoC</b>	ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013; <b>Phone:</b> 079-27438531, <b>Fax:</b> 079- 27438371.										
<b>Company Secretary and Compliance Officer</b>	Ms. Pooja Mangal; C/o.: Shree Marutinandan Tubes Limited; <b>Address:</b> A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad GJ - 380058; <b>Telephone No.:</b> +91 079-29795873; <b>Website:</b> <a href="http://www.shreemarutitubes.com">www.shreemarutitubes.com</a> ; <b>E-Mail:</b> <a href="mailto:cs@shreemarutitubes.com">cs@shreemarutitubes.com</a> .										
<b>Designated Stock Exchange</b>	SME Platform of BSE Limited; <b>Address:</b> 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.										
<b>Issue Programme</b>	<table border="1"> <thead> <tr> <th>Issue On:</th> <th>Opens</th> <th>Friday, 12<sup>th</sup> January, 2024</th> <th>Issue Closes On:</th> <th>Tuesday, 16<sup>th</sup> January, 2024</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Issue On:	Opens	Friday, 12 <sup>th</sup> January, 2024	Issue Closes On:	Tuesday, 16 <sup>th</sup> January, 2024					
Issue On:	Opens	Friday, 12 <sup>th</sup> January, 2024	Issue Closes On:	Tuesday, 16 <sup>th</sup> January, 2024							

Note:

Investors can contact the Company Secretary and Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, UPI ID (in case of RII’s if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

### BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

S. No.	Name of Directors	Designation	Address	DIN
1.	Mr. Vikram Shivratn Sharma	Chairman and Managing Director	6, Aarohi Villa, S.P. 200 ft. Ring Road Bopal, DasKroi Ahmedabad, Gujarat – 380058.	06452273



S. No.	Name of Directors	Designation	Address	DIN
2.	Mr. Bharat Shivratn Sharma	Whole Time Director	6, Aarohi Villa, S.P. Ring Road Bopal, Daskroi Ahmedabad, Gujarat – 380058.	06466395
3.	Ms. Shwetaben Arvindbhai Saparia	Independent Director	Adityana Bus Stand Pachhad, Adityana, Porbandar, Gujarat - 360545.	10083476
4.	Mr. Ankitkumar Surendrakumar Agarwal	Independent Director	19, Agrasen Society Mansarovar Road, Palanpur, Banaskantha, Gujarat – 385001.	10118085
5.	Ms. Madhuri Niconkumar Mistry	Independent Director	1487/2 Sector 3 D, Gandhinagar, Gujarat – 382006.	10166753

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled “OUR MANAGEMENT” beginning on Page no. 110 of this Prospectus.

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

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<b>SWASTIKA INVESTMART LIMITED</b> <b>SEBI Registration Number:</b> INM000012102 <b>Registered Office:</b> Flat No.18, 2nd Floor, North Wing, Madhaveshwar Co-op- Hsg Society Ltd, Madhav Nagar,11/12, S. V. Road, Andheri W, Mumbai– 400058 (Maharashtra); <b>Merchant Banking Division:</b> 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001. <b>Telephone Number:</b> +91-22-26254568-69 / 0731-6644244; <b>Email Id:</b> merchantbanking@swastika.co.in, <b>Investors Grievance Id:</b> mb.investorgrievance@swastika.co.in; <b>Website:</b> www.swastika.co.in; <b>Contact Person:</b> Mr. Mohit R. Goyal <b>CIN:</b> L65910MH1992PLC067052	<b>BIGSHARE SERVICES PRIVATE LIMITED;</b> <b>SEBI Registration Number:</b> INR000001385; <b>Address:</b> Office No. S6 - 2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri - [East], Mumbai - 400093, Maharashtra, India; <b>Tel. Number:</b> +91 22 6263 8200; <b>Email Id:</b> ipo@bigshareonline.com; <b>Investors Grievance Id:</b> investor@bigshareonline.com; <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> ; <b>Contact Person:</b> Mr. Asif Sayyed.
STATUTORY AUDITORS OF THE COMPANY	LEGAL ADVISOR TO THE COMPANY
<b>S K JHA &amp; CO., CHARTERED ACCOUNTANT;</b> <b>Address:</b> 203-204 Iscon Plaza, Opp. Star Bazar Satelite, Ahmedabad, Gujarat - 380015; <b>Phone:</b> +91 - 7948901576; <b>Email:</b> <a href="mailto:nmakhija63@gmail.com">nmakhija63@gmail.com</a> ; <b>Contact Person:</b> CA Nikhil Makhija; <b>Membership No:</b> 176178; <b>F.R.N.:</b> 0126173W.	<b>MR. VAIBHAV PUROHIT;</b> <b>Address:</b> Shukh Sagar apartment, Chamber no. 204, 2 <sup>nd</sup> floor, 514, M.G. road, Indore (M.P.) - 452001; <b>Tel No.:</b> +91 9039532665; <b>Email:</b> <a href="mailto:vaibhavpurohit1992@gmail.com">vaibhavpurohit1992@gmail.com</a> ; <b>Contact Person:</b> Mr. Vaibhav Purohit; <b>Website:</b> NA.
PEER REVIEW AUDITORS OF THE COMPANY*	BANKERS TO THE COMPANY
<b>JPMK &amp; CO., CHARTERED ACCOUNTANT;</b> <b>Address:</b> 704, Abhishree Avenue, Opposite Hanuman Temple, Near nehru Nagar Circle, SM Road, Ambawadi, Ahmedabad, (G.J.) - 380015; <b>Phone:</b> +91 -7940307337; <b>Email:</b> <a href="mailto:jva@vageriya.com">jva@vageriya.com</a> ; <b>Contact Person:</b> CA Jitendra Vageriya; <b>Membership No:</b> 114424; <b>Peer Review No:</b> 015399; <b>F.R.N.:</b> 124193W.	<b>INDUSIND BANK LIMITED;</b> <b>Address:</b> 3 <sup>rd</sup> Floor Parker House, Beside Radisson Blue Hotel, Panchvati, Ahmedabad, (G,J.) - ; <b>Phone No.:</b> +91 - 9825064770; <b>Email Id:</b> <a href="mailto:bhargav.vaidya@indusind.com">bhargav.vaidya@indusind.com</a> ; <b>Website:</b> www.indusind.com <b>Contact Person:</b> Mr. Bhargav Vaidya;
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	
<b>HDFC BANK LIMITED;</b> <b>Address:</b> FIG Ops Department – Lodha, 1 Think Techno Campus O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East), Mumbai – 400042, Maharashtra, India; <b>Telephone No.:</b> +91 22 30752927/28/2914; <b>Fax No.:</b> +91 22 25799801; <b>Email ID:</b> <a href="mailto:Siddharth.jadhav@hdfcbank.com">Siddharth.jadhav@hdfcbank.com</a> , <a href="mailto:eric.bacha@hdfcbank.com">eric.bacha@hdfcbank.com</a> , <a href="mailto:vikas.rahate@hdfcbank.com">vikas.rahate@hdfcbank.com</a> ;	



**Website:** [www.hdfcbank.com](http://www.hdfcbank.com);  
**Contact Person:** Mr. Siddharth Jadhav, Mr. Eric Bacha, Mr. Vikas Rahate;  
**SEBI Certificate Registration No.:** INBI00000063;  
**CIN:** L65920MH1994PLC080618.

\*JPMK & Co., Chartered Accountant, hold a valid peer review certificate dated 31-05-2026 issued by The Institute of Chartered Accountants of India.

## DESIGNATED INTERMEDIARIES

### Self-Certified Syndicate Banks

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on [www.sebi.gov.in/pmd/scsb.pdf](http://www.sebi.gov.in/pmd/scsb.pdf) For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

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

### 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=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above mentioned SEBI link.

## BROKERS TO THE ISSUE

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

## REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

## COLLECTING DEPOSITORY PARTICIPANTS

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](http://www.sebi.gov.in)) and updated from time to time.

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Swastika Investmart Limited is only Lead Manager to the issue, all the responsibility of the issue will be managed by them.

## CREDIT RATING

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

## FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THEM BOARD AND THE REGISTRAR OF



## COMPANIES

A soft copy of Prospectus is being filed with SEBI. However, SEBI does not issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013 Phone: 079-27438531, Fax: 09-27438371.

## CHANGES IN AUDITORS

Except as stated below, there has been no Change in the Auditors of our Company during the last three years:

Name of Auditor	Appointment/Resignation	Date of Appointment / Resignation	Reason
S K Jha & Co., Chartered Accountant; <b>Address:</b> 203-204 Iscon Plaza, Opp. Star Bazar Satelite, Ahmedabad, Gujarat - 380015; <b>Phone:</b> +91 – 9408422061; <b>Email:</b> <a href="mailto:nmakhija63@gmail.com">nmakhija63@gmail.com</a> ; <b>Contact Person:</b> CA Nikhil Makhija; <b>Membership No:</b> 176178; <b>FRN:</b> 0126173W.	Appointment	May 06 <sup>th</sup> , 2023	Appointment as the statutory auditor for the Financial Year 2022-23.
M/S Kunj Amlani & Associates, Chartered Accountant; <b>Address:</b> 301, Dwarkesh Avenue, Ram Tekari Road, Porbandar, Gujarat-360575; <b>Email:</b> <a href="mailto:ca@kanudawala.com">ca@kanudawala.com</a> ; <b>FRN:</b> 0154401W; <b>Membership No.:</b> 191397; <b>Peer Review:</b> NA.	Resignation	May 06 <sup>th</sup> , 2023	Resignation due to Pre-Occupancy.
M/S Kunj Amlani & Associates, Chartered Accountant; <b>Address:</b> 301, Dwarkesh Avenue, Ram Tekari Road, Porbandar, Gujarat-360575; <b>Email:</b> <a href="mailto:ca@kanudawala.com">ca@kanudawala.com</a> ; <b>FRN:</b> 0154401W; <b>Membership No.:</b> 191397; <b>Peer Review:</b> NA.	Appointment	September 30 <sup>th</sup> , 2022	Appointment as the statutory auditor for the Financial Year 2021-22 to 2026-27.
M/S Kunj Amlani & Associates, Chartered Accountant; <b>Address:</b> 301, Dwarkesh Avenue, Ram Tekari Road, Porbandar, Gujarat-360575; <b>Email:</b> <a href="mailto:ca@kanudawala.com">ca@kanudawala.com</a> ; <b>FRN:</b> 0154401W; <b>Membership No.:</b> 191397; <b>Peer Review:</b> NA.	Appointment	August 01 <sup>st</sup> , 2022	Appointment as the statutory auditor for the Financial Year 2021-2022.



Name of Auditor	Appointment/Resignation	Date of Appointment / Resignation	Reason
M/s. Rajan Jaswani & Associates, Chartered Accountant; <b>Address:</b> 64 Near Jay Jalaram Hotel Digvijay Party Plot, Jamnagar, Gujarat - 361004; <b>Email:</b> rejeshkaria_1965@yahoo.com; <b>FRN:</b> 0145178W; <b>Membership No.:</b> 174819; <b>Peer Review:</b> NA.	Resignation	August 01 <sup>st</sup> , 2022	Resignation due to Pre-Occupancy.

## TRUSTEES

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

## APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue.

However, Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet (s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on 01<sup>st</sup> August, 2023. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
<b>SWASTIKA INVESTMART LIMITED</b> <b>SEBI Registration Number:</b> INM000012102; <b>Registered Office:</b> Flat No.18, 2nd Floor, North Wing, Madhaveswar Co-op- Hsg Society Ltd, Madhav Nagar,11/12, S. V. Road, Andheri W, Mumbai- 400058 (Maharashtra); <b>Merchant Banking Division:</b> 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001. <b>Telephone Number:</b> +91-22-26254568-69 / 0731-6644244; <b>Email Id:</b> merchantbanking@swastika.co.in; <b>Investors Grievance Id:</b> mb.investorgrievance@swastika.co.in; <b>Website:</b> www.swastika.co.in; <b>Contact Person:</b> Mr. Mohit R. Goyal; <b>CIN:</b> L65910MH1992PLC067052.	10,00,000	1,430.00	100.00

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above- mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The



abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act and registered as brokers with the Stock Exchanges – Noted for Compliance.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

Our Company and the Lead Manager have entered into an agreement dated 01<sup>st</sup> August, 2023 with the following Market Maker to fulfil the obligations of Market Making:

**SWASTIKA INVESTMART LIMITED;**

**Member Code:** 0942;

**SEBI Registration Number:** INZ000192732;

**Registered Office:** Flat No.18, 2<sup>nd</sup> Floor, North Wing, Madhaveswar Co-op- Hsg Society Ltd, Madhav Nagar, 11/12, S. V. Road, Andheri W, Mumbai– 400058 (Maharashtra);

**Corporate Office:** 48 Jaora Compound, M.Y.H Road, Indore (MP) – 452001;

**Telephone Number:** +91-22-26254568-69;

**Email Id:** merchantbanking@swastika.co.in;

**Investors Grievance Id:** mb.investorgrievance@swastika.co.in;

**Website:** www.swastika.co.in;

**Contact Person:** Mr. Mohit R. Goyal.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

1. 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).
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of SME Platform of BSE (BSE SME) and SEBI from time to time
3. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. 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 (Including the 50,000 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 50,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
6. 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.
7. 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.
8. 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. In case equilibrium price is not discovered the price band in the normal trading session shall be based on issue price.
9. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
10. 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.

11. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market 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 particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

12. **Risk containment measures and monitoring for Market Makers:** BSE SME of BSE will have all margins which are applicable on the 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.
13. **Punitive Action in case of default by Market Makers:** SME Platform of BSE 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.

14. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

15. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27<sup>th</sup>, 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 Crore To ₹ 50 Crore	20%	19%
₹ 50 Crore 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.



## SECTION VI – CAPITAL STRUCTURE

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

(₹ in Lakh except per share amount)

S. No.	Particulars	Aggregate Nominal Value	Aggregate value at issue price
1.	<b>AUTHORIZED SHARE CAPITAL</b> 50,00,000 Equity Shares of face value of ₹10/- each	500.00	-
2.	<b>ISSUED, SUBSCRIBED AND PAID - UP EQUITY SHARE CAPITAL BEFORE THE ISSUE.</b> 24,60,000 Equity Shares of face value of ₹ 10/- each	246.00	-
3.	<b>PRESENT ISSUE IN TERMS OF THE PROSPECTUS</b>		
	Issue of 10,00,000 Equity Shares of ₹ 10/- each at a price of ₹ 143.00/- per Equity Share.	100.00	1,430.00
	<b>Which comprises</b>		
	Net Issue to Public of 9,50,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- per Equity Share to the Public.	95.00	1,358.50
	50,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- per Equity Share reserved as Market Maker Portion.	5.00	71.50
	<b>Net Issue* to Public consists of</b>		
	4,75,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh.	47.50	679.25
	4,75,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 143.00/- per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh (Non Retail Portion).	47.50	679.25
4.	<b>PAID UP EQUITY CAPITAL AFTER THE ISSUE</b> 34,60,000 Equity Shares of ₹ 10/- each	346.00	-
5.	<b>SECURITIES PREMIUM ACCOUNT</b>	Before the Issue	-
		After the Issue	1,330.00

\*For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “THE ISSUE” on Page no. 29 of this Prospectus.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 20<sup>th</sup>, 2023 and by the members of our Company vide a special resolution passed at the EGM held on July 27<sup>th</sup>, 2023.

### CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Prospectus.

Our Company has not issued any partly paid-up equity shares since its incorporation nor does it have any partly paid-up equity shares as on the date of the Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Changes in the Authorized Share Capital of our Company:

Since Incorporation of our Company, the authorized share capital of our Company has been changed in the manner set forth below:



S. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/EGM
1.	On incorporation	5,00,000	50.00	Subscription to Memorandum of Association	N.A.
2.	Increased in authorized capital from ₹ 50.00 Lakh to ₹ 500.00 Lakh	50,00,000	500.00	May 20 <sup>th</sup> , 2023	EGM

## 2. History of Paid-up Share Capital:

Our existing Paid-up Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	Number of equity shares Allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration (Cash, other than Cash, Bonus)	Cumulative Number of Equity Shares	Cumulative Paid up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
March 12 <sup>th</sup> , 2013 (On Incorporation)	Subscription to Memorandum of Association <sup>(1)</sup>	2,05,000*	10	10	Cash	2,05,000	20.50	-
June 12 <sup>th</sup> , 2023	Bonus issue <sup>(2)</sup>	22,55,000	10	-	Bonus	24,60,000	246.00	-

\* The number of shares mentioned is as per the Annual filling by the company. However company has wrongly mentioned the number of shares in the Subscriber Clause of the Memorandum of Association at the time of Incorporation of the company and thereafter.

<sup>(1)</sup> The details of allotment of 2,05,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Associations, at par, are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted*	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Shivratn Jivaram Sharma	35,000	10	10
2.	Mrs. Kusumlata Shivratn Sharma	40,000	10	10
3.	Mr. Bharat Shivratn Sharma	30,000	10	10
4.	Mr. Vikram Shivratn Sharma	40,000	10	10
5.	Mrs. Shailini Bharat Sharma	40,000	10	10
6.	Mrs. Neha Vikram Sharma	20,000	10	10
<b>Total</b>		<b>2,05,000</b>	<b>-</b>	<b>-</b>

\* The number of shares mentioned is as per the Annual filling by the company. However company has wrongly mentioned the number of shares in the Subscriber Clause of the Memorandum of Association at the time of Incorporation of the company and thereafter.

<sup>(2)</sup> The details of allotment of 22,55,000 Equity Shares made on June 12<sup>th</sup>, 2023 under Bonus Issue\* basis are as follows:

S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
1.	Mr. Kusumlata Shivratn Sharma	8,25,000	10	-
2.	Mr. Bharat Shivratn Sharma	3,30,000	10	-
3.	Mr. Vikram Shivratn Sharma	4,40,000	10	-
4.	Mr. Shailini Bharat Sharma	34,100	10	-
5.	Mr. Neha Vikram Sharma	2,20,000	10	-



S. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value Per Share (In ₹)	Issue Price Per Share (In ₹)
6.	Mr. Trupesh Radadiya	1,01,475	10	-
7.	Mr. Savankumar Shingala	1,01,475	10	-
8.	Mr. Maheshkumar Dhirubhai Gediya	1,01,475	10	-
9.	Mr. Ketan Maganbhai Kathiriya	1,01,475	10	-
<b>Total</b>		<b>22,55,000</b>	-	-

\*The aforementioned Bonus allotment has been made out of free reserves of the company.

3. Except as disclosed below, we have not issue any Equity Shares for consideration other than Cash.

i. The details of allotment of 22,55,000 Equity Shares made on June 12<sup>th</sup>, 2023 under Bonus Issue are as follows:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reason of Allotment	Benefits accrued to Company	Allottees	No. of Shares Allotted
June 12 <sup>th</sup> , 2023	22,55,000	10	-	Other than Cash Bonus Issue	Capitalization of Reserves	Mr. Kusumlata Shivratana Sharma	8,25,000
						Mr. Bharat Shivratana Sharma	3,30,000
						Mr. Vikram Shivratana Sharma	4,40,000
						Mr. Shailini Bharat Sharma	34,100
						Mr. Neha Vikram Sharma	2,20,000
						Mr. Trupesh Radadiya	1,01,475
						Mr. Savankumar Shingala	1,01,475
						Mr. Maheshkumar Dhirubhai Gediya	1,01,475
						Mr. Ketan Maganbhai Kathiriya	1,01,475
<b>Total</b>	<b>22,55,000</b>	<b>10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22,55,000</b>

4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

6. Except as disclosed below our company has not made allotment at price lower than the Issue Price during past one year from the date of the Prospectus:

i. The details of allotment of 22,55,000 Equity Shares made on June 12<sup>th</sup>, 2023 under Bonus Issue are as follows:



Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reason of Allotment	Benefits accrued to Company	Allottees	No. of Shares Allotted
June 12 <sup>th</sup> , 2023	22,55,000	10	-	Other than Cash Bonus Issue	Capitalization of Reserves	Mr. Kusumlata Shivratana Sharma	8,25,000
						Mr. Bharat Shivratana Sharma	3,30,000
						Mr. Vikram Shivratana Sharma	4,40,000
						Mr. Shailini Bharat Sharma	34,100
						Mr. Neha Vikram Sharma	2,20,000
						Mr. Trupesh Radadiya	1,01,475
						Mr. Savankumar Shingala	1,01,475
						Mr. Maheshkumar Dhirubhai Gediya	1,01,475
						Mr. Ketan Maganbhai Kathiriya	1,01,475
<b>Total</b>	<b>22,55,000</b>	<b>10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22,55,000</b>

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

#### 8. Our shareholding pattern:

The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

#### Declaration:

S. No.	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
1.	Whether the Company has issued any partly paid up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoters are	No	No	No	No



S. No.	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
	pledge or otherwise encumbered?				
7.	Whether company has equity shares with differential voting rights?	No	No	No	No

\*All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE.

*(The remainder of the page is intentionally left blank)*



(A). Table I - Summary Statement holding of specified securities

S. No (I)	Category of shareholder (II)	No. Of shareholder (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form		
								Class eg.: X	No of Voting Rights (XIV)	Total		Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)	
(A)	Promoter & Promoter Group	5	20,17,200	0	0	20,17,200	82.00	20,17,200	0	20,17,200	82.00	0	20,17,200	0	0	0	0	2017200
(B)	Public	4	4,42,800	0	0	4,42,800	18.00	4,42,800	0	4,42,800	18.00	0	4,42,800	N.A	N.A.	0	0	442800
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	N.A.	0	0	0	0	0	0	N.A	N.A.	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	N.A.	0	0	0	0	0	0	N.A	N.A	0	0	0
	<b>Total</b>	<b>9</b>	<b>24,60,000</b>	<b>0</b>	<b>0</b>	<b>24,60,000</b>	<b>100</b>	<b>24,60,000</b>	<b>0</b>	<b>24,60,000</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2460000</b>
<b>Note:</b>																		
* All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE.																		



(B). Table II - Statement showing shareholding pattern of the Promoters and Promoters' Group

S. No (I)	Category of shareholder (II)	No. Of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid –up equity shares held (V)	No. Of shares underlying Depository Receipts	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
								Class eg: X	Class eg: y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
(1)	<b>Indian</b>																	
(a)	Individuals/Hindu undivided Family	5	20,17,200	0	0	20,17,200	82.00	20,17,200	0	20,17,200	82.00	0	20,17,200	0	0	0	0	20,17,200
1.	Mrs. Kusumlata Shivratn Sharma	-	9,00,000	0	0	9,00,000	36.59	9,00,000	0	9,00,000	36.59	0	9,00,000	0	0	0	0	9,00,000
2.	Mr. Vikram Shivratn Sharma	-	4,80,000	0	0	4,80,000	19.51	4,80,000	0	4,80,000	19.51	0	4,80,000	0	0	0	0	4,80,000
3.	Mr. Bharat Shivratn Sharma	-	3,60,000	0	0	3,60,000	14.63	3,60,000	0	3,60,000	14.63	0	3,60,000	0	0	0	0	3,60,000
4.	Mrs. Neha Vikram Sharma	-	2,40,000	0	0	2,40,000	9.76	2,40,000	0	2,40,000	9.76	0	2,40,000	0	0	0	0	2,40,000
5.	Mrs. Shailini Bharat Sharma	-	37,200	0	0	37,200	1.51	37,200	0	37,200	1.51	0	37,200	0	0	0	0	37,200
(b)	Central	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0





	Government/ State Government(s)																	
(c.)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d.)	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (A)(1)</b>	<b>5</b>	<b>20,17,200</b>	<b>0</b>	<b>0</b>	<b>20,17,200</b>	<b>82.00</b>	<b>20,17,200</b>	<b>0</b>	<b>20,17,200</b>	<b>82.00</b>	<b>0</b>	<b>20,17,200</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>20,17,200</b>
(2)	Foreign	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Individuals (Non Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Government	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoters and Promoters' Group (A)=(A)(1)+(A) (2)</b>	<b>5</b>	<b>20,17,200</b>	<b>0</b>	<b>0</b>	<b>20,17,200</b>	<b>82.00</b>	<b>20,17,200</b>	<b>0</b>	<b>20,17,200</b>	<b>82.00</b>	<b>0</b>	<b>20,17,200</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>20,17,200</b>

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - **N.A.**

**Note:**

PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).

The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

\*All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE.



(C). Table III - Statement showing shareholding pattern of the public shareholder

S. No (I)	Category of shareholder (II)	No. Of Shareholders (III)					Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)		Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form	
		No. of fully paid up equity shares held (IV)	No. Of Partly paid -up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Class eg: x		Class eg: y	Total	Total as a % of (A+B+ C)	No.(a)		As a % of total shares held (b)	No.(a)	As a % of total shares held (b)					
(1)	<b>Institutions</b>																			
(a)	Mutual Fund	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(f)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(i)	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2)	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(3)	<b>Non-institutions</b>																	
(a (i))	Individuals - i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a (ii))	Individuals - ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	4	4,42,800	0	0	4,42,800	18.00	4,42,800	0	4,42,800	18.00	0	4,42,800	0	0	0	0	442800
(b)	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Overseas	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0



	Depositories (holding DRs) (balancing figure)																	
(e)	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Sub-Total (B)(3)</b>	<b>4</b>	<b>4,42,800</b>	<b>0</b>	<b>0</b>	<b>4,42,800</b>	<b>18.00</b>	<b>4,42,800</b>	<b>0</b>	<b>4,42,800</b>	<b>18.00</b>	<b>0</b>	<b>4,42,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>442800</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B) (2)+(B) (3)</b>	<b>4</b>	<b>4,42,800</b>	<b>0</b>	<b>0</b>	<b>4,42,800</b>	<b>18.00</b>	<b>4,42,800</b>	<b>0</b>	<b>4,42,800</b>	<b>18.00</b>	<b>0</b>	<b>4,42,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>442800</b>
Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): - N.A																		
Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - N.A.																		
<b>Note:</b>																		
PAN of the Shareholders will be provided by our Company to the Stock Exchange but would not be displayed on website of Stock Exchange(s).																		
*All Pre-IPO Equity Shares of our Company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE.																		



**Table IV - Statement showing shareholding pattern of the Non-Promoter- Non-Public shareholder**

S.No (I)	Category of shareholder (II)	No. Of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid -up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	No of Voting Rights			Number of Voting Rights held in each class of securities (IX)	No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) +(X) as a % of (A+B+C2)	Number of Locked in shares (XII)*		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								Class eg: X	Class eg.: y	Total				Total as a % of (A+B+ C)	No.(a)	As a % of total shares held (b)	No. (a)	
(1)	Custodian/DR Holder - Name of DR Holders (If Available)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total Non-Promoter-NonPublic Shareholding (C)= (C)(1)+(C)(2)</b>	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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



9. The shareholding pattern of our Promoters and Promoters' Group and public before and after the Issue:

S. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity Shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Mrs. Kusumlata Shivratan Sharma	9,00,000	36.59	9,00,000	26.01
2.	Mr. Vikram Shivratan Sharma	4,80,000	19.51	4,80,000	13.87
3.	Mr. Bharat Shivratan Sharma	3,60,000	14.63	3,60,000	10.40
<b>Total – A</b>		<b>17,40,000</b>	<b>70.73</b>	<b>17,40,000</b>	<b>50.28</b>
<b>Promoters' Group</b>					
1.	Mrs. Neha Vikram Sharma	2,40,000	9.76	2,40,000	6.94
2.	Mrs. Shailini Bharat Sharma	37,200	1.51	37,200	1.08
<b>Total-B</b>		<b>2,77,200</b>	<b>11.27</b>	<b>2,77,200</b>	<b>8.02</b>
<b>Total Promoters and Promoters' Group (A+B)</b>		<b>20,17,200</b>	<b>82.00</b>	<b>20,17,200</b>	<b>58.30</b>
<b>Pre IPO Public</b>					
1.	Mr. Trupesh Radadiya	1,10,700	4.50	1,10,700	3.20
2.	Mr. Savankumar Shingala	1,10,700	4.50	1,10,700	3.20
3.	Mr. Maheshkumar Dhirubhai Gediya	1,10,700	4.50	1,10,700	3.20
4.	Mr. Ketan Maganbhai Kathiriya	1,10,700	4.50	1,10,700	3.20
<b>Total-C</b>		<b>4,42,800</b>	<b>18.00</b>	<b>4,42,800</b>	<b>12.80</b>
1.	<b>Initial Public Offer – Public</b>	-	-	10,00,000	28.90
<b>Total-D</b>		-	-	<b>10,00,000</b>	<b>28.90</b>
<b>Total Public (C+D)</b>		-	-	<b>14,42,800</b>	<b>41.70</b>
<b>Grand Total (A+B+C+D)</b>		<b>24,60,000</b>	<b>100.00</b>	<b>34,60,000</b>	<b>100.00</b>

10. Details of Major Shareholders:

(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid-up Capital#
1.	Mrs. Kusumlata Shivratan Sharma	9,00,000	36.59
2.	Mr. Vikram Shivratan Sharma	4,80,000	19.51
3.	Mr. Bharat Shivratan Sharma	3,60,000	14.63
4.	Mrs. Neha Vikram Sharma	2,40,000	9.76
5.	Mrs. Shailini Bharat Sharma	37,200	1.51
6.	Mr. Trupesh Radadiya	1,10,700	4.50
7.	Mr. Savankumar Shingala	1,10,700	4.50
8.	Mr. Maheshkumar Dhirubhai Gediya	1,10,700	4.50
9.	Mr. Ketan Maganbhai Kathiriya	1,10,700	4.50
<b>Total</b>		<b>24,60,000</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Prospectus.

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Prospectus:

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital#
1.	Mrs. Kusumlata Shivratan Sharma	9,00,000	36.59
2.	Mr. Vikram Shivratan Sharma	4,80,000	19.51
3.	Mr. Bharat Shivratan Sharma	3,60,000	14.63



S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital#
4.	Mrs. Neha Vikram Sharma	2,40,000	9.76
5.	Mrs. Shailini Bharat Sharma	37,200	1.51
6.	Mr. Trupesh Radadiya	1,10,700	4.50
7.	Mr. Savankumar Shingala	1,10,700	4.50
8.	Mr. Maheshkumar Dhirubhai Gediya	1,10,700	4.50
9.	Mr. Ketan Maganbhai Kathiriya	1,10,700	4.50
<b>Total</b>		<b>24,60,000</b>	<b>100.00</b>

\*The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Prospectus.

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

**(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of the Prospectus:**

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid-up Capital#
1.	Mrs. Kusumlata Shivratana Sharma	75,000	36.59
2.	Mr. Vikram Shivratana Sharma	40,000	19.51
3.	Mrs. Shailini Bharat Sharma	40,000	19.51
4.	Mr. Bharat Shivratana Sharma	30,000	14.63
5.	Mrs. Neha Vikram Sharma	20,000	9.76
<b>Total</b>		<b>2,05,000</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Prospectus.

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

**(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Prospectus:**

S. No.	Name of shareholders	No. of Equity Shares held*	% of Paid-up Capital#
1.	Mrs. Kusumlata Shivratana Sharma	75,000	36.59
2.	Mr. Vikram Shivratana Sharma	40,000	19.51
3.	Mrs. Shailini Bharat Sharma	40,000	19.51
4.	Mr. Bharat Shivratana Sharma	30,000	14.63
5.	Mrs. Neha Vikram Sharma	20,000	9.76
<b>Total</b>		<b>2,05,000</b>	<b>100.00</b>

\* The Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Prospectus.

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Prospectus.

12. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

S. No.	Name	Designation	No. of Equity Shares held
1.	Mr. Vikram Shivratana Sharma	Chairman and Managing Director	4,80,000
2.	Mr. Bharat Shivratana Sharma	Whole Time Director	3,60,000
	<b>Total</b>		<b>8,40,000</b>

13. Shareholding of the Promoters of our Company:



As on the date of the Prospectus, our Promoters are Mr. Vikram Shivratan Sharma, Mr. Bharat Shivratan Sharma and Mrs. Kusumlata Shivratan Sharma hold total 17,40,000 Equity Shares representing 70.73% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company are as follows:

Date of Allotment and made fully paid up /Transfer	Nature of Issue	No. of Equity shares	Face Value (in Rs.) per share	Issue/ Transfer Price (in Rs.) per share	% of Pre Issue Shareholding	% of post Issue Shareholding	Source of Funds
<b>MRS. KUSUMLATA SHIVRATAN SHARMA</b>							
January 12 <sup>th</sup> , 2013 (On Incorporation)	On Incorporation	40,000	10	10	1.63	1.16	Own Fund
December 15 <sup>th</sup> , 2017	Transmission	35,000	10	-	1.42	1.01	-
June 12 <sup>th</sup> , 2023	Bonus	8,25,000	10	-	33.54	23.84	-
<b>Total</b>		<b>9,00,000</b>	<b>10</b>	<b>-</b>	<b>36.59</b>	<b>26.01</b>	<b>-</b>

Date of Allotment and made fully paid up /Transfer	Nature of Issue	No. of Equity shares	Face Value (in Rs.) per share	Issue/ Transfer Price (in Rs.) per share	% of Pre Issue Shareholding	% of post Issue Shareholding	Source of Funds
<b>MR. VIKRAM SHIVRATAN SHARMA</b>							
January 12 <sup>th</sup> , 2013 (On Incorporation)	On Incorporation	40,000	10	10	1.63	1.16	Own Fund
June 12 <sup>th</sup> , 2023	Bonus	4,40,000	10	-	17.89	12.72	-
<b>Total</b>		<b>4,80,000</b>	<b>10</b>	<b>-</b>	<b>19.51</b>	<b>13.87</b>	<b>-</b>

Date of Allotment and made fully paid up /Transfer	Nature of Issue	No. of Equity shares	Face Value (in Rs.) per share	Issue/ Transfer Price (in Rs.) per share	% of Pre Issue Shareholding	% of post Issue Shareholding	Source of Funds
<b>MR. BHARAT SHIVRATAN SHARMA</b>							
January 12 <sup>th</sup> , 2013 (On Incorporation)	On Incorporation	30,000	10	10	1.22	0.87	Own Fund
June 12 <sup>th</sup> , 2023	Bonus	3,30,000	10	-	13.41	9.54	-
<b>Total</b>		<b>3,60,000</b>	<b>10</b>	<b>-</b>	<b>14.63</b>	<b>10.40</b>	<b>-</b>

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none





of the Equity Shares held by our Promoters are subject to any pledge.

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

S. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)
1.	Mr. Vikram Shivratana Sharma	4,80,000	0.83
2.	Mr. Bharat Shivratana Sharma	3,60,000	0.83
3.	Mrs. Kusumlata Shivratana Sharma	9,00,000	0.44

\*The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire such shares or transfer less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Prospectus. (Promoters of our company have not acquired any fresh equity shares of our company after incorporation).

**15. Except as stated below there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Prospectus.**

Name of Shareholder	Promoter / Promoter Group/ Director	Date of Transaction	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold/ Transferred	Nature of Transaction
Mrs. Shailini Bharat Sharma	Promoter Group	08 <sup>th</sup> June, 2023	-	9,225	Transfer to Mr. Trupesh Radadiya
			-	9,225	Transfer to Mr. Savankumar Shingala
			-	9,225	Transfer to Mr. Maheshkumar Dhirubhai Gediya
			-	9,225	Transfer to Mr. Ketan Maganbhai Kathiriya
<b>Total</b>			<b>-</b>	<b>36,900</b>	<b>-</b>

**16. As on the date of the Prospectus, our Promoters and Promoters' Group hold total 20,17,200 Equity Shares representing 82.00% of the pre-issue paid up share capital of our Company.**

**17. The members of the Promoters' Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Prospectus.**

**18. Details of Promoter's Contribution locked in for three years:**

MRS. KUSUMLATA SHIVRATAN SHARMA									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in



				re	shar				
January 12 <sup>th</sup> , 2013 (On Incorporation))	Subscription to Memorandum of Association	Allotment	40,000	10	10	Own Contribution	1.63	1.16	3 year
December 15, 2017	Transmission	Transmission	35,000	10	-	-	1.42	1.01	3 year
June 12 <sup>th</sup> , 2023	Bonus Issue	Allotment	2,85,000	10	-	-	11.59	8.24	3 year
			5,40,000				21.95	15.61	1 year
<b>Total</b>			-	<b>10</b>	-	-	<b>36.59</b>	<b>26.01</b>	-

#### MR. VIKRAM SHIVRATAN SHARMA

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
January 12 <sup>th</sup> , 2013 (On Incorporation))	Subscription to Memorandum of Association	Allotment	40,000	10	10	Own Contribution	1.63	1.16	3 year
June 12 <sup>th</sup> , 2023	Bonus Issue	Allotment	1,50,000	10	-	-	6.10	4.34	3 year
			2,90,000				11.79	8.38	1 year
<b>Total</b>			-	<b>10</b>	-	-	<b>19.51</b>	<b>13.87</b>	-

#### MR. BHARAT SHIVRATAN SHARMA

Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue / Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
January 12 <sup>th</sup> , 2013 (On Incorporation))	Subscription to Memorandum of Association	Allotment	30,000	10	10	Own Contribution	1.22	0.87	3 year
June 12 <sup>th</sup> , 2023	Bonus Issue	Allotment	1,12,000	10	-	-	4.55	3.24	3 year
			2,18,000				8.86	6.30	1 year
<b>Total</b>			-	<b>10</b>	-	-	<b>14.63</b>	<b>10.40</b>	-

Our Promoters have given written consent to include 6,92,000 Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting 20.00% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.



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 Promoters Contribution as per Regulation 237 of the SEBI ICDR, Regulations and are being locked in for 3 years as per Regulation 236 of the SEBI ICDR Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Issue.

No Equity Shares proposed to be locked-in as Minimum Promoters 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 lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

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

Reg. No.	Promoters' Minimum Contribution Condition	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: <b>Hence Eligible.</b>
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: <b>Hence Eligible.</b>
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India, during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.	The minimum Promoter's contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds 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 or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management	The minimum Promoter's contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoter's has not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares: <b>Hence Eligible.</b>

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself.

Our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoters' Group are in already dematerialized.



#### **19. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution:**

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 10,48,000 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

#### **20. Lock in of Equity Shares held by Persons other than the Promoters:**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly 7,20,000 Equity shares held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

#### **21. Inscription or Recording of non-transferability:**

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

#### **22. Other requirements in respect of lock-in:**

- a. 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 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.
- b. 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 36 or 37 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.
- c. Further in terms of Regulation 243 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the company 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.

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

**24.** Neither, we nor our Promoters, Directors and the Lead Manager 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.

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

**26.** As on the date of the Prospectus, the entire Issued Share Capital, Subscribed and Paid up Share Capital of our Company is fully paid up.

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

**28.** Since the entire Issue price per share is being called up on application, all the successful applicants will be allotted fully paid-up shares.

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



30. The Lead Manager i.e. Swastika Investmart Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of the Prospectus
31. We hereby confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares Issued have been listed or application moneys refunded on account of failure of Issue.
32. Our Company does not presently intend or propose to alter its capital structure for a period of six months from the date of opening of the Issue, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential or otherwise. This is except if we enter into acquisition or joint ventures or make investments, in which case we may consider raising additional capital to fund such activity or use Equity Shares as a currency for acquisition or participation in such joint ventures or investments.
33. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
34. An over-subscription to the extent of 2% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 2% of the Net Issue. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
35. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
36. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
37. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
38. 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.
39. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
40. 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.
41. As on the date of the Prospectus, Our Company has not issued any equity shares under any employee stock option scheme and we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme.
42. There are no Equity Shares against which depository receipts have been issued.
43. Other than the Equity Shares, there is no other class of securities issued by our Company as on date of filing of the Prospectus.
44. We have 9 (Nine) Shareholders as on the date of filing of the Prospectus.
45. There are no safety net arrangements for this Public Issue.
46. Our Promoter and Promoter Group will not participate in this Issue.
47. This Issue is being made through Fixed Price method.
48. Except as disclosed in the Prospectus, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation to the date of the Prospectus.



- 49.** No person connected with the Issue shall issue any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
- 50.** We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.



## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue constitutes a public Issue of 10,00,000 Equity Shares of our Company at an Issue Price of ₹ 143.00/- per Equity Share.

#### FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To Meet Incremental Working Capital Requirements;
  2. General Corporate Purpose;
  3. To meet Public Issue Expenses.
- (Collectively referred as the “objects”)

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company. Our Company is engaged into the business of trading of Galvanized Pipe, Electric Resistance Welding Mild Steel (“ERW MS”) Pipes (round pipes, square and rectangular hollow sections) in various specifications, sizes ranging from 15NB to 1000 NB and also in trading of Black Pipes and Solar Structural Pipes.

The objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

#### REQUIREMENTS OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ 1,430.00 Lakhs (the “Net Issue Proceeds”). The following table summarizes the requirement of funds:

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	1,430.00
Less: Public Issue Related Expenses	70.00
<b>Net Issue Proceeds</b>	<b>1,360.00</b>

#### UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

S. No.	Particulars	Amount (₹ in) Lakhs	% of Gross Issue Proceeds	% of Net Issue Proceeds
1.	To Meet Incremental Working Capital Requirements.	1,060.00	74.13	77.94
2.	General Corporate Purpose.	300.00	20.97	22.06
	<b>Net Issue Proceeds</b>	<b>1,360.00</b>	<b>95.10</b>	<b>100.00</b>

#### MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

S. No.	Particulars	Amount Required (₹ in Lakhs)	From IPO Proceeds	Internal Accruals / Equity / Reserves / Balance from Long/Short Term Borrowing
1.	To Meet Incremental Working Capital Requirements	3,150.33 <sup>(1)</sup>	1,060.00	2,090.33
2.	General Corporate Purpose	300.00	300.00	-
3.	Public Issue Expenses	70.00	70.00	-
	<b>Total</b>	<b>3,520.33</b>	<b>1,430.00</b>	<b>2,090.33</b>

<sup>(1)</sup> The amount includes ₹ 1,152.34 Lakhs for 2023-24 and ₹ 1,997.99 Lakhs for 2024-25.



Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) - **Noted for Compliance**.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned Objects through a combination of Internal Accruals or Unsecured Loans (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 no. 18 of this Prospectus.

## DETAILS OF USE OF ISSUE PROCEEDS

### 1. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS:

Our Company is engaged into the business of trading of Galvanized Pipe, Electric Resistance Welding Mild Steel ("ERW MS") Pipes (round pipes, square and rectangular hollow sections) in various specifications, sizes ranging from 15NB to 1000 NB and also in trading of Black Pipes and Solar Structural Pipes. As on September 30<sup>th</sup>, 2023, Net Working Capital requirement of our Company on restated basis was ₹521.61 Lakhs as against that of ₹452.47 Lakhs as on March 31, 2023, Net Working Capital requirement of our Company on restated basis was ₹ 452.47 Lakhs as against that of ₹ 305.53 Lakhs as on March 31, 2022 and ₹ 346.58 Lakhs as on March 31, 2021. The Net Working capital requirements for the financial year 2023-24 and 2024-25 is estimated to be ₹ 1,152.34 Lakhs and ₹ 1,997.99 Lakhs respectively. The Company will meet the requirement to the extent of ₹ 1,060.00 Lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

Particulars	As per Restated financial statement for March 31 <sup>st</sup>			For the period 30 <sup>th</sup> September, 2023	Projected	
	2021	2022	2023		2024	2025
Inventories	148.53	445.24	638.65	712.58	795.58	1,215.94
Trade Receivables	799.63	576.46	887.93	1,415.48	1,047.12	2,122.60
Cash and cash equivalents	5.30	43.99	2.76	9.12	5.00	8.00
Loans and advances	330.47	119.04	-	27.47	-	-
Other Current Assets	4.01	57.06	54.07	39.92	40.24	36.88
<b>Total Current Assets</b>	<b>1,287.94</b>	<b>1,241.79</b>	<b>1,583.42</b>	<b>2,204.56</b>	<b>1,887.94</b>	<b>3,383.42</b>
Short-Term Borrowings	479.57	367.92	506.88	479.15	-	-
Trade payables	423.59	541.11	519.11	1,108.17	620.15	1,258.43
Other current liabilities	30.38	22.25	35.05	21.71	38.55	42.41
Short-term provisions	7.81	4.97	69.91	73.93	76.90	84.59
<b>Total Current Liabilities</b>	<b>941.36</b>	<b>936.26</b>	<b>1,130.95</b>	<b>1,682.95</b>	<b>735.60</b>	<b>1,385.43</b>
<b>Net Working Capital</b>	<b>346.58</b>	<b>305.53</b>	<b>452.47</b>	<b>521.61</b>	<b>1,152.34</b>	<b>1,997.99</b>





Sources of Funds						
Short Term Borrowing/ Internal Accruals	346.58	305.53	452.47	521.61	842.34	1,247.99
Proceeds from IPO	-	-	-	-	310.00	750.00
<b>Total</b>	<b>346.58</b>	<b>305.53</b>	<b>452.47</b>	<b>521.61</b>	<b>1,152.34</b>	<b>1,997.99</b>

**Assumptions for working capital requirements:**

Particulars	No. of outstanding or holding level for the (in Months)						Justification for Holding
	2020-21 (Restated)	2021-22 (Restated)	2022-23 (Restated)	30 <sup>th</sup> Septem ber, 2023 (Restat ed)	2023-24 (Projec ted)	2024-25 (Projec ted)	
Inventory	15.58	23.77	46.01	30.77	52.04	39.96	<p>Throughout Fiscal Years 2021, 2022, and 2023, our average inventory turnover days consistently rose, aligning with the growth in our revenue. During the first half of the fiscal year 2024, the inventory days recorded a slight decrease to 30.77, attributed to a significant boost in sales throughout the period.</p> <p>In Fiscal Year 2024, we are projecting a further increase, with the average inventory turnover days estimated to be approximately 52.04 days. This adjustment is necessary to meet the rapid demands of our new clients effectively.</p> <p>Looking ahead to Fiscal Year 2025, our plan is to maintain the average inventory turnover days at around 39.96 days, in line with our strategic inventory management objectives.</p>
Trade Receivables	72.66	53.27	56.66	49.01	64.86	56.00	<p>In Fiscal Years 2021, 2022 and 2023, we observed variations in our average debtor holding periods, which were 72.66 days, 53.27 days and 56.66 days, respectively. In Fiscal 2021 the average debtor holding period exceeded the typical debtors' payment period due to the impact of COVID-19. However, in Fiscal Years 2022 and 2023, we successfully maintained our average debtor holding periods within the range of 50 to 60 days. Throughout the first half of the fiscal year 2024, we sustained a healthy trade receivables cycle, maintaining it at 49.01 days.</p> <p>Looking ahead to Fiscal Year 2024, we anticipate an increase in the average debtor holding period to approximately 64.86 days. This adjustment is due to our plans to engage with new clients and extend longer credit periods as part of our strategy to build stronger relationships.</p> <p>For Fiscal Year 2025, we are projecting a</p>



							return to an average debtor holding period of around 56 days. This projection aligns with our anticipated financial performance and the prevailing market conditions at that time.
Trade Payables	47.17	38.62	45.01	32.48	41.45	37.32	<p>In Fiscal Years 2021, 2022 and 2023, our average creditor cycle period exhibited variations, with figures of 47.17 days, 38.62 days and 45.01 days, respectively. The significant increase in Trade Payables in Fiscal 2021 was primarily driven by the effects of the COVID-19 pandemic. Subsequently, in Fiscal Years 2022 and 2023 we managed to maintain the creditor cycle period within the anticipated range. In the first half of the fiscal year 2024, the trade payable period was 32.48 days, influenced by a reduced opening balance. This calculation considers the average of both closing and opening balances of trade payables. Otherwise, the creditors holding period remains consistent compared with the previous fiscal year, considering only the closing balance.</p> <p>Looking forward to Fiscal Year 2024 and Fiscal Year 2025 we have set objectives to reduce the creditor cycle period to 41.45 days and 37.32 days, respectively. This strategic move is aimed at enhancing our business's overall value, which in turn, will allow us to negotiate more favorable terms and establish longer-lasting relationships with our creditors.</p>

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below.

Component of Working Capital	Particulars
Cash and Cash Equivalents	Cash and cash equivalents include balances in current accounts and cash in hand. Cash and Cash Equivalent balance is estimated based on previous year's outstanding amount and for expected Business requirement of company.
Loans and Advances	Loans and advances mainly include advance to Related Party and Other advances. Loans and advances is estimated based on previous year's outstanding amount and for expected Business requirement of company.
Other Current Assets	Other Current Assets mainly include advance to Employees, Creditors and Related Party and others assets. Other Current Assets is estimated based on previous year's outstanding amount and for expected Business requirement of company.
Other current liabilities	Other Current Liabilities mainly include Advance Received from Customer, Creditors for Expenses, Statutory dues payable to government and Other payables. Other current liabilities is estimated based on previous year's outstanding amount and for expected Business requirement of company.
Short-Term Provisions	Short-Term Provisions mainly include Provision for income tax and Provision for Other Expenses. Short-term provisions is estimated based on previous year's outstanding amount and for expected Business requirement of 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 ₹ 300.00 Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

1. Strategic Initiatives;
2. Brand building and strengthening of marketing activities and Products of the Our Company in domestic market; and
3. On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose.

Further, we confirm that the amount for general corporate purposes, as mentioned in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## 3. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ 70.00 Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission.	25.00	35.71	1.75
Fees Payable to Registrar to the Issue.	1.00	1.43	0.07
Fees Payable Advertising, Marketing Expenses and Printing Expenses.	32.50	46.43	2.27
Fees Payable to Regulators including Stock Exchanges and other Intermediaries.	4.00	5.71	0.28
Fees payable to Peer Review Auditor.	1.00	1.43	0.07
Fees Payable to Market Maker (for Two Years).	6.00	8.57	0.42
Escrow Bank Fees.	0.50	0.71	0.03
<b>Total Estimated Issue Expenses</b>	<b>70.00</b>	<b>100.00</b>	<b>4.90</b>

Notes: Up to 31<sup>st</sup> July, 2023, Our Company has deployed / incurred expense of ₹ 10.00 Lakhs towards Issue expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor S K JHA & Co., Chartered Accountant vide its certificate dated 12<sup>th</sup> August, 2023 bearing UDIN: 23176178BGVPLY6195.

1. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:
  - Portion for RIIs 0.01% ^ (exclusive of GST)
  - Portion for NIIs 0.01% ^ (exclusive of GST)
  - ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
2. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
3. Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing, fees payable to the relevant Registered Broker.
4. SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
5. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and



submitted to them.

6. The processing fees for applications made by Retail Individual 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 02<sup>nd</sup>, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

## SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

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

S. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Issue Proceeds (₹ in Lakhs)	Amount already deployed (₹ in Lakhs)	Estimated Utilization of Net Proceeds (₹ in Lakhs) upto Financial year (2023-24)*	Estimated Utilization of Net Proceeds (₹ in Lakhs) upto Financial year (2024-25)*
1.	To Meet Incremental Working Capital Requirements.	3,150.33 <sup>(1)</sup>	1,060.00	-	310.00	750.00
2.	General Corporate Purpose.	300.00	300.00	-	300.00	-
3.	To meet Public Issue Expenses.	70.00	70.00	10.00 <sup>(2)</sup>	60.00	-
	<b>Total</b>	<b>3,520.33</b>	<b>1,430.00</b>	<b>10.00</b>	<b>670.00</b>	<b>750.00</b>

\* To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object.

<sup>(1)</sup> The amount includes ₹ 1,152.34 Lakhs for 2023-24 and ₹ 1,997.99 Lakhs for 2024-25.

<sup>(2)</sup> Up to 31<sup>st</sup> July, 2023, Our Company has deployed / incurred expense of ₹ 10.00 Lakhs towards Issue expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor S K JHA & CO, Chartered Accountant vide its certificate dated 12<sup>th</sup> August, 2023 bearing UDIN: 23176178BGVPLY619.

## APPRAISAL REPORT

None of the objects for which the Issue Proceeds will be utilized have been financially appraised by any financial institutions/ banks.

## BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

## INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

## MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the



relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.



## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "RISK FACTORS" and "RESTATED FINANCIAL STATEMENTS" on page no. 18 and 128 respectively of this Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

- Experienced Promoter and Management Team;
- Quality Products;
- Diversified Product Range;
- Locational Advantage; and
- Established sales and distribution network in Gujarat.

For details of qualitative factors, please refer to the paragraph "OUR COMPETITIVE STRENGTHS" in the chapter titled "BUSINESS OVERVIEW" beginning on page no. 88 of this Prospectus.

### QUANTITATIVE FACTORS

#### 1. Basic & Diluted Earnings Per Share (EPS):

Financials Year/Period	Basic and Diluted EPS (in ₹)#	Weighted Average
Financial Year ended March 31, 2021	6.49	1
Financial Year ended March 31, 2022	2.93	2
Financial Year ended March 31, 2023	98.42	3
<b>Weighted Average</b>	<b>51.27</b>	<b>6</b>
For period ended September 30 <sup>th</sup> , 2023*	<b>5.77</b>	

# Face Value of Equity Share is ₹ 10.

\* Not Annualised.

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 143.00:

Particulars	EPS (in ₹)	P/E
<b>Pre Bonus</b>		
P/E Ratio based on the Basic & Diluted EPS, as restated for FY 2022-23.	98.42	1.45
P/E Ratio based on the Weighted Average EPS, as restated for FY 2022-23.	51.27	2.79
<b>Post Bonus</b>		
P/E Ratio based on the Basic & Diluted EPS, as restated for FY 2022-23.	8.20	17.44
P/E Ratio based on the Basic & Diluted EPS, as restated for period ended September, 2023.	5.77	24.77

#### 3. Return on Net Worth (RoNW):

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2021	22.17	1
Financial Year ended March 31, 2022	9.11	2
Financial Year ended March 31, 2023	75.36	3
<b>Weighted Average</b>	<b>44.41</b>	<b>6</b>
For period ended September 30 <sup>th</sup> , 2023*	<b>34.65</b>	

\* Not Annualised.

#### 4. Net Asset Value per Equity Share:

Particulars	Amount
Financial Year ended March 31, 2023	130.60
NAV per Equity Share after the Issue.	49.07



Issue Price per Equity Shares.	143.00
For period ended September 30 <sup>th</sup> , 2023	16.66

#### 5. Comparison of Accounting Ratios with Peer Group Companies<sup>1</sup>:

Name of the Company	Result Type	Face Value (₹)	EPS (₹) Basic <sup>3</sup>	P/E Ratio <sup>4</sup>	RoNW (%)	NAV per Equity Share (₹)
Shree Marutinandan Tubes Limited <sup>1</sup>	Standalone	10.00	8.20	17.44	75.36	130.60
<b>Peer Group<sup>2</sup></b>						
Swastik Tubes Limited	Standalone	10.00	4.53	17.51	4.40	89.67
Hi Tech Pipes Limited	Standalone	1.00	2.35	33.98	7.87	28.09
APL Apollo Tubes Limited	Standalone	2.00	18.47	65.26	19.91	13.25

<sup>1</sup> Source: Based on March 31<sup>st</sup>, 2023 restated financials statements.

<sup>2</sup> Annual Report of Peer Group Companies available on Stock Exchange.

<sup>3</sup> Basic & diluted Earnings per share (EPS) is calculated in weighted average number of shares after considering Bonus Issue of Shares.

<sup>4</sup> Price Earning (P/E) Ratio in relation to offer Price of ₹ 143.00/- per shares for the Issue Company and for Peer Companies Price on 31<sup>st</sup> March, 2023.

- The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 14.30 times the face value of equity share.
- The Issue Price of ₹ 143.00/- is determined by our Company in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled "RISK FACTORS" and chapters titled "BUSINESS OVERVIEW" and "RESTATED FINANCIAL STATEMENTS" beginning on page numbers 18, 88 and 128 respectively of this Prospectus.

#### KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated 21<sup>st</sup> December, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by M/s. S K Jha and Co., Chartered Accountants, by their certificate dated 21<sup>st</sup> December, 2023.

The KPIs of our Company have been disclosed in the sections titled "BUSINESS OVERVIEW" and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS" on pages 88 and 130, respectively. We have described and defined the KPIs, as applicable, in "DEFINITIONS AND ABBREVIATIONS" on page no. 2. Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

#### Key Performance Indicators of our Company:

(Rs. In Lakhs)

Key Financial Performance	For the period ended 30 <sup>th</sup> September, 2023	For 31 <sup>st</sup> March,		
		2023	2022	2021
Revenue from Operations <sup>(1)</sup>	4,277.30	4,716.96	4,714.07	3,563.60
Growth in Revenue from Operations <sup>(2)</sup>	81.36%	0.06%	24.41%	17.40%
EBITDA <sup>(3)</sup>	224.93	353.67	81.20	97.16
EBITDA Margin <sup>(4)</sup>	5.25%	7.49%	1.72%	2.70%
PAT <sup>(5)</sup>	141.99	201.76	6.01	13.30



PAT Margin <sup>(6)</sup>	3.31%	4.27%	0.13%	0.37%
---------------------------	-------	-------	-------	-------

Note:

- (1) Revenue from operation means revenue from sales;
- (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses;
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Taxes;
- (6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

#### Explanation for KPI metrics

Key Financial Performance	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.

#### 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).

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

Date of allotment	Nature of allotment	Number of equity shares Allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Total Consideration (₹ in lakhs)
June 12 <sup>th</sup> , 2023	Bonus Issue	22,55,000	10	-	Other than Cash	Nil
<b>Total</b>		<b>22,55,000</b>	-	-	-	<b>Nil</b>

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

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

Date of Transfer	Name of Transferee	Name of Transferor	Number of equity shares Transferred	Face value (₹)	Transfer price (₹)	Nature of consideration	Total Consideration (₹ in lakhs)
08 <sup>th</sup> June, 2023	Mr. Trupesh Radadiya	Mrs. Shailini Bharat Sharma	9,225	10	145.14	Cash	13.39
08 <sup>th</sup> June, 2023	Mr. Savankumar Shingala		9,225	10	145.14	Cash	13.39
08 <sup>th</sup> June, 2023	Mr. Maheshkumar Dhirubhai Gediya		9,225	10	145.14	Cash	13.39





08 <sup>th</sup> June, 2023	Mr. Ketan Maganbhai Kathiriya		9,225	10	145.14	Cash	13.39
<b>Total</b>			<b>36,900</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>53.56</b>

c. There were no such other primary issuances / secondary transactions except as provided in 8(a) and (b) to be informed under this section based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to irrespective of the size of transactions.

**d. Weighted average cost of acquisition, issue price:**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NIL*
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	145.14
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above.	NA**

**Note:** \*There were no primary / new issue of shares (equity/ convertible securities) other than Equity Shares issued pursuant to a bonus issue on June 12<sup>th</sup>, 2023, in last 18 months and three years prior to the date of this Prospectus.

\*\*There were no such other primary issuances / secondary transactions except as provided in 8(a) and (b) based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to irrespective of the size of transactions.



**9. Set forth below are the details of comparison of key performance of indicators with our Listed Industry Peers:**

Key Financial Performance	Shree Marutinandan Tubes limited				Swastik Tubes Limited				Hi tech Pipes limited				APL Apollo Tubes Limited			
	April – September 2023	FY-2022-23	FY-2021-22	FY-2020-21	April – September 2023	FY-2022-23	FY-2021-22	FY-2020-21	April – September 2023	FY-2022-23	FY-2021-22	FY-2020-21	April – September 2023	FY-2022-23	FY-2021-22	FY-2020-21
Revenue from operations <sup>(1)</sup>	4277.30	4716.96	4714.07	3563.60	36167.97	71713.43	61219.77	52383.88	112374.24	186055.01	151188.85	102648.72	7373.82	14279.29	11589.65	6007.96
Growth in Revenue from Operations (%) <sup>(2)</sup>	81.36%	0.06%	24.41%	17.40%	0.87%	16.82%	17.11%	-20.62%	20.80%	23.06%	47.29%	6.14%	3.28%	23.21%	92.90%	1.30%
EBITDA <sup>(3)</sup>	224.93	353.67	81.20	97.16	1,734.66	3,311.12	2,925.98	2,938.89	3,819.20	8,086.29	7,502.94	5,197.16	472.97	839.14	799.66	328.08
EBITDA Margin (%) <sup>(4)</sup>	5.25%	7.49%	1.72%	2.70%	4.80%	4.62%	4.78%	5.61%	3.40%	4.35%	4.96%	5.06%	6.41%	5.88%	6.90%	5.46%
PAT	141.99	201.76	6.01	13.30	410.48	906.31	2,793.56	148.64	1,575.30	2,890.01	2,987.18	1,503.63	293.46	511.92	494.23	153.78
PAT Margin (%) <sup>(5)</sup>	3.31%	4.27%	0.13%	0.37%	1.13%	1.26%	4.56%	0.28%	1.40%	19.75%	14.33%	16.92%	3.98%	3.59%	4.26%	2.56%
Net Worth <sup>(6)</sup>	4277.30	4,716.96	4,714.07	3,563.60	21242.83	20,832.35	14,169.42	8,129.55	39,873.46	36,739.24	21665.84	17368.71	2,725.99	2570.95	2143.47	1448.79

\*All the information for listed industry peers mentioned above are on a Standalone basis and is sourced from their respective audited/ unaudited financial results and/or annual report submitted to Stock Exchange.

**Notes:**

<sup>(1)</sup> Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected.

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

<sup>(3)</sup> EBITDA is calculated as Profit before tax + Depreciation + Finance Cost

<sup>(4)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.

<sup>(5)</sup> 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account.

The Issue Price is 14.30 times of the face value of the Equity Shares. The Issue Price of ₹ 143.00/- has been determined by our Company, in consultation with the Lead Manager, on the basis of market demand from investors for Equity Shares through the Fixed price method and is justified in view of the above qualitative and quantitative parameters.

Applicants should read the above mentioned information along with “RISK FACTORS”, “BUSINESS OVERVIEW”, “RESTATED FINANCIAL STATEMENTS” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS” on pages no. 18, 88, 128 and 130, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the “RISK FACTORS” on page 18 and you may lose all or part of your investment.



## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors,  
SHREE MARUTINANDAN TUBES LIMITED  
A-21, Second Floor, Amrapali Complex,  
S.P Ring Road, Bopal Ahmedabad (G.J.) – 380058.

Dear Sir,

**Subject - Statement of possible tax benefits (“the statement”) available to Shree Marutinandan Tubes Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

### **Reference - Initial Public Offer of Equity Shares by Shree Marutinandan Tubes Limited**

1. We hereby confirm that the enclosed Annexure 1 and 2 (together "the Annexures"), prepared by Shree Marutinandan Tubes Limited ('the Company'), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income tax Act, 1961 ('the Act') as amended by the Finance Act 2021, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24. the Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24 ('the Indirect Tax Act'), presently in force in India (together, the " Tax Laws') Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence. The ability of the Company and I or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are 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.
3. We do not express any opinion or provide any assurance as to whether
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been or will be met with; and the revenue authorities courts will concur with the views expressed herein.
4. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
5. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.
6. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
7. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**For S K JHA & Co Chartered Accountants**

Sd/-

**CA Nikhil Makhija**

**FRN No.: 0126173W**

**M. No.: 176178**

**UDIN: 23176178BGVPLQ4744**

**Date: July 17<sup>th</sup>, 2023**

**Place: Ahmedabad**



## **ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the 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.

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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



## **ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Indirect Tax Act, presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the 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.

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

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



## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. 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 and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “RISK FACTORS” and “RESTATED FINANCIAL STATEMENTS” and related notes beginning on page 18 and 128 respectively of this Prospectus before deciding to invest in our Equity Shares.*

### GLOBAL ECONOMIC OUTLOOK

The global economy is so far weathering headwinds better than expected. Incoming activity data for the fourth quarter of 2022 beat expectations, even though they do point to continued slowing momentum. Global real GDP is forecasted to grow by 2.3 percent in 2023, down from 3.3 percent in 2022. Most of the weakness will be concentrated in Europe, Latin America and the US, though it is weighing on the industrial sector globally. Asian economies are expected to drive most of global growth in 2023, as they benefit from ongoing reopening dynamics and less intense inflationary pressures compared to other regions.

After rising sharply over 2021 and much of 2022, inflation in most of the world is slowing, mostly driven by falling energy and food prices and fading supply chain pressures. This is paving the way for a reduction in the pace and intensity of interest rate hikes by the world’s major central banks, suggested at their recent meetings. However, the inflation outlook remains uncertain. Core inflation, which excludes volatile items, is proving more resilient. Therefore, monetary policy is likely to remain restrictive throughout most of 2023. This will act as a break on economic activity and will likely lead to increases in unemployment rates in various economies, particularly in Europe and the US.

Global real GDP growth should pick up steam in 2024 to 2.7 percent and be more evenly distributed among regions. Tailwinds to growth in 2024 will largely come from fading shocks related to the pandemic, elevated inflation, and monetary tightening. However, growth rates in 2024 and beyond are likely to be below the pre-pandemic trend, given ongoing supply-side weakness (e.g., ageing demographics worldwide and slow productivity growth).

The 10-year economic outlook signals a prolonged period of disruptions and uncertainties for businesses, but there are also opportunities. Global growth will return to its slowing trajectory once the 2022-2023 regional recessions end, with mature markets making smaller contributions to global GDP over the next decade. Nonetheless, there are still opportunities for firms to invest in both mature markets—given their wealth and need for innovation to compensate for shrinking labor forces—and emerging markets—given their need for both physical and digital infrastructure to support their sizable and young labor forces. Keys to ensuring growth over the longer term include developing new lines of business; strengthening corporate culture; embracing digital transformation and automation; recruiting for talent with new skills not currently represented in the company; and maximizing the hybrid work model where it makes sense.

[Source: <https://www.conference-board.org/topics/global-economic-outlook>].

### INDIAN ECONOMY OUTLOOK

India’s recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. The current growth trajectory will be supported by multiple structural changes that have been implemented over the past few years. The private sector – financial and non-financial – was repairing balance sheets, which led to a slowdown in capital formation in the previous decade. The financial system stress experienced in the second decade of the millennium, evidenced by rising nonperforming assets, low credit growth and declining growth rates of capital formation, caused by excessive lending witnessed in the first decade-plus, is now behind us. Aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible. More importantly, compensating for the private sector’s caution in capital expenditure, the government raised capital expenditure substantially. Budgeted capital expenditure rose 2.7X in the last seven years, from FY16 to FY23, re-invigorating the Capex cycle. Structural reforms such as the introduction of the Goods and Services Tax and the Insolvency and Bankruptcy Code enhanced the efficiency and transparency of the economy and ensured financial discipline and better compliance.

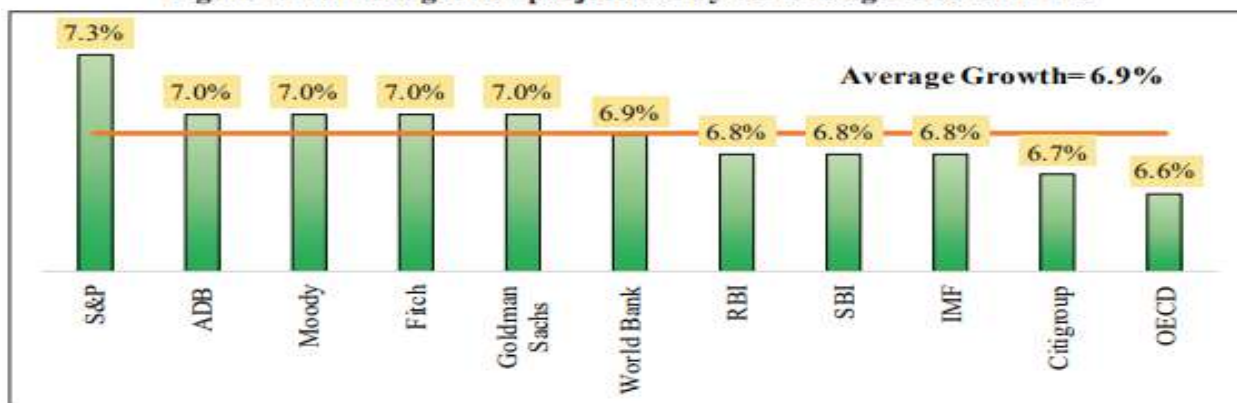
Even as India’s outlook remains bright, global economic prospects for the next year have been weighed down by the combination of a unique set of challenges expected to impart a few downside risks. Multi-decadal high inflation numbers have compelled central banks across the globe to tighten financial conditions. The impact of monetary



tightening is beginning to show in slowing economic activity, especially in Advanced Economies. Besides this, adverse spillovers from the prolonged strains in supply chains and heightened uncertainty due to geo-political conflict have further deteriorated the global outlook. Hence, global growth is forecasted to slow from 3.2 per cent in 2022 to 2.7 per cent in 2023 as per IMF's World Economic Outlook, October 2022. A slower growth in economic output coupled with increased uncertainty will dampen trade growth. This is seen in the lower forecast for growth in global trade by the World Trade Organisation, from 3.5 per cent in 2022 to 1.0 per cent in 2023. On the external front, risks to the current account balance stem from multiple sources. While commodity prices have retreated from record highs, they are still above pre-conflict levels. Strong domestic demand amidst high commodity prices will raise India's total import bill and contribute to unfavourable developments in the current account balance. These may be exacerbated by plateauing export growth on account of slackening global demand. Should the current account deficit widen further, the currency may come under depreciation pressure. Another risk to the outlook originates from the ongoing monetary tightening exercise. While the pace of rate hikes has slowed, major central banks have reaffirmed their hawkish stance on inflation. Entrenched inflation may prolong the tightening cycle, and therefore, borrowing costs may stay 'higher for longer'. In such a scenario, global economy may be characterised by low growth in FY24. However, the scenario of subdued global growth presents two silver linings – oil prices will stay low, and India's CAD will be better than currently projected. The overall external situation will remain manageable. The upside to India's growth outlook arises from (i) limited health and economic fallout for the rest of the world from the current surge in Covid-19 infections in China and, therefore, continued normalisation of supply chains; (ii) inflationary impulses from the reopening of China's economy turning out to be neither significant nor persistent; (iii) recessionary tendencies in major AEs triggering a cessation of monetary tightening and a return of capital flows to India amidst a stable domestic inflation rate below 6 per cent; and (iv) this leading to an improvement in animal spirits and providing further impetus to private sector investment. Against this backdrop, the survey projects a baseline GDP growth of 6.5 per cent in real terms in FY24. The projection is broadly comparable to the estimates provided by multilateral agencies such as the World Bank, the IMF, and the ADB and by RBI, domestically. The actual outcome for real GDP growth will probably lie in the range of 6.0 per cent to 6.8 per cent, depending on the trajectory of economic and political developments globally.

Source: <https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf>.

**Figure I.17: India growth projections by various agencies for FY23**



## OVERVIEW OF THE GLOBAL STEEL INDUSTRY

Steel is a paramount material in the fields of construction and engineering, finding widespread applications in industries such as automotive, construction, consumer goods, infrastructure, mechanical and medical equipment, packaging, and utensils, among others. Its popularity stems from its abundant availability, cost-effectiveness, exceptional strength and durability, ductility, and recyclability. According to the World Steel Association, there are more than 3,500 different grades of steel produced worldwide, each possessing unique physical, chemical, and environmental properties to suit various applications.

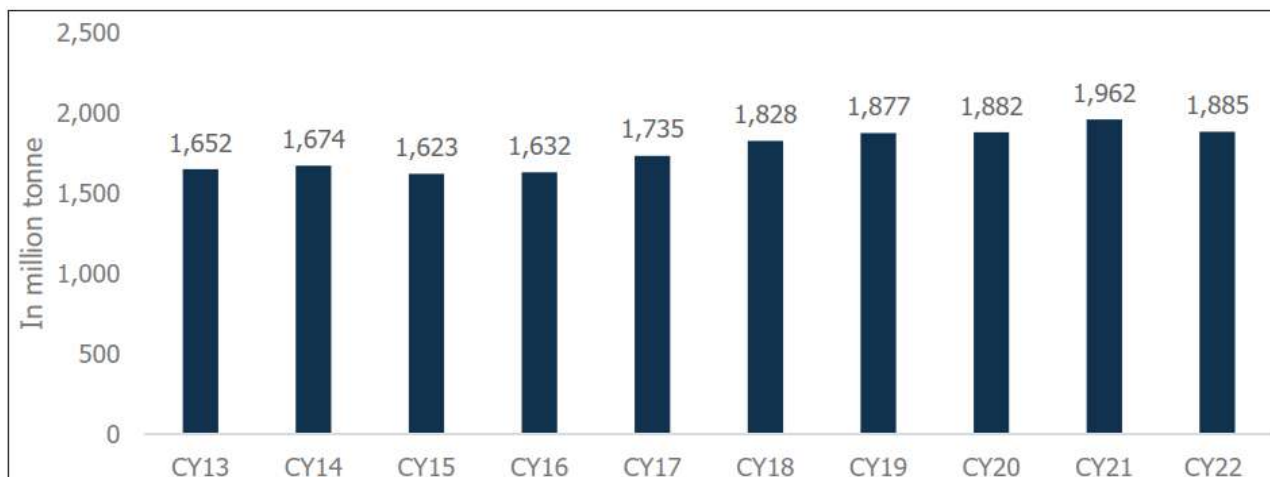
## GLOBAL STEEL PRODUCTION AND CONSUMPTION

The global steel production capacity reached 2,452.7 MT in 2022, with Asia accounting for the largest share of 60%. China holds a dominant position in steelmaking capacity, production, and consumption, boasting the highest steel production capacity globally, followed by India and Japan. Additionally, the European Union, North America, Latin America, the Middle East, and Oceania also contribute significantly to the global steel production capacity.

Global crude steel production has grown at a 10-year CAGR of 1.5% to 1,885 MT in CY22 from 1,652 MT in CY13. However, crude steel production declined by ~4% y-o-y in CY22 from 1,962 MT in CY21 due to a slowdown in China, monetary tightening in the United States and Europe, inflationary pressure which led to the rise in input costs and supply chain disruptions caused due to the Russia-Ukraine war.



## GLOBAL CRUDE STEEL PRODUCTION



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

The total crude steel production was 1,885 MT in CY22 out of which China continued to be the largest crude steel producer accounting for 54% share. However, Chinese production declined by 2% y-o-y to 1,018 MT in CY22 as compared to 1,035 MT in the previous year, due to lockdowns and restrictions enforced in the country due to the outbreak of Covid-19 and a slowdown of its real estate market.

China is also cutting down their production due to environmental concerns. India was the second largest producer of crude steel in CY22 with a 7% share, followed by Japan with a 5% share. The USA, Russia and South Korea accounted for a 4% share each in the total production during CY22.

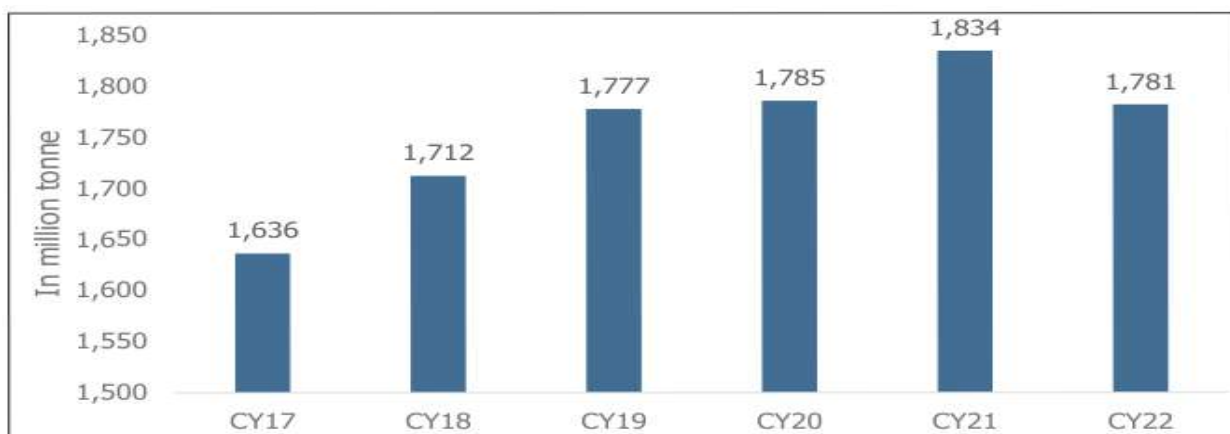
## GLOBAL STEEL DEMAND

Steel is being used in industries like energy, construction, automotive, transportation, infrastructure, packaging, and machinery. There has been a strong recovery in steel demand post the Covid-19 pandemic. In developed economies like USA, Europe, Japan and South Korea, the demand was driven by automotive and durable goods sector.

The demand in China reduced on account movement restrictions and lockdown in the country on account of Covid-19 pandemic, environmental concerns, and target to lower carbon emission. However, the support by Chinese Government will aid in the recovery of demand with the resumption of construction and real estate activities.

The steel demand in India has been robust on account of increased investment on Infrastructure and policy support by the Government. Despite the inflationary pressure and uncertainties around the global economy, India witnessed a healthy demand from auto, consumer durables, capital goods and real estate sectors.

### Global Steel demand



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].





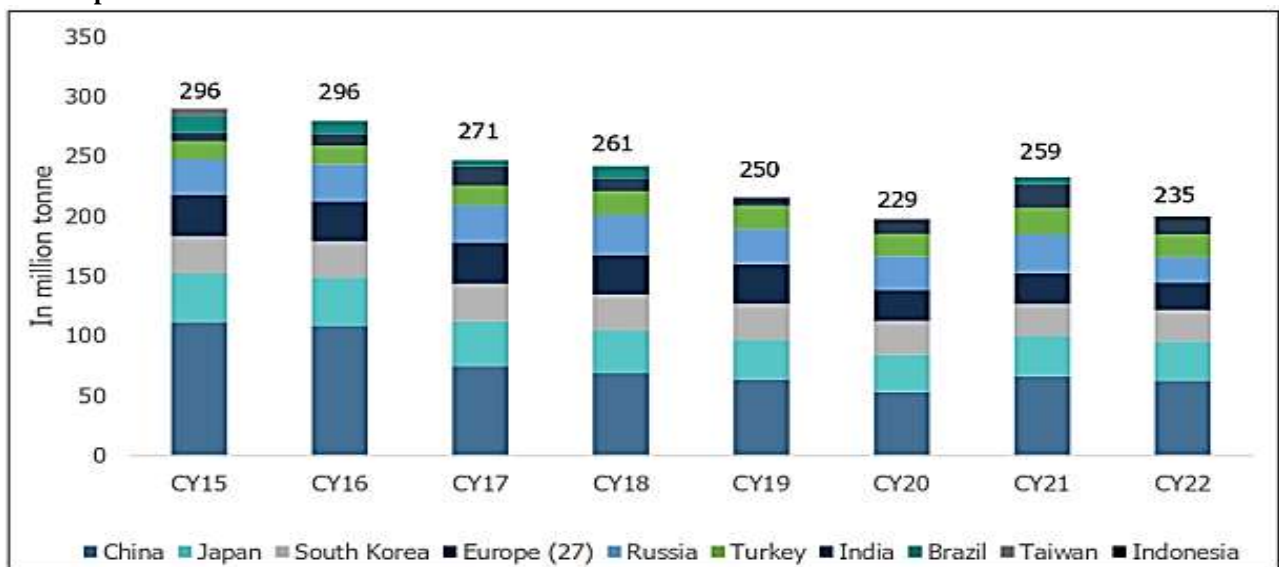
The global steel demand has increased at a CAGR of 1.7% from 1,636 MT in CY17 to 1,781 MT in CY22. The demand declined significantly in CY22, because global production was affected due to a slowdown in China, monetary tightening in the United States and Europe, inflationary pressures which led to the rise in input costs and supply chain disruptions caused due to the Russia-Ukraine war.

## GLOBAL TRADE - STEEL EXPORTS

Global steel exports have been on an upward trajectory in the last decade, supported by rising consumption and reached 259 MT in CY21. However, exports declined to 235 MT in CY22 on account of Covid-19 pandemic and geopolitical tensions arising due to the Russia-Ukraine war which impacted the demand-supply situation.

As of CY2021, China is the largest steel exporter accounting for 14% of total exports. The exports from China are almost double compared to Japan, the second largest exporter of steel which accounts for 7%. Even though the export volumes from China have been declining since 2016, China has held on to the position of the largest steel exporter. Indian exports reduced significantly in 2022 on account of the imposition of an export duty in May 2022 to reduce pressure on domestic prices and secure its domestic steel supply chain. However, this duty was reversed in November 2022 post when the steel exports from India started to pick up.

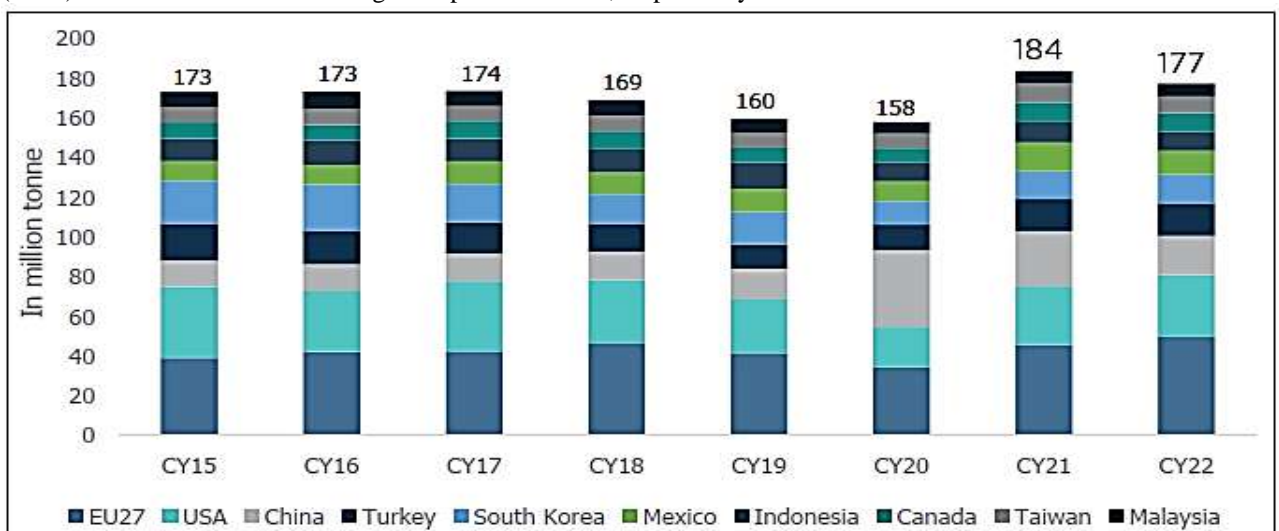
### Steel Exports



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

### Steel Imports

Europe Union (27) has been the largest importer of steel with a 10% share in global imports in CY21. This is mainly because EU27 doesn't have a large steelmaking capacity and relies heavily on imports. The USA (6.4%) and China (6.0%) are the second and third-largest importers of steel, respectively.





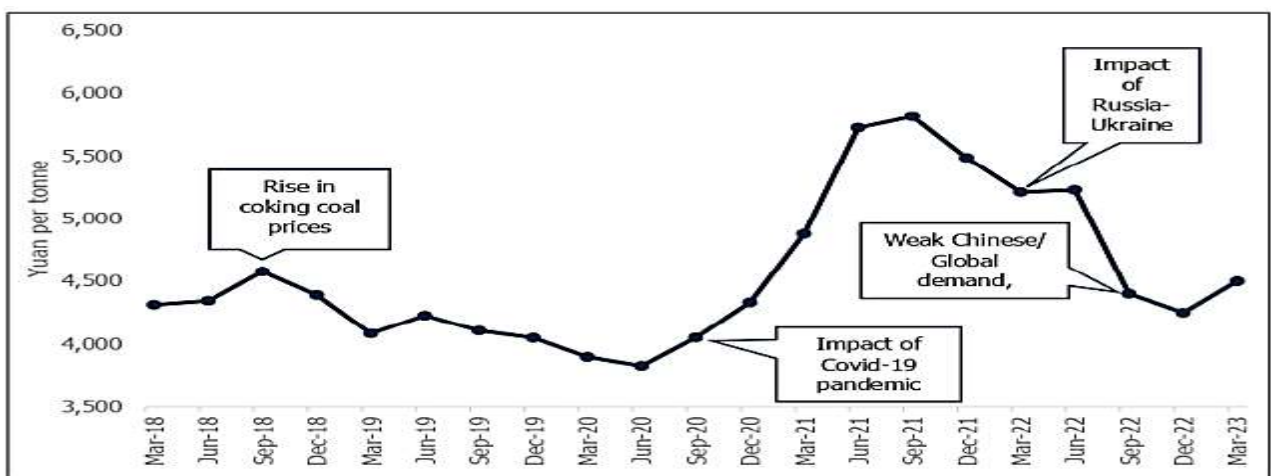
[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

## GLOBAL STEEL PRICE TRENDS

International steel prices remained in the range of Yuan 3,827 to Yuan 4,577 per tonne from March 2018 to September 2020. The prices started increasing in December 2020, mainly on account of the supply disruptions caused by the Covid-19 pandemic. Escalated prices were further supported by the impact of the Russia-Ukraine war which commenced in February 2022.

The prices started declining in June 2022 and fell to pre-Covid levels of Yuan 4,250 per tonne in December 2022 due to weak demand from the largest consumer China on account of lockdowns and Covid-19-related restrictions and weak global demand. Also, the fall in iron ore and coking coal prices have impacted international steel prices and caused the decline. There was a relaxation in Covid-19 restrictions in China post-December 2022 and iron ore and steel prices have started rising gradually on expectations of demand recovery.

### Trend in International Steel Price:



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

## OUTLOOK

World Steel Association forecasts' the steel demand to increase by 2.3% to 1,822.3 MT in CY23 and 1.7% to 1,854 MT in CY24 compared to a decline of 6.2% in CY22. This growth will be led by a recovery in manufacturing activity, China’s reopening and easing of supply chain bottlenecks, however, persistent inflation and high-interest rates will limit the demand recovery.

### Steel Demand Growth Estimates



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

The steel demand in China, which accounts for more than half of global consumption, is expected to grow by 2% in CY23 and remain flat in CY24. Chinese steel demand contracted in CY22 due to lockdowns which led to the



deceleration of the Chinese economy. Challenges in real estate intensified in CY22 and put pressure on construction activities. However, the situation is expected to improve and a slight pickup in the real estate sector is likely on account of government support. Further, government-supported infrastructure investments will also support steel demand.

The advanced economies including the European Union (27), the United States, Japan, and South Korea, witnessed 6.2% decline in steel demand in 2022 due to the Russia-Ukraine war, high energy costs and rising interest rates. World Steel Association expects demand from advanced economies to grow by 1.3% in 2023 and 3.2% in 2024. The growth will be supported by the alleviation of the war impact and supply chain disruptions in the European Union and the United Kingdom, and recovery in the manufacturing and construction sectors.

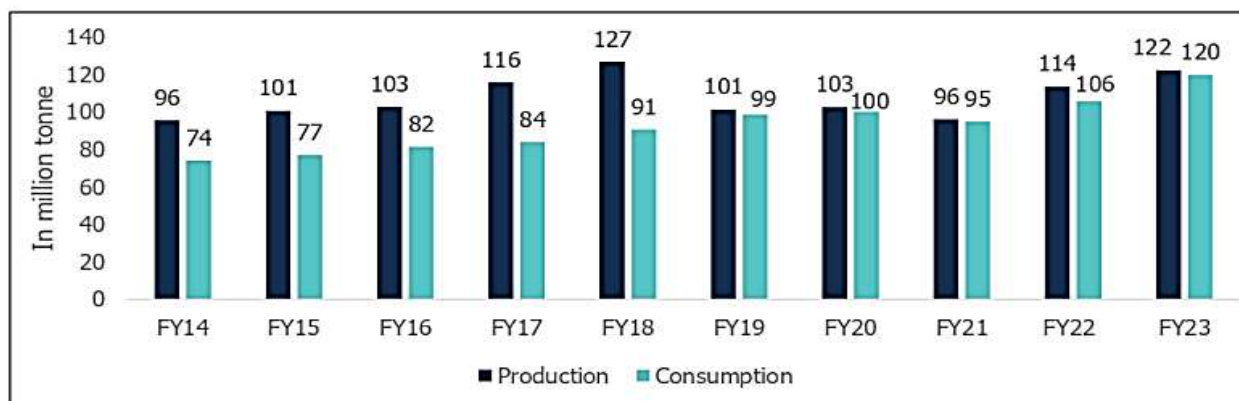
## INDIAN OVERVIEW

India is the second largest steel producer in the world with an installed capacity of 154.1 MT in FY22. It is also the second-largest consumer of finished steel with a consumption of 120 MT in FY23. The Indian steel sector has been able to grow over the years due to domestic availability of raw materials such as iron ore and cost-effective labour. The industry has been driven by domestic steel demand from sectors such as construction, real estate, and automobiles, while the vast coastline has enabled exports and imports, making India one of the leading countries in the global steel industry.

In the last 10 years, finished steel production has grown at a CAGR of 2.8% to 122 MT in FY23 from 96 MT in FY14. The growth in production has been backed by a rise in domestic steel consumption on account of growing economic activities in the country supported by an increase in infrastructure and construction spending by the government, a rise in automobile and consumer durable demand, among others.

Domestic finished steel consumption in India has increased at a CAGR of 5.5% to 120 MT in FY23 from 74 MT in FY14. After witnessing an uptrend in steel production, India observed a de-growth of 20.2% y-o-y in FY19 due to lower exports. Further, the outbreak of covid-19 pandemic resulted in a decrease in steel production in FY21, a de-growth of 6.3%.

## INDIA'S FINISHED STEEL PRODUCTION & CONSUMPTION



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

## TRENDS IN STEEL TRADE

Steel exports from India have contributed to the total off take of steel, in addition to the domestic demand, supported by an increase in the country's overall capacity and production. Exports increased at a CAGR of 10.7% over the period of 9 years from 6 MT in FY14 to 13.5 MT in FY22. Of these 9 years mentioned, India was a net steel exporter for six years - FY14, FY17, FY18, FY20-FY22. In 2021, India's exports accounted for 4.4% of the global exports.

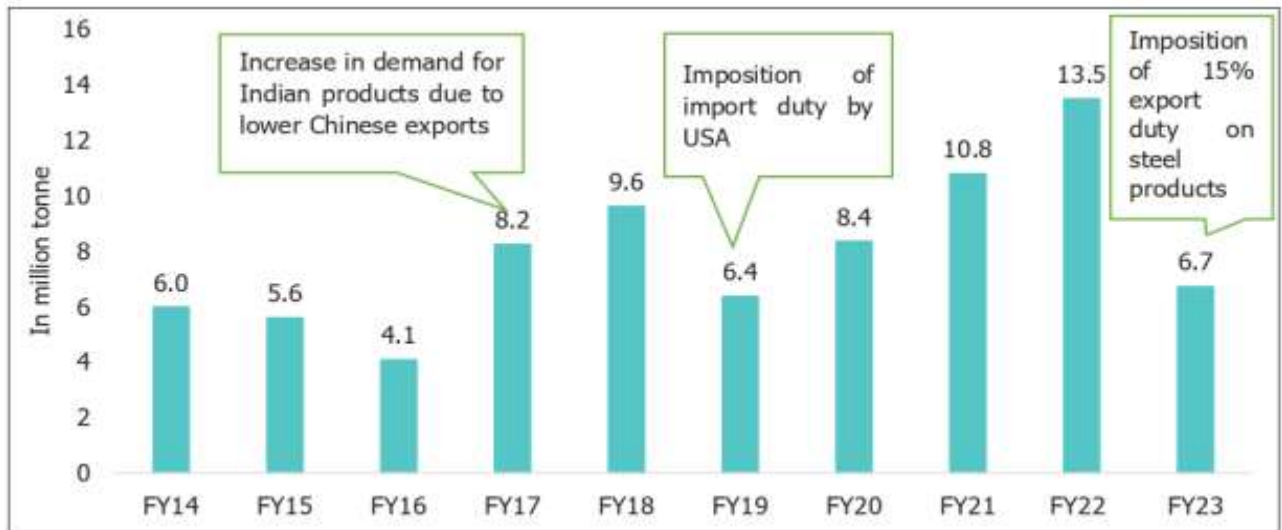
Exports witnessed a reversal in trend during FY23 after an upward trend of exports in 3 consecutive years i.e., FY20, FY21 & FY22 and declined to 6.7 MT compared to 13.5 MT in FY22, a sharp fall of 50.2% y-o-y. The Indian Government imposed an export duty of 15% on a range of finished steel products in May 2022 which made exports from India less competitive in global markets.

Exports were also impacted by weak international demand, continued geopolitical tensions and inflationary headwinds globally. Moreover, India became a net importer of steel for the first time in three years for the period of October 2022 to February 2023. The exports have started to pick up on a sequential basis post the reversal of export duty by Government in November 2022, however, the full impact of the duty removal is



expected in export volumes by the first half of FY24.

### INDIA'S FINISHED STEEL EXPORTS



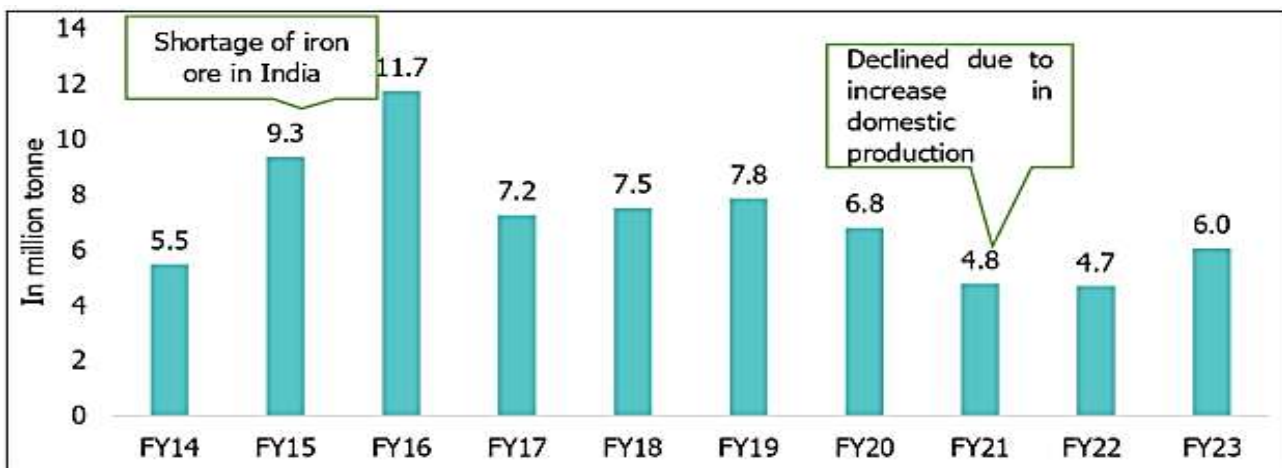
[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

The exports to the top 5 countries (Italy, Vietnam, UAE, Belgium and Nepal) accounted for 49% of the total outbound shipments from India during FY23. Italy, Belgium, and UAE continued to remain the top importers of Indian finished steel products. Among others, the shipments to USA and Turkey totaled 807 thousand tons and constituted 5.6% and 5.5%, respectively, of the total exports from India.

### IMPORTS

Steel imports have increased at a CAGR of 1.1% from 5.5 MT in FY14 to 6 MT in FY23. India mainly imports special-grade steel which is used in end-user segments such as automobiles, defence, shipbuilding, power, railways etc. and is witnessing good traction in domestic marking leading to growth in imports.

### INDIA'S FINISHED STEEL IMPORTS



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

During the year FY23, India's finished steel imports have grown by 29% y-o-y from 4.7 MT in FY22. This can be attributed to the rise in low-cost imports from Russia and the fall in international prices. China, South Korea, and Japan continue to be the leading suppliers to India with a 72% share in the total imports in FY23.

### KEY GROWTH DRIVERS

Steel is consumed by various sectors like construction and infrastructure, engineering & packaging,

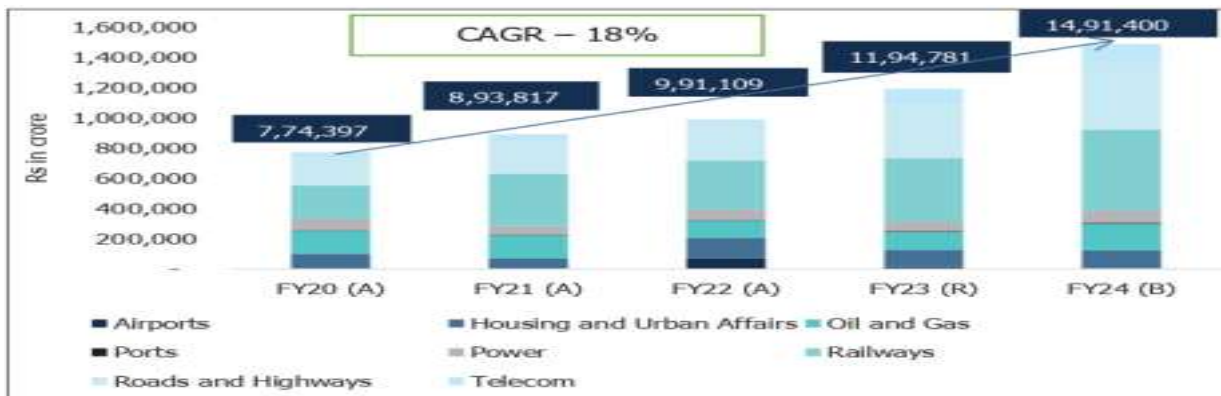


automobiles, consumer durables and railways among other sectors. Housing and construction are the largest consumer of steel with a 43% share in FY22, followed by infrastructure with a 25% share, engineering, and packaging with a 22% share and automotive with an 8.5% share.

### Construction and Infrastructure

- One of the major drivers for the steel industry is the infrastructure investment thrust by the Government of India. In the Union Budget 2023-24, the government continued its focus on infrastructure development with the allocation of Rs.10,00,000 crore towards infrastructure capital expenditure, an increase of 33% over allocation under the Union Budget 2022-23. Total allocation towards infrastructure, including investments in public enterprises, stood at Rs. 14,91,400 crore, an increase of 24.8% over revised estimates of 2022-23.
- The government has expanded the National Infrastructure Policy (NIP) to 7,400 projects from 6,835 projects and announced plans for the National Monetization Pipeline and Development Finance Institution (DFI) to improve the financing of infrastructure projects.
- The NIP covering rural and urban infrastructure, entails investments to the tune of Rs. 111 lakh crore, which is being undertaken by the central government, state governments and the private sector during FY20-25.
- Moreover, the alignment of PM Gati Shakti National Master Plan and NIP will aid in debottlenecking hurdles for faster execution of projects.
- The budget towards infrastructure grew on a CAGR of about 18% in the past 5 years from FY20 to FY24.

### Budget allocation towards Infrastructure



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

### ROAD INFRASTRUCTURE

- India’s road infrastructure has seen consistent improvement in the last few years. Connectivity has improved and road transportation has become a focus of rapid development.
- Total highway construction in India during the period FY23 was 10,993 km compared to 10,457 km in FY22, indicating a construction run rate of 30 km per day.
- The highway construction activity remained flat in FY23, mainly due to a decline in project awarding activity by 2.8% to 12,375 km in FY23 as compared to 12,731 km in FY22.
- This slowdown can be attributed to an increase in input cost, longer-than-usual monsoon and problems related to land acquisition and environmental clearance.
- About 12,000 km of highways are expected to be constructed in FY24 at an estimated capital expenditure of Rs 4 Lakh Crore.

### Residential Real Estate

- In FY23, the residential real estate market witnessed steady growth with increased sales momentum supported by past inventory levels and continued new project launches specifically in the affordable and mid-size segments.
- The housing market in general is seeing growth due to an increase in commercial activities, the need for upgraded infrastructure and living spaces, and an improved economic scenario.
- Growth in various sectors like BFSI and e-commerce segment, increase in savings because of work from home trend in the last 2 years and increase in demand for better spaces to live, have led to an



increase in first-time home buyers. There is also an increase in the mid-segment housing projects due to increase in urbanization and per capita income.

- Government initiatives like Pradhan Mantri Awas Yojna (PMAY), Urban Development Plan and digitization of land records have also added to the growth in the sector. Rural and Urban housing construction under the Pradhan Mantri Awas Yojana has gained traction in FY23.
- Under the PMAY scheme of the Union Ministry of Housing and Urban Affairs, more than 1.20 crore houses have been sanctioned under the PMAY-Urban, out of which 73.87 lakhs have been completed as on May 10, 2023, and the rest are under construction.
- In addition to that, about 2.85 crore houses have been sanctioned under PMAY-Gramin out of which 2.25 crore have been completed.

### **Automobiles**

- India was the third-largest automobile market in 2022. It is expected the domestic automobile sales volume to grow by 7-9% in FY24 and the growth momentum is expected to continue after the robust demand (20% sales growth) seen in FY23, supported by favorable demand sentiments and various government initiatives for rural and urban development.
- Passenger vehicles and commercial vehicles are expected to drive demand, while two and three-wheelers will gradually increase sales and cross the pre-pandemic level. However, inflationary pressure, price hikes due to regulatory changes, and higher cost of ownership might potentially affect demand in FY24.
- The growth in the automobile sector will also be supported by electric vehicles (EV) as the shift in demand of consumers towards electric vehicles is increasing.
- In the Union Budget 2023-24, the allocation towards the FAME (Faster adoption and manufacturing of EVs) scheme has increased to Rs.5,172 crore from Rs.2,908 crore in the previous year. Further the cut in customs duty on lithium-ion batteries from 21% to 13% will also result in an increase in sales and accelerate the demand for EVs. This will aid the growth in the auto sector.

### **Others**

- The growth in the urbanisation will lead to increased demand for steel as it involves usage in the construction of buildings, pipes for water supply, improved drainage systems, waste treatment plants, elevators etc.
- On August 15, 2019 the government launched “Jal Jeevan Mission” Programme, with an aim to provide safe and adequate drinking water through individual household tap connections by 2024 to all households in rural India. The mission has always seen a consistent allocation in the Budget every year.
- In the Union Budget 2023-24, the allocation towards Jal Jeevan Mission has increased to around Rs. 70,000 crore from Rs, 60,000 crore in the previous budget. Under this Programme, steel pipes will be used for the distribution of water due to its non-corrosion and non-rusting characteristics. This Programme has already covered 61.4% of rural households in 3.9 years.
- Another initiative ‘One Nation, One Gas Grid’ will attract new investments in India’s natural gas infrastructure, which uses steel pipes. It is expected that the gas pipeline network, which is more than 22,000 km currently, will reach 35,000 km in the coming 4-5 years. The efforts of moving towards the gas based economy along with the implementation of city gas distribution networks are expected to augment the demand for pipes going forward.

Driven by rising infrastructure development and growing demand from sectors like automotives, construction, consumer durables & capital goods, India’s per capita consumption of steel grew from 46 kgs in FY08 to around 75 Kgs now. Even though consumption of total finished steel has increased considerably, Indian steel industry still has significant potential for demand led growth, underscored by the fact that the per capita steel consumption in the country at 70 kgs is much lower than the global average of 227.5 kg. The need of the hour is not just to enhance domestic steel consumption, but also creating a demand for Indian steel abroad and giving a boost to steel exports.

### **Indian Steel Prices**

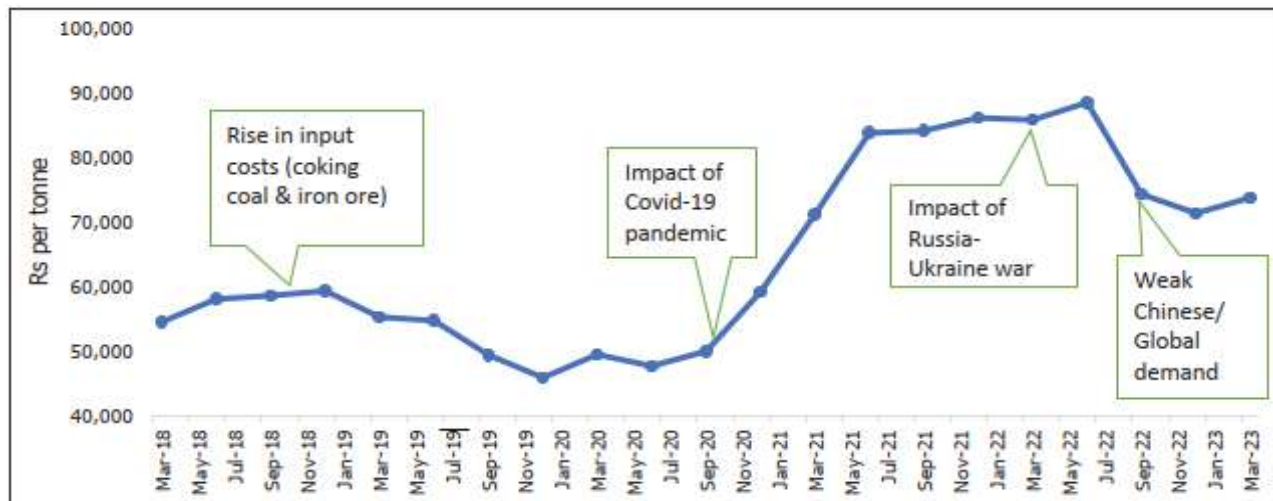
Steel prices have remained range-bound from March 2018 to June 2019 and started to fall thereafter as the economy was hit by the pandemic. During FY21, the average domestic finished steel prices peaked at Rs 71,157 per tonne as on March 2021. Since then, the prices increased throughout CY21 on account of a revival in domestic demand as economic activities began to take place after the upliftment of restrictions and lockdowns.

During CY22, prices have been impacted by the geo-political war between Russia and Ukraine (since February 2022) and stood at Rs 85,820 per tonne as of March 2022. The geopolitical crisis situation continued and the prices were



further pushed to Rs. 88,498 per tonne in June 2022 quarter. The escalation in prices was also because of the rise in coking coal and iron ore prices globally. However, after a sharp rise, the prices declined by around 16% in September 2022 as compared to the previous quarter. Furthermore, they fell to Rs 71,326 per tonne in December 2022. This decline was caused by the imposition of an export duty on a range of finished steel products from the period May 2022 to November 2022, leading to lower exports and an increase in domestic inventories. In addition to that, softening of iron ore prices also affected the steel prices in the domestic market.

### Domestic average finished steel Prices



[Source: Report of Assocham on “India Steel Sector Enhancing Competitiveness and Overcoming Challenges” for May, 2023].

After the reduction in export duty on iron ore in November 2022, domestic prices began to rise. In January 2023, NMDC increased the prices for iron ore lumps and fines, which further boosted the prices. As of March 2023, iron ore prices stood at Rs. 4,383 per tonne, a growth rate of 8% as compared to December 2022. This rise in raw material prices resulted in higher domestic steel prices. Going forward, it is expected that domestic steel prices will continue to track global prices and remain range-bound due to continued strong domestic demand.

### Outlook

Indian Steel Industry contributes to all the facets of economy, including GDP, industrial and infrastructural development. The steel industry contributes approx. 2.5% to national GDP, employing 2.5 million people, directly & indirectly. The output effect of steel on Indian economy is approx. 1.4 times, with an employment multiplier of 6.8 times.

As India has entered its pre-election year in 2023, the government is likely to increase investments both at the state and central levels and this is expected to augur well for the domestic steel demand.

### Some of the key budgetary announcements, which reflect the same, are:

- An increase in allocation of capex towards infrastructure from Rs.7.5 lakh crore to Rs.10 lakh crore in Union Budget 2023-24.
- The capital outlay of Rs.2.4 lakh crore for Indian Railways.
- 100 transport infrastructure projects.
- Approval of Production Linked Incentive (PLI) Scheme for specialty steel.
- Allocation towards PMAY scheme to be increased to Rs. 79,590 crore from Rs. 48,000 crore in previous budget
- Allocation of Rs 10,000 crore towards Jal Jeevan Mission.

The National Steel Policy, 2017, envisages the steel production to almost double to 255 MT by FY31 to cater to the growing domestic demand. To continue to be Atmanirbhar in steel, it is imperative to secure a sustainable supply of raw materials such as iron ore and coking coal. India has sufficient reserves of iron ore; however, the production needs to be ramped up through the identification and auction of a higher number of captive and commercial mines and an increase in production from existing mines by using better technology.

India is dependent on imports due to limited domestic availability of suitable quality coking coal. As a near-term measure, the import sources must be diversified to ensure timely availability and better pricing. Further, exploration and



production of domestic coking coal should be encouraged and sufficient washing capacities should be set up to get the desired quality of coking coal. Both iron ore and coking coal mining can be encouraged by implementing single window clearances, rationalizing taxes and royalties on mining which are currently higher than global benchmarks and boosting overall investment in the exploration and production of these minerals through policy support.

By improving logistics infrastructure and enhancing rail connectivity, the steel industry can effectively mitigate logistical challenges and reduce costs. This, in turn, will enhance the overall competitiveness of domestically produced steel, bolstering its position in the global market. Industry stakeholders, policy-makers, and the Railway Ministry need to collaborate and prioritize the development of efficient transportation systems to support the targeted growth of the steel industry in India.

The future of the steel industry has to also be responsible and sustainable growth focused on reducing carbon emissions and moving towards de-carbonization. The industry is already implementing measures such as increasing the usage of renewable energy in the production process, use of pulverized coal injection (PCI) in the blast furnaces, improving efficiency by waste heat recovery, suitable use of by-products, usage of steel scrap etc. Future technologies which will significantly reduce the carbon emissions such as green steel and carbon capture utilization and storage have been identified and R&D efforts are being undertaken across the world to achieve viably scalable technologies. The steel industry is evolving its overall Environmental, Social and Governance (ESG) practices to adopt the global best practices which will enable the steel industry to tap larger markets and grow a climate-conscious investor base.

While India is the second largest producer and consumer of steel, it ranks 7th in global exports. With the share of 6% in global crude steel production and 5.7% in global crude steel consumption, India has become one of the steel hubs in the world for both production and consumption of steel. However, Indian products are currently less competitive in global markets compared to their Asian counterparts due to factors such as high finance and logistics costs, high levies on mining and duties imposed by key export countries. To push the 'local for global' agenda in the steel sector, policy support will be required to reduce the cost disadvantage coupled with the government's push through various diplomatic channels to reduce duties on Indian steel products and enter into trade agreements beneficial for the industry.

Aligned with the Government of India's National Mission of Atmanirbhar Bharat, the National Steel Policy 2017 targets a crude steel capacity of 300 MT by 2030 in the country. The government has taken multiple initiatives over the last decade to encourage steel production and consumption of domestically manufactured steel targeted towards making India 'Atmanirbhar' for its current as well as future demand.

### **Solar Structural Pipes Market Overview:**

According to recent reports, India's renewable energy (RE) sector has experienced a remarkable growth rate of 14% over a five-year period, spanning from FY 2017 to FY 2022. This growth has propelled the country to achieve a significant milestone, reaching a total RE capacity of 114 GW as of September 2022. Notably, solar power constitutes approximately 51% of this overall capacity.

Over the past decade, the share of solar installations in India has exhibited a remarkable compound annual growth rate (CAGR) of 29%, soaring from 4% in FY 2012 to 51% by September 2022. India's appetite for renewables is growing year on year, the country is now ranked 4th globally in solar power generation. India Solar Energy Market was estimated at USD 38 billion in 2022 and is anticipated to reach around USD 238 billion by 2030, growing at a CAGR of roughly 40% between 2023 and 2032.

As the solar energy industry expands, the demand for various components and infrastructure associated with solar power generation will also experience a substantial increase. Solar structural pipes, which play a crucial role in supporting solar panels and creating the framework for solar installations, may likely see a tremendous surge in demand. Solar structural pipes are used in the construction of ground-mounted solar arrays, rooftop installations, and solar tracking systems. As the solar energy capacity in India increases, more solar farms and installations will be set up, driving up the demand for these pipes.

India's commitment to expanding its renewable energy capacity, especially solar, is backed by favorable government policies and incentives. This supportive environment shall encourage investment in the entire solar ecosystem, including the production and supply of components like solar structural pipes. In conclusion, the booming India solar energy market may likely have a cascading effect on various industries, including the market for solar structural pipes. The increased demand for solar installations, driven by India's renewable energy goals and policies, is poised to create substantial opportunities for businesses involved in supplying the necessary components to support this growth.

Source:

<https://www.custommarketinsights.com/report/india-solar-energy-market/#:~:text=As%20of%202020%2C%20India's%20installed,during%20the%20past%20several%20years.>  
<https://solarquarter.com/2023/02/17/indias-solar-energy-capacity-soars-to-54gw-with-41-39-cagr/>





## **Indian Agricultural Equipment Market Size and Growth:**

The Indian agricultural equipment market size reached INR 1,023.2 billion in 2022. Projections indicate it could reach INR 1,852.6 billion by 2028, exhibiting a CAGR of 10.5% during 2023-2028. Agricultural equipment refers to the various tools, machines, and vehicles used in farming and agriculture. These tools help farmers and agricultural workers to perform different tasks more efficiently, saving time and labor. Some common types of agricultural equipment include tractors, plows, cultivators, seeders, sprayers, harvesters, and irrigation systems. These machines are designed to perform specific tasks such as soil preparation, planting, watering, fertilization, weed control, harvesting, and transportation.

Agricultural equipment has revolutionized the Indian farming industry, allowing farmers to produce more food with less labor and time. This has helped to increase food production and improve food security in India. Agricultural equipment plays a vital role in modern agriculture, helping farmers to produce more food efficiently and sustainably to feed a growing Indian population.

The rapid adoption of modern agricultural techniques by farmers across the country is catalyzing the market. Several key players are constantly innovating and introducing new products to meet the market's evolving needs.

The government of India is also promoting the adoption of modern farming techniques and offering various subsidies and schemes to encourage farmers to invest in agricultural equipment. The growing scarcity of human workforce and heavy expenditure on the maintenance of cattle are encouraging customers to leverage the benefits of modernized equipment in farming applications. This, in turn, is anticipated to provide a boost to the market. In addition, the rising awareness about the benefits of agricultural equipment is strengthening the market.

Source: <https://www.openpr.com/news/2983685/indian-agricultural-equipment-market-report-2023-2028-growth>



## BUSINESS OVERVIEW

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled “RISK FACTORS” on Page no. 18 of the Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us” “Shree Marutinandan” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section as per our Restated financial statements prepared in accordance with Accounting Standard set for thin the Prospectus.*

### OVERVIEW

Our Company was originally incorporated as Private Limited, under the Companies Act, 1956 (“Companies Act”) in the name and style of “Shree Marutinandan Tubes Private Limited” on March 12<sup>th</sup>, 2013 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat. Later on, company was converted into public limited company, the name of the Company has changed to “Shree Marutinandan Tubes Limited” and for the same fresh Certificate of Incorporation dated June 22<sup>nd</sup>, 2023 was issued by the Registrar of Companies, Ahmedabad, Gujarat.

Our Promoters laid down the foundation of our company in the year 2013 with a vision to establish itself as a one of the most trusted and reliable company in delivering steel pipes.

Our company has earned a commendable reputation for reliability and quality due to its adherence to uncompromising standards of quality. The Objective is to delight customers at reasonable prices and ensuring quality with keeping in mind the profile of the end users particularly Engineers and farmers. Our Company has been constantly executing need based and demanding orders for steel Pipes to meet the requirements of sectors like Agriculture, Oil, Solar Power, Public Health, Housing, Irrigation, Engineering etc.

Our Promoters, Mr. Vikram Shivratana Sharma, Mr. Bharat Shivratana Sharma and Mrs. Kusumlata Shivratana Sharma have more than a decade of experience in the field of steel industry and have in depth knowledge of products and industry in which we operate. With their enriching experience and progressive thinking, we aim to continue to grow in the steel industry in India. Further, we have a team of professionals to look after matching the standards with the industry and executing regular and customized orders for steel pipes to meet the requirement of vivid sector.

Our Company is engaged in the business of trading of Galvanized Pipe, Electric Resistance Welding Mild Steel (“ERW MS”) Pipes (round pipes, square and rectangular hollow sections) in various specifications, sizes ranging from 15NB to 1000 NB and also in trading of Black Pipes and Solar Structural Pipes. Our products have wide application in varied industries like Agriculture, Oil, Public Health, Housing, Irrigation, Engineering, Infrastructural, Industrial etc.

We have independent sales and distribution networks for our products. A substantial majority of our steel pipes are sold to wholesalers & Distributors in the domestic markets. We procure Steel Pipes from the best manufacturers in steel pipes at domestic level and we believe that we have good business association with suppliers. We have a procurement policy and generally purchase in large volumes in order to stock and facilitate on time delivery of products to our end customers. We believe that by purchasing in large volumes, we are able to purchase inventory at lower prices than our competitors, which enables us to sell our products at competitive prices.

Our Company is a well-established Company that has made a significant mark in the trading of steel tubes and pipes. However, from FY 2023, we have taken a strategic step of forward integration to expand our business horizons and diversify our offerings. To achieve this, we have decided to accord with our group company, Shree Kamdhenu Machinery Private Limited, for the contract manufacturing of agricultural equipment. This move enables us to provide a broader range of products to our clients, catering to the growing demand for agricultural machinery and equipment in the market.

The process is simple yet effective. We takes orders from our clients for customizable agricultural equipment based on their specific needs and requirements. Instead of manufacturing the equipment in-house, we collaborated with Shree Kamdhenu Machinery Private Limited, a reliable and efficient contract manufacturing company, to manufacture the products based on our specifications. The product portfolio of our company now includes an array of agricultural equipment such as potato digger machines, grader machines, hopper machines, groundnut de-stoner machines, pipe winder machines, and rotavators.

By leveraging the expertise and capabilities of Shree Kamdhenu Machinery Private Limited, we ensure that the agricultural equipment we sell is of top-notch quality, meeting the exact specifications and expectations of our clients. Not only does this collaboration allow us to expand our product offerings, but it also helps us remain at the forefront of the agricultural equipment market, providing innovative and reliable solutions to farmers and agricultural businesses alike.



We have a strong track record of revenue growth and profitability. The following table sets forth certain Key Performance Indicators for the years indicated.

**Key Performance Indicators of our Company:**

**(Rs. In Lakhs)**

Key Financial Performance	For 30 <sup>th</sup> September, 2023	For 31 <sup>st</sup> March,		
		2023	2022	2021
Revenue from Operations <sup>(1)</sup>	4,277.30	4,716.96	4,714.07	3,563.60
Growth in Revenue from Operations <sup>(2)</sup>	81.36%	0.06%	24.41%	17.40%
EBITDA <sup>(3)</sup>	224.93	353.67	81.20	97.16
EBITDA Margin <sup>(4)</sup>	5.25%	7.49%	1.72%	2.70%
PAT <sup>(5)</sup>	141.99	201.76	6.01	13.30
PAT Margin <sup>(6)</sup>	3.31%	4.27%	0.13%	0.37%

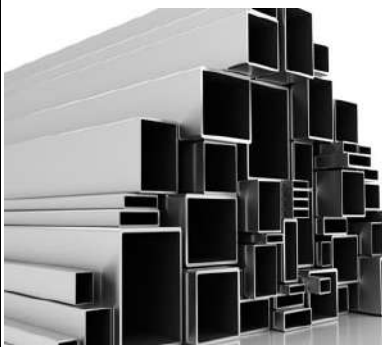

Note:

- (1) Revenue from operation means revenue from sales;
- (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses;
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Taxes;
- (6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

**OUR MAJOR PRODUCTS**

S. No.	Name of the Product	Product Photo	Description	End Usage
1.	Galvanized Pipes		A galvanized steel pipe is a type of steel pipe that has been coated with a layer of zinc & Iron to protect it from corrosion. They have various size ranging from 15 NB to 500 NB (1/2" to 20") in various national and international specifications.	<ul style="list-style-type: none"> <li>• Construction Industry;</li> <li>• Telecommunication Industry;</li> <li>• Greenhouse Structures;</li> <li>• Solar Power Plant Structure;</li> <li>• Sewage and Drainage System;</li> <li>• Agriculture Industry;</li> <li>• Irrigation Industry;</li> <li>• Chemical Industry;</li> <li>• Furniture and Fitness Industry;</li> <li>• Pipe Fabrication Industries.</li> </ul>
2.	Black pipe		Black steel pipe is a high-strength pipe that has an iron oxide coating. They have various size ranging from 15 NB to 500 NB (1/2" to 20") in various national and international specifications.	<ul style="list-style-type: none"> <li>• Fire Fighting;</li> <li>• Scaffolding;</li> <li>• Automotive and Hydraulic Industry;</li> <li>• Electrical Industry;</li> <li>• Furniture and Fitness Industry;</li> <li>• Metro and Railways;</li> <li>• Pipe Fabrication Industries.</li> </ul>



S. No.	Name of the Product	Product Photo	Description	End Usage
3.	MS ERW Pipe (Square & Rectangular hollow sections)		MS ERW pipes of tubes refer electric resistance welded pipe mild steel pipes. They have various size ranging from 15 x 15 mm to 300 x 300 mm in various national and international specifications.	<ul style="list-style-type: none"><li>• Hoarding Structure;</li><li>• Chemical Industry;</li><li>• Structural Applications;</li><li>• Pipe Fabrication Industries;</li><li>• Industrial Shed / Fabrications.</li></ul>
4.	Solar Structural Pipe		Hollow Section Pipes: 20 x 20 mm to 100 x 100 mm in various national and international specifications and has been coated with the layer of zinc.	<ul style="list-style-type: none"><li>• Solar Power Plant Structure.</li></ul>

## PROCESS FLOW

Our portfolio of products currently being traded by our Company includes various specifications and sizes of steel tubes and pipes. We operate as an intermediary between Manufacturer/supplier and end customers for providing different types of steel tubes and steel pipes. We procure our material from best manufacturers/suppliers and procure orders from our clients / Industries and accordingly supply the material to them.





## BRIEF FINANCIALS OF OUR COMPANY

(Amount in Lakhs)

Particulars	For the period ended 30 <sup>th</sup> September, 2023	For the year ended March 31 <sup>st</sup> ,		
		2022-23	2021-2022	2020-2021
Revenue from Operations	4,277.30	4,716.96	4,714.07	3,563.60
Other Income	7.34	5.63	4.42	33.68
<b>Total Income</b>	<b>4,284.64</b>	<b>4,722.58</b>	<b>4,718.49</b>	<b>3,597.28</b>
Profit Before Tax	190.31	272.90	13.07	22.64
Profit After Tax	141.99	201.76	6.01	13.30

## PRODUCT WISE REVENUE BREAK-UP

(Amount in Lakhs)

S. No.	Products	30 <sup>th</sup> September, 2023		31 <sup>st</sup> March, 2023		31 <sup>st</sup> March, 2022		31 <sup>st</sup> March, 2021	
		%	Amount	%	Amount	%	Amount	%	Amount
1.	Galvanized Pipes	0.40	17.43	0.36	16.99	3.74	176.10	1.27	45.18
2.	Solar Structural Pipe	1.74	74.22	2.26	106.62	4.81	226.53	6.91	246.09
3.	Black pipe/MS Pipe	74.74	3,196.88	51.54	2,431.26	59.28	2,794.44	72.17	2,571.92
4.	Structural Pipe	18.49	790.94	41.02	1,934.77	31.54	1,487.02	19.07	679.51
5.	Other	4.63	197.83	4.82	227.33	0.64	29.98	0.59	20.91
	<b>Total</b>	<b>100.00</b>	<b>4,277.30</b>	<b>100.00</b>	<b>4,716.96</b>	<b>100.00</b>	<b>4,714.07</b>	<b>100.00</b>	<b>3,563.61</b>

## GEOGRAPHICAL REVENUE BREAK-UP – STATE WISE

(Amount in Lakhs)

S. No.	States	30 <sup>th</sup> September, 2023		31 <sup>st</sup> March, 2023		31 <sup>st</sup> March, 2022		31 <sup>st</sup> March, 2021	
		%	Amount	%	Amount	%	Amount	%	Amount
1.	Gujarat	97.86	4,185.66	96.69	4,560.88	97.19	4,581.52	98.30	3,502.94
2.	Rajasthan	2.08	88.86	2.54	119.62	1.50	70.74	0.18	6.47
3.	Karnataka	-	-	0.39	18.60	0.76	35.93	-	-
4.	Maharashtra	-	-	0.33	15.69	0.30	14.32	Negligible	0.09
5.	Madhya Pradesh	-	-	-	-	0.25	11.56	0.09	3.20
6.	Other	0.06	2.78	0.05	2.17	-	-	1.08	50.91
	<b>Total</b>	<b>100.00</b>	<b>4,277.30</b>	<b>100.00</b>	<b>4,716.96</b>	<b>100.00</b>	<b>4,714.07</b>	<b>100.00</b>	<b>3,563.61</b>

## OUR TOP 10 DEBTORS

(Amount in Lakhs)

S. No.	Name of the Debtor	For 30 <sup>th</sup> September, 2023	
		Amount	%
1.	Shakti Trading Co.	543.55	12.71
2.	Mahadev Corpoartion	381.65	8.92
3.	Ritu Steel	367.31	8.59
4.	Parshwanath Padmavati Corporation	147.93	3.46
5.	El-faro venture pvt ltd	130.59	3.05
6.	Steel Dealers	125.94	2.94
7.	Krishna Steel and Tube	118.53	2.77
8.	Shree Labh Steel	117.54	2.75
9.	Maheshwari Sales Corporation	103.64	2.42
10.	Shiv Shakti Marketing	96.96	2.26
	<b>Total</b>	<b>2133.64</b>	<b>49.87</b>



(Amount in Lakhs)

S. No.	Name of the Debtor	For 31 <sup>st</sup> March, 2023	
		Amount	%
1.	Credo Trans Services Pvt. Ltd.	68.07	7.67
2.	Mani Alloys (India) Pvt. Ltd.	64.74	7.29
3.	Rushabhdev Pipes Pvt. Ltd.	55.14	6.21
4.	Alloy Metal Surface Technologies	49.60	5.59
5.	Shivam Enterprise	48.81	5.50
6.	Ahmedabad Strips Pvt. Ltd.	46.35	5.22
7.	Fourth Ved Agro Tech	43.01	4.84
8.	Dinesh Engineers	42.27	4.76
9.	Kalimaa Forge & Fitting Engineering Pvt. Ltd.	37.65	4.24
10.	Mahavir Corporation	36.34	4.09
<b>Total</b>		<b>491.98</b>	<b>55.41</b>

(Amount in Lakhs)

S. No.	Name of the Debtor	For 31 <sup>st</sup> March, 2022	
		Amount	%
1.	Mahavir Corporation	41.34	8.66
2.	Chandan Steels	34.48	7.22
3.	Pink Vision Agrotech	32.52	6.81
4.	Mahavir Pipes	30.68	6.43
5.	Maheshwari Sales Corporation	30.32	6.35
6.	Harsh Engineering Works	29.09	6.09
7.	Raj Agrotech	27.75	5.81
8.	Jansa Solar Solutions Pvt. Ltd.	27.29	5.72
9.	J & T Enterprise	27.00	5.66
10.	Shree Enterprises	22.83	4.78
<b>Total</b>		<b>303.30</b>	<b>63.53</b>

(Amount in Lakhs)

S. No.	Name of the Debtor	For 31 <sup>st</sup> March, 2021	
		Amount	%
1.	Harsh Engineering Works	86.13	10.77
2.	Mahavir Corporation	66.40	8.30
3.	Mahavir Pipes	57.03	7.13
4.	Body Guard	55.05	6.88
5.	Sharanam Infraproject And Tradng Limited	42.55	5.32
6.	Pink Vision Agrotech	41.56	5.20
7.	Maniratna Steel	37.05	4.63
8.	Raj Agrotech	27.75	3.47
9.	Maheshwari Sales Corporation	23.45	2.93
10.	Tani Engineering	21.51	2.69
<b>Total</b>		<b>458.48</b>	<b>57.34</b>

## OUR COMPETITIVE STRENGTHS

### 1. Experienced Promoter and Management Team:

Our Promoters and the senior management team of our Company have industry experience and have been instrumental in the growth of our Company's sustainability. Our Promoters, Mr. Vikram Shivratana Sharma, Mr. Bharat Shivratana Sharma and Mrs. Kusumlata Shivratana Sharma have more than a decade of experience in field of steel industry and have in-depth knowledge of the products and industry in which Company operate. We believe that our management team's experience and their understanding of the Steel Business will enable us to continue to take advantage of both current and future opportunities. It is also expected to help us on addressing and mitigating various risks inherent in our business, including significant competition.



## **2. Quality Products:**

Our Company has earned a commendable reputation for reliability and quantity due to its adherence to uncompromising standard of quality. The objective is to delight customers at reasonable prices. We are a quality conscious organization, having consignment agent/ distributor of many reputed manufacturer of MS/GI ERW Pipes like Jindal Industries Limited and Ahmedabad Strips Private Limited. Our Management team is focused on delivering quality products for any kind of requirement regarding Steel Pipes / Tubes, diameter ranging between 15 mm to 500 mm in various ISS standards. IS: 1239, IS: 3589, IS 1161, IS 9295 and pipes on of various sizes from range of 25mm x 25mm to 250mm x 250mm in various ISS standards. IS: 4923:1997.

## **3. Diversified Product Range:**

Our Company has a varied product range to cater to the requirements of our Customers. Our product portfolio includes diversified variety of pipes in various specifications, sizes, ranging from 15NB to 1000NB having wide applications in varied industries like Architectural, Infrastructural, Industrial, Engineering & Agriculture Industry. Our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers, as well as address a larger base of potential new customers.

## **4. Locational Advantage:**

We operate from our registered office at Bopal, Ahmedabad in the state of Gujarat and Godown at Navapura Patiya, Changodar, which is strategically located and is well connected by roads with the rest of the country. Further, our company deals in products i.e. ERW MS Pipes and Black & GI Pipes are easily available from the suppliers located in Gujarat. Thus, procurement of these finished products is less time consuming and comparatively cheaper due to savings on freight. Thus, the location of the site is advantageous to the company in procurement of Finished Products.

## **5. Established sales and distribution network in all over India:**

Our extensive sales and distribution network allows us to reach a wide range of consumers and ensures effective penetration of our products and marketing campaigns. Our sales and distribution network is strategically spread across different states in India. As of March 31, 2023, our strong customer network in India catering to more than 730 clients supplying products as per their specific needs, we believe that our extensive sales network enables us to serve our customers and markets in an efficient and timely manner.

## **BUSINESS STRATEGY**

### **1. Enhance customer base by entering new geographies:**

We intend to cater to the increasing demand of our existing customers and to increase our existing customer base by enhancing the distribution reach of our products in different parts of the country. Our Company operates from A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal, Ahmedabad with having strong customer base spread across Gujarat. We propose to increase our marketing and sales team which can focus in different regions of the country and also maintain cordial relationship with our customer. Enhancing our presence in more states of India, will enable us to reach out to a larger population. Further our Company believes in maintain long term relationship with our customers in terms of increased sales. We aim to achieve this by adding value to our customers through innovations, quality assurance and timely delivery of our products.

### **2. Continue to improve operating efficiencies through technology enhancements:**

Continuous innovation in our process flow, technology upgrade and cost improvement is a norm at our Company. Our qualified and technical teams try and ensure minimal wastage and extract out maximum from the resources we have at our disposal, be it the raw materials, be it the energy or the premises we operate in, optimum utilization is what we believe will help us in innovating process improvements, thereby reducing costs. Additionally, we use the latest technology to ensure best quality and competitive product output and regularly upgrade our technology in order to keep up market standards.

### **3. Strengthen Brand Value:**

We are into the business of steel pipes/tubes for more than ten years whereas our peer group industry players/competitors have the benefit of longer operating history in comparison with ours, and therefore, our brand development is at a relatively nascent stage. Considering our current market presence with our customers in diversified sectors and geographies in order to further penetrate the market, we intend to make consistent efforts to



strengthen our brand “Shree Maruti” and enhance our brand visibility for attaining parity with our industry peers.

#### 4. Expanding our product range to add more value-added products:

We provide a range of product specifications in all our product categories i.e. MS Pipes, GI & Black Pipes, solar structure in terms of thickness, length, quality, availability, and customized products. We intend to further enhance our value proposition by dealing in value added products, which have better margins and wider markets. Recently our company has also started trading and manufacturing of potato digger machines, grader machines, hopper machines, groundnut de-stoner machines, pipe winder machines, and rotavators keeping in mind global requirement in field of Agriculture

### SWOT

STRENGTH	WEAKNESS
<ul style="list-style-type: none"> <li>Experienced Management Team;</li> <li>Quality Products;</li> <li>Diversified Product Portfolio;</li> <li>Locational Advantage;</li> <li>Established sales and distribution network in Gujarat.</li> </ul>	<ul style="list-style-type: none"> <li>Working Capital Intensive Business;</li> <li>Limited Geographical Reach;</li> <li>Stringent Government Policies;</li> <li>Inability to adopt technology advancement.</li> </ul>
OPPORTUNITY	THREATS
<ul style="list-style-type: none"> <li>Enhancing operational efficiency;</li> <li>Growing domestic demand;</li> <li>Prospects of huge Infrastructural development in India.</li> </ul>	<ul style="list-style-type: none"> <li>Slow industry growth;</li> <li>High level competition;</li> <li>Fluctuation in steel price;</li> <li>Technological Change.</li> </ul>

### COMPETITION

We operate in a highly competitive market and there are numbers of players. Price is the main factor in most cases for client making decision to have our products. We may face competition from our peers who have similar one or more division of our business. Competition emerges not only from small but also from big Regional and National and International players. Our experience in this business has enabled us to provide quality products in response to the customer’s demand for the best quality. Moreover, there are minimal entry barriers in this industry and any expansion in capacity of existing producers would further intensify competition, some of the competitors of the company are as below:

S. No.	Company Name
1.	Surani Steel Tubes Limited;
2.	Hi-Tech Pipes Limited;
3.	Swastik Pipes Limited;
4.	APL Apollo Tubes Limited.

### MARKETING

We are traditionally a company who have been scaling up with customer references and close network marketing which has been a huge success for us. Many of the customer success stories are from the happiest customer who has taken us from place to place.

We undertake marketing in a traditional way in guidance of our promoter through marketing team. We follow mouth to mouth. Our Promoters, Mr. Vikram Shivratan Sharma, Mr. Bharat Shivratan Sharma and Mrs. Kusumlata Shivratan Sharma have more than a decade of experience in field of steel industry and have in-depth knowledge of the products and industry in which Company, with the tide, we have adopted multiple way to market and brand ourselves. We are making the effort to become a preferred supplier early in the process and interacting with customers at multiple levels. Our efficient tele calling team helps us to identify new clients, distributors and industries. We constantly strive to strengthen our existing portfolio by understanding and working closely with our clients on their consistently evolving requirements.

### CAPACITY AND CAPACITY UTILIZATION





As we do not have any own manufacturing facility and we are mainly engaged in trading business, thus any specific data relating to capacity and capacity utilization does not applicable to our Company.

## INFRASTRUCTURE & UTILITY

### POWER

At our registered office and godown, we require basic electricity requirement for the lighting, computer systems etc. as currently our company is in trading in Steel Products, we are taking the power supply from Uttar Gujarat VIJ Company Limited (UGVCL). Adequate power is available which is met through the electric supply and we arranged it for ourselves through Invertors.

### WATER

Water is required for drinking, sanitary purposes and the Company have agreement with local authority for adequate water supply at the existing premises.

### LOCATION

<b>Registered Office</b>	A-21, 2 <sup>nd</sup> Floor, Amrapali Complex, S.P Ring Road, Bopal, Ahmedabad (G.J.) - 380058.
<b>Godown Address</b>	Near Pipe Zone, Navapura Patiya, Changodar, Ahmedabad (GJ) – 382210.

### HUMAN RESOURCES

Our work force is a critical factor in maintaining quality and safety which strengthen our competitive position and our human resource policies focus on training and retaining our employees. We identify, develop and retain our talent through an array of initiatives which include talent acquisition, learning and development, compensation and benefits, employee engagement and performance management. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. We believe our management policies, working environment, career development opportunities, appraisal mechanism and employee benefits are instrumental in maintaining good employee relations and employee retention.

As of 25<sup>th</sup> December, 2023, our Company has a total of 14 employees. The breakup of permanent employees is detailed below:

S. No.	Category	No. of Employees
1.	Accounts	5
2.	Sales & Marketing	4
3.	Admin	2
4.	Godown Staff	3
	<b>Total</b>	<b>14</b>

### PLANT AND MACHINERY

As on date of Prospectus, Our Company does not possess any plant and machinery, as company is only in trading business.

### DETAILS OF PROPERTIES

#### Immovable Property

Details of properties are as follows:


S. No.	Details of Property	Licensor / Lessor / Owner	License / Leased / Owned	Consideration /Lease Rental / License Fees (in Rs.)	Area (in Sq. mtr.)	Usage
1.	A-21, 2 <sup>nd</sup> Floor, Amrapali Complex, S.P Ring Road, Bopal, Ahmedabad (G.J.) - 380058.	Mr. Bharat Shivratan Sharma and Mr. Vikram Shivratan Sharma	Leave and License Agreement	Leave and License Agreement for the term of 11 months commencing from the January 01 <sup>st</sup> , 2023 between Mr. Bharat	90.00	Registered Office



S. No.	Details of Property	Licensor / Lessor / Owner	License / Leased / Owned	Consideration /Lease Rental / License Fees (in Rs.)	Area (in Sq. mtr.)	Usage
				Shivratan Sharma and Mr. Vikram Shivratan Sharma and Shree Marutanandan Tubes Private Limited through its authorized signatory Mr. Vikram Shivratan Sharma having paid sum of Rs. 16,500/- per month (Including Society Maintenance).		
2.	Near Pipe Zone, Navapura Patiya, Changodar, Ahmedabad (GJ) – 382210.	Mr. Gafulbhai Rabari, Mr. Kanubhai Rabari, Ms. Laadkiben Rabari, Mr. Jayeshbhai Rabari	Leave and License Agreement	Leave and License Agreement for the term of 11 months commencing from the August 12 <sup>th</sup> , 2022 between Mr. Gafulbhai Rabari, Mr. Kanubhai Rabari, Ms. Laadkiben Rabari, Mr. Jayeshbhai Rabari and Shree Marutanandan Tubes Private Limited through its authorized signatory Mr. Vikram Shivratan Sharma having paid sum of Rs. 22,374/- per month.	1,438	Godown

### Intellectual Property

The details of intellectual property are as under:

Logo/Word	Class	Trademark Type	Owner of Trade work	Application No. & Date	Current Status
	6	Logo	Shree Marutanandan Tubes Private Limited*	6024140, 17 <sup>th</sup> July 2023	Under Process <sup>#</sup>

\* Company is converted into Public Limited company vide letter dated 22<sup>nd</sup> June, 2023 from the ROC, Ahmedabad.

#Company has applied for logo registration under The Trademarks and Registration Act, 1999.

### INSURANCE POLICIES

Our Company maintains insurance against various risks inherent in our business activities. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The following are the details of the insurance policies obtained by our Company:

S. No.	Name of the Insurance Policy	Policy No.	Validity Period	Description of the cover under the policy	Sum Insured (Rs. In Lakhs)
1.	General Insurance Policy	160262221220046762	<b>From:</b> 18/10/2022; <b>To:</b> 17/10/2023.	Storage of non-haz goods (Materials stored in Godowns and Silos) – On Finished Stock.	450.00/-



## **COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS**

As on date of this Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

## **FINANCIAL INDEBTEDNESS OF THE COMPANY**

As on the date of this Prospectus, our Company has availed unsecured loans. For further details, please refer to the Section "STATEMENT OF FINANCIAL INDEBTEDNESS" beginning on page No. 127 of this Prospectus.



## KEY INDUSTRY REGULATIONS

*The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “GOVERNMENT AND OTHER APPROVALS” on page 144 of this Prospectus.*

### THE COMPANIES ACT

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. 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 laid 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.

### SEBI REGULATIONS

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### TAX RELATED REGULATIONS

#### Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30<sup>th</sup> September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

#### Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states.

Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST- registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.



## **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

## **LAWS RELATED TO THE STATE**

### **Shops and Establishments Laws in Various States**

As per the provisions of local Shops and Establishments laws applicable in the state of Gujarat establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **The State Stamp Act**

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the “Stamp Act”) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of 138 penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

### **Professions, Trade, Callings and Employments Act in Various States**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **Approvals from Local Authorities**

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **Copyright Act, 1957 (“Copyright Act”)**

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire.

### **Trademarks Act, 1999**



Under the Trademarks Act, 1999 (“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. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

## **LAWS RELATED TO EMPLOYMENT OF MANPOWER**

### **Employees Provident Fund and Miscellaneous Provisions Act, 1952**

Under the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. 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 State Insurance Act, 1948, as amended (the “ESIC Act”)**

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

### **Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)**

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers’ Welfare Cess Act, 1996 and the Unorganized Workers’ Social Security Act, 2008. The provisions of



this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Union Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

### **Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship, 2015**

The Apprentices Act, 1961 was enacted with the objective of regulating the program of training of apprentices in the industry by utilizing the facilities available therein for imparting on-the-job training. The National Policy of Skill Development and Entrepreneurship 2015, launched by the Hon'ble Prime Minister on 15<sup>th</sup> July, 2015, focuses on apprenticeship as one of the key program for creating skilled manpower in India. The Apprentices Act, 1961 makes it obligatory for employers to engage apprentices under a duly executed contract, in designated trades and in optional trades. Directorate General of Training (DGT) under Ministry of Skill Development & Entrepreneurship monitors the implementation of the scheme of apprenticeship training. All establishments having work force (regular and contract employees) of 30 or more are mandated to undertake Apprenticeship Programs in a range from 2.5% -15% of its workforce every year.

### **The Payment of Wages Act, 1936**

The Payment of Wages Act regulates the payment of wages to certain classes of persons employed in industry and its importance cannot be under-estimated. The Act guarantees payment of wages on time and without any deductions except those authorised under the Act. The Act provides for the responsibility for payment of wages, fixation of wage period, time and mode of payment of wages, permissible deduction as also casts upon the employer a duty to seek the approval of the Government for the acts and permission for which fines may be imposed by him and also sealing of the fines, and also for a machinery to hear and decide complaints regarding the deduction from wages or in delay in payment of wages, penalty for malicious and vexatious claims. The Act does not apply to persons whose wage is ₹ 24,000/- or more per month. The Act also provides to the effect that a worker cannot contract out of any right conferred upon him under the Act.

### **The Employees' Compensation Act, 1923 - The Employees' Compensation (Amendment) Act 2017**

The Employees' Compensation (Amendment) Act, 2017, introduced in the Lok Sabha in August, 2016. The amendment is to the Employees' Compensation Act, 1923. According to which it is the employer's responsibility and duty to inform an employee of his rights. According to the Act, "Every employer shall immediately at the time of employment of an employee, inform the employ of his rights to compensation under this Act, in writing as well as through electronic means, in English or Hindi or in the official language of the area of employment, as may be understood by the employee.

### **The Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976**

The Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976 (commonly know as Profession Tax Act) came into force with the object of levying tax on professions, trades, callings and employments. It extends to the whole state of Gujarat. It will vary from person to person and as per there salary range.

## **OTHER GENERAL REGULATIONS**

### **The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act")**

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small



enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

### **The Indian Contract Act, 1872**

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development and Regulation) Act, 1992 read along with relevant rules inter-alia 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 authorized 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 authorized to appoint a "Director General of Foreign Trade" for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed there under**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

### **The Information Technology (Amendment) Act, 2008 (IT Act)**

The Information Technology Act, 2000 (also known as "ITA-2000", or the "IT Act") is an Act of the Indian Parliament (No 21 of 2000) notified on 17 October 2000. It is the primary law in India dealing with cybercrime and electronic commerce. The Act provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as "electronic commerce", which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. A major amendment was made in 2008 introducing Sections 66A and 69 giving wide powers to the government authorities.

### **Competition Act, 2002**

The Competition Act, 2002 prohibits 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, 2002. The provisions of the





Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

### **Negotiable Instruments Act, 1881 (“NI Act”)**

The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

### **Consumer Protection Act, 2019**

Few of the provisions of The Consumer Protection Act, 2019 (“COPRA”) have been notified vide notification No. S.O. 2421(E), dated 23rd July 2020 thus repealing the respective provisions of Consumer Protection Act, 1986. However the provisions of Consumer Protection Act, 1986, are still valid to the extent COPRA being not notified. The Consumer Protection Act provides a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The COPRA has brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online market place or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

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

### **Public Liability Insurance Act, 1991 (“PLI Act”)**

The Public Liability Insurance (PLI) Act, 1991 was enacted with the objective of providing relief to the victims of accidents that might occur while handling hazardous substances. The owner who has control over handling hazardous substances is required under the Act to pay specified amounts to the victim as interim relief based on no fault liability. Hence, it was made mandatory for every owner handling hazardous substances to take insurance policies for the purpose.

The above referred act has not been amended since 1992 in spite of sea changes in the chemical protocols, business scenario and inflation. Some of the provisions have become redundant in course of time. This act needs to be revisited and made consistent with current policies of Governance. Further, concern was also raised with regard to the decriminalization of existing provisions of the PLI Act in order to reduce compliance to achieve real independence by weeding out fear of imprisonment for simple violations under existing law.

### **Industrial Disputes Act, 1947 (“ID Act”)**

The Industrial Dispute Act of 1947, came into force on the first day of April, 1947. Its aim is to protect the workmen against victimization by the employers and to ensure social justice to both employers and employees. The unique object of the Act is to promote collective bargaining and to maintain a peaceful atmosphere in industries by avoiding illegal strikes and lock outs. The Act also provides for regulation of lay off and retrenchment. The objective of the Industrial Disputes Act is to secure industrial peace and harmony by



providing machinery and procedure for the investigation and settlement of industrial disputes by negotiations.

### **Payment of Bonus Act, 1965 (“POB Act”)**

The Act is applicable to (a) any factory employing 10 or more persons where any processing is carried out with aid of power (b) Other establishments (established for purpose of profit) employing 20 or more persons. Minimum bonus payable is 8.33% and maximum is 20%. Bonus is payable annually within 8 months from close of accounting year. Bonus is payable to all employees whose salary or wages do not exceed ₹ 3,500/- per month provided they have worked for at least 30 days in the accounting year. However, for calculation of bonus, maximum salary of ₹ 2,500/- is considered.

### **Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition & Regulation) Act, 1986 aims at prohibiting engagement of children aged below 14 in certain hazardous Occupations and Processes as well as regulating the conditions of services of such children engaged in non - hazardous Occupations and Processes. The penal provisions for engaging child labour in hazardous Occupations and Processes is quite rigorous. The State Rules under the Act were framed in 1995 and the State Child Labour Advisory Board constituted by the State Government came up in 1996. At present, the number of Occupations in Part A and Processes in Part B to the Schedule of the Act categorised as hazardous stand respectively at 15 and 57 (Schedule annexed).

### **Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979**

The Inter - State Migrant Workmen (Regulation of Employment and Conditions of Service) Bill, 1979 was passed by both the Houses of Parliament. It got the assent of the President on 11th June, 1979 and came on the Statute Book as The Inter - State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 (30 of 1979).

The proposed legislation will apply to every establishment in which five or more inter - State migrant workmen are employed or were employed on any day of the preceding twelve months. It will also apply to every contractor who employs or employed five or more inter - State migrant workmen on any day of the preceding twelve months.

### **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 is an act to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. As per “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, an “Internal Complaints Committee” needs to be constituted along with laid down guidelines for redressal of complaint related to sexual harassment of Women at workplace.

### **Equal Remuneration Act, 1976 (“ER Act”)**

The Equal remuneration act (E.R. Act), 1976 recognises the concept of equality among equals. The Equal remuneration act 1976 provides equal pay for equal work for both men and women, and implementation gets carried out under the ambit of equal remuneration rules 1976. This act complies with the provision enshrined under article 39(d) of the constitution of India 1950.

Article 39(d) comes under directive principles of state policy. As the name suggests, these principles are directive in nature and don't have any legal binding. These directive principles are not enforceable in any court of law, but they have a legal significance that ought to get followed for society's welfare. It states that “there is equal pay for equal work for both men and women”.

### **Workmen Compensation Act, 1923 (“WCA”)**

Employees are prized assets for any organisation, and ensuring their welfare is key to long-term success. This includes ensuring workers and their dependents are cared for in the event of a fatal accident at the workplace that results in a loss of income. The Workmen's Compensation Act 1923, led to the creation of a special type of insurance for frontline workers. It ensures that workers are adequately compensated for injuries sustained in the line of duty.

The policy is important for businesses as well, as it protects them from the threat of a high compensation amount



and further lawsuits. This is particularly true for organisations with employees who are exposed to extreme health and life hazards.

### **Maternity Benefit Act, 1961 ("Maternity Act")**

Maternity Leave and benefit to protect the dignity of Motherhood by providing complete & healthy care to women and her child when she is unable to perform her duty due to health condition. Maternity Act 1961 gives her the assurance that her rights will be looked after while she is at home to care for her child.

Every factory, mine or plantation (including those belonging to Government) and to every shop or establishment wherein 10 or more persons are employed on any day preceding 12 months. Must work in the establishment for 80 days in 12 months before her date of Delivery Women earning less than 15,000 may be offered ESI scheme by her employer and will not be eligible for maternity benefit and but will receive the maternity benefit under ESI scheme.

The maximum period for which any woman shall be entitled to maternity benefit shall be 12 week of which shall exceed the date of her expected delivery. An additional period of absence is permitted subject to maximum of one month for illness arising out of pregnancy.

### **The Employees Compensation Act, 1923 ("EC Act") and the rules framed thereunder**

Employees Compensation Act, 1923 is one of the important social security legislation. The act aims to provide financial protection to employees and their dependents through compensation in case of any accidental injury occurs during employment which results in either death or disablement of the worker. The Employees Compensation Act applies to the following entities i.e. employees working in factories, mines, docks, construction establishments, plantations, oilfields and other establishments listed in Schedule II of the Employee's Compensation Act, persons recruited for working abroad and who is employed outside India as in Schedule II of the Act, person recruited as the driver, helper, mechanic, cleaner or any other in connection with a motor vehicle and to a captain or other member of the crew of an aircraft, also, the act does not apply to the members of armed forces of the Union & Workmen who are covered under ESI (Employee State Insurance) Act.

### **Bureau of Indian Standards Act, 2016("BIS Act")**

The BIS Act provides for the establishment of the Bureau of Indian Standards ("BIS") for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) undertake testing of samples for purposes other than for conformity assessment and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government in consultation with the BIS to order compulsory use of standard mark for any goods or process if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act.



## HISTORY AND CORPORATE STRUCTURE

### COMPANY'S BACKGROUND

Our Company was originally incorporated as Private Limited, under the Companies Act, 1956 (“Companies Act”) in the name and style of “Shree Marutinandan Tubes Private Limited” on March 12<sup>th</sup>, 2013 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Ahmedabad, Gujarat. Later on, company was converted into public limited company, the name of the Company has changed to “Shree Marutinandan Tubes Limited” and for the same fresh Certificate of Incorporation dated June 22<sup>nd</sup>, 2023 was issued by the Registrar of Companies, Ahmedabad, Gujarat.

Our Promoters, Mr. Vikram Shivratana Sharma, Mr. Bharat Shivratana Sharma and Mrs. Kusumlata Shivratana Sharma and others laid down the foundation of our company in the year 2013 as a Private Limited in the name of “M/s Shree Marutinandan Tubes Private Limited” with a vision to establish itself as a one of the most trusted and reliable company in delivering steel pipes. Later on they converted Private Limited into Public Limited Company in the name and style of “M/s Shree Marutinandan Tubes Limited”.

The Company is engaged in the business of trading of Galvanized Pipe, Electric Resistance Welding Mild Steel (“ERW MS”) Pipes (round, square and rectangular hollow sections) Black Pipes and Solar Structural Pipes in various specifications, sizes ranging from 15NB to 1000 NB. The Company has its registered office at A-21, 2<sup>nd</sup> Floor, Amrapali Complex, Nr City Gold Cinema, S.P Ring Road, Bopal, Ahmedabad-380058 and its Corporate office at Near Pipe Zone, Navapura Patiya, Changodar.

The company has earned a commendable reputation for reliability and quality due to its adherence to uncompromising standards of quality. The Objective is to delight customers at reasonable prices and ensuring quality with keeping in mind the profile of the end users. The company has been constantly executing need based and demanding orders for steel Pipes to meet the requirements of sectors like Agriculture, Oil, Public Health, Housing, Irrigation, Engineering etc

The Company currently providing the widest range of steel tubes & pipes in the market, with more than 200+ SKUs. All the products are delivered to meet challenging demands, superior quality, performance and various other commercial requirements across industries.

Company has independent sales and distribution networks for our products. A substantial majority of our steel pipes are sold to wholesalers in the domestic markets. We procure Steel Pipes from the best manufacturers in steel pipes at domestic level and we believe that we have good business association with suppliers. We have a procurement policy and generally purchase in large volumes in order to stock and facilitate on time delivery of products to our end customers. We believe that by purchasing in large volumes, we are able to purchase inventory at lower prices than our competitors, which enables us to sell our products at competitive prices.

Our management always emphasis on core strength and policies that focus on technology and great deliverance. With a passion to set high standards of services, the management has always taken all measures to scale up as and when required only to deliver the best. We work diligently and have a wide range of products to cater to every need and to reach the client sensitivity and centricity.

Our Company is a well Established Company that has made a significant mark in the trading of steel tubes and pipes. However, from FY 2023, we have taken a strategic step to expand our business horizons and diversify our offerings. To achieve this, we have decided to outsource our group company, Shree Green Energy Private Limited, for the manufacturing of agricultural equipment. This move enables us to provide a broader range of products to our clients, catering to the growing demand for agricultural machinery and equipment in the market.

The process is simple yet effective. We takes orders from our clients for customizable agricultural equipment based on their specific needs and requirements. Instead of manufacturing the equipment in-house, we collaborate with Shree Green Energy Private Limited, a reliable and efficient manufacturing outsourcing company, to produce the products. The product portfolio of our company now includes an array of agricultural equipment such as potato digger machines, grader machines, hopper machines, groundnut de-stoner machines, pipe winder machines, and rotavators.

By leveraging the expertise and capabilities of Shree Green Energy Private Limited, We ensures that the agricultural equipment we sell is of top-notch quality, meeting the exact specifications and expectations of our clients. Not only does this collaboration allow us to expand our product offerings, but it also helps us remain at the forefront of the agricultural equipment market, providing innovative and reliable solutions to farmers and agricultural businesses alike.



## REGISTERED OFFICE

Registered Office of the Company is presently situated at A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Na Ahmedabad GJ 380058 India.

The Registered office of our Company has not changed since incorporation.

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

The Following changes have been made in Name Clause of our company since its inception.

Date of Change	Particulars	Reason
On Incorporation	Shree Marutinandan Tubes Private Limited	Not Applicable
June 22 <sup>nd</sup> , 2023	The name of our company changed from “Shree Marutinandan Tubes Private Limited” to “Shree Marutinandan Tubes Limited”.	Business Expansion, planning to come up with an Initial Public Offer and conversion from private limited to public limited.

## AUTHORIZED CAPITAL

The following changes have been made in the Authorized Capital of our Company since its inception:

Date of Amendment	Particulars
On Incorporation	Authorized capital as ₹ 50.00 Lakhs.
May 20 <sup>th</sup> , 2023	Increase in authorize share capital from ₹ 50.00 Lakhs to ₹ 500.00 Lakhs.

## MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

Year	Key Events/Milestone/ Achievement
2013	Incorporation of our company viz. “Shree Marutinandan Tubes Private Limited”.
2023	Conversion of our company’s status from Private Limited to Limited Company.

## OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “BUSINESS OVERVIEW”, “INDUSTRY OVERVIEW” and “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS” beginning on page no. 88, 76 and 130 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “OUR MANAGEMENT” and “CAPITAL STRUCTURE” beginning on page nos. 110 and 40 respectively of this Prospectus.

## RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, please see the section entitled “CAPITAL STRUCTURE” and “RESTATEMENT OF FINANCIAL STATEMENTS” on page nos. 40 and 128 respectively of this Prospectus.

## DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOAN INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

## SUBSIDIARIES/HOLDINGS OF THE COMPANY

Our company does not have any Subsidiary and Holding Company for more details about our other group companies, please see the section entitled “INFORMATION WITH RESPECT TO GROUP



COMPANIES/ENTITIES” on page no. 146 of this Prospectus.

#### **RAISING OF CAPITAL IN FORM OF EQUITY**

For details of increase in equity capital of our company, please refer section “CAPITAL STRUCTURE” on page no. 40 of this Prospectus.

#### **INJUNCTION AND RESTRAINING ORDER**

Our company is not under any injunction or restraining order, as on date of filing of this Prospectus.

#### **MANAGERIAL COMPETENCE**

For Managerial Competence, please refer to the section “OUR MANAGEMENT” on Page no. 110 of this Prospectus.

#### **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS / REVALUATION OF ASSETS / DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS**

There has been no Material Acquisitions / Amalgamations / Mergers / Revaluation of Assets / Divestment of Business/Undertaking in last ten years.

#### **TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY**

As on the date of filing of this Prospectus, the total numbers of equity shareholders are 9 (Nine). For more details on the shareholding of the members, please see the section titled “CAPITAL STRUCTURE” at page no. 40 of this Prospectus.

#### **MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. Our Company has not changed its Object since its Incorporation. The objects for which our Company is established are:

*To carry on the business of manufactures, importers, exporters, sellers, purchasers of and dealers in steel, alloy steel, steel converts, rolled steel marks, pig iron, sponge iron, wrought iron, miners, smelters, engineers, founders in all or any of their respective branches, Ferro silicon, Ferro chrome, alloy steels, Ferro alloys and other ferrous substances and metal of every description and grades, to set up Casting and Rolling Mill plant for producing ingots, billets and all kinds of all sizes of re-rolled sections in flats, angles, rounds, squares, rails, joints, channels, stripes, sheets, plates, deformed bars, plain and cold twisted articles, tubes and seamless tubes, shafting, and structural, metallurgical prospectors, explorers, contractors, agents, and to market, buy, sell, import, export, trade or otherwise deal in any or all of the above.*

#### **SHAREHOLDERS' AGREEMENTS**

Our Company has not entered into any shareholders agreement as on the date of filing this Prospectus.

#### **OTHER AGREEMENTS**

As on the date of this Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Prospectus.

#### **JOINT VENTURE AGREEMENTS**

Our Company has not entered into any Joint Venture Agreement as on the date of this Prospectus.

For more details, please see the section entitled “INFORMATION WITH RESPECT TO GROUP COMPANIES/ENTITIES” on page no. 146 of this Prospectus.

#### **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Prospectus.



## **STRATEGIC PARTNERS**

Our Company is not having any strategic partner as on the date of filing this Prospectus.

## **FINANCIAL PARTENRS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Prospectus.



## OUR MANAGEMENT

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15, at least two thirds of whom shall be liable to retire by rotation other than independent directors. Our Company currently has 5 (Five) directors on our Board out of which 2 (Two) are Executive Director and 3 (Three) are Non-Executive Independent Directors.

S. No.	Name of the Director	Designation
1.	Mr. Vikram Shivratana Sharma	Managing Director
2.	Mr. Bharat Shivratana Sharma	Whole Time Director
3.	Mrs. Shwetaben Arvindbhai Saparia	Independent Director
4.	Mr. Ankitkumar Surendrakumar Agrawal	Independent Director
5.	Ms. Madhuri Niconkumar Mistry	Independent Director

The Following table sets forth details regarding the Board of Directors as on the date of this Prospectus:

MR. VIKRAM SHIVRATAN SHARMA	
Father's Name	Mr. Shivratana Jivaram Sharma
DIN	06452273
Date of Birth	10 <sup>th</sup> September, 1986
Age	36 Years
Designation	Managing Director
Status	Executive
Qualification	Master in Business Administration in Marketing Management
No. of years of experience	He is primarily involved in Developing and executing company's business strategy of the Company. He has almost 16 years of experience.
Address	6 Aarohi Villa S.P., 200 ft. Ring Road Bopal Daskroi, Ahmedabad, Gujarat – 380058.
Occupation	Business
Nationality	Indian
Date of Appointment	Initially appointed as an Executive Director from March 12 <sup>th</sup> , 2013 and presently designated as Managing Director from May 08 <sup>th</sup> , 2023.
Term of Appointment and date of expiration of current term of office.	Holds office for a period of 5 years w.e.f. May 08 <sup>th</sup> , 2023 to May 07 <sup>th</sup> , 2028 and liable to retire by rotation.
Other Directorships	1. Shree Maruti Green Energy Private Limited; 2. Shree Kamdhenu Machinery Private Limited.

MR. BHARAT SHIVRATAN SHARMA	
Father's Name	Mr. Shivratana Jivaram Sharma
DIN	06466395
Date of Birth	21 <sup>st</sup> December, 1980
Age	42 Years
Designation	Whole Time Director
Status	Executive Director
Qualification	Higher Secondary
No. of years of experience	He is involved in acquisition of new clients and building long standing relationship with existing clients of the Company. He has total experience of 20 years.
Address	6 Aarohi Villa S.P., 200 ft. Ring Road Bopal Daskroi Ahmedabad, Gujarat – 380058.
Occupation	Business
Nationality	Indian
Date of Appointment	Initially appointed as an Executive Director from March 12 <sup>th</sup> , 2013 and presently designated as Whole Time Director from May 08 <sup>th</sup> , 2023.
Term of Appointment and date of expiration of current term of office	Holds office for a period of 5 years w.e.f. May 08 <sup>th</sup> , 2023 to May 07 <sup>th</sup> , 2028 and liable to retire by rotation.



**MR. BHARAT SHIVRATAN SHARMA**

<b>Other Directorships</b>	1. Shree Maruti Green Energy Private Limited.
----------------------------	---

**MS. SHWETABEN ARVINDBHAI SAPARIA**

<b>Father's Name</b>	Mr. Arvindbhai Saparia
<b>DIN</b>	10083476
<b>Date of Birth</b>	21 <sup>st</sup> April, 1990
<b>Age</b>	33 Years
<b>Designation</b>	Independent Director
<b>Status</b>	Non-Executive
<b>Qualification</b>	Company Secretary
<b>No. of years of experience</b>	She has more than 10 years' work experience in the field of Direct & Indirect Taxation, Finance, Management, Corporate Governance, Law, and Various regulatory requirements with RBI & Stock Exchange.
<b>Address</b>	Adityana Bus Stand Pachhad, Adityana, Porbandar, Gujarat – 360545.
<b>Occupation</b>	Professional
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	Initially and presently appointed as an Independent Director from May 08 <sup>th</sup> , 2023.
<b>Term of Appointment and date of expiration of current term of office.</b>	Holds office for a period of 5 years w.e.f. May 08 <sup>th</sup> , 2023 to May 07 <sup>th</sup> 2028.
<b>Other Directorships</b>	1. Poshan Nutriwell Private Limited.

**MR. ANKITKUMAR SURENDRAKUMAR AGRAWAL**

<b>Father's Name</b>	Mr. Surendrakumar Ramdin Agrawal
<b>DIN</b>	10118085
<b>Date of Birth</b>	16 <sup>th</sup> October, 1989
<b>Age</b>	33 Years
<b>Designation</b>	Independent Director
<b>Status</b>	Non-Executive
<b>Qualification</b>	Company Secretary
<b>No. of years of experience</b>	He has more than 5 years' work experience in the field of Companies Act, Secretarial related work and Various regulatory requirements with Companies Act.
<b>Address</b>	19- Agresen Society Mansarovar Road, Palanpur, Banaskantha, Gujarat – 385001.–
<b>Occupation</b>	Professional
<b>Nationality</b>	Indian.
<b>Date of Appointment</b>	Initially and presently appointed as an Independent Director from May 08 <sup>th</sup> , 2023.
<b>Term of Appointment and date of expiration of current term of office.</b>	Holds office for a period of 5 years w.e.f. May 08 <sup>th</sup> , 2023 to May 07 <sup>th</sup> 2028.
<b>Other Directorships</b>	1. NMS Petrochem Private Limited.

**MS. MADHURI NICONKUMAR MISTRY**

<b>Father's Name</b>	Mr. Arvindbhai Bhalachandra Mistry
<b>DIN</b>	10166753
<b>Date of Birth</b>	03 <sup>rd</sup> May, 1982
<b>Age</b>	41 Years
<b>Designation</b>	Independent Director
<b>Status</b>	Non-Executive
<b>Qualification</b>	Company Secretary
<b>No. of years of experience</b>	She has more than 9 years' work experience in the field of Companies Act, Secretarial related work and Various regulatory requirements with Companies Act.
<b>Address</b>	1487/2, Sector 3 D, Gandhinagar, Gujarat – 382006.
<b>Occupation</b>	Professional



<b>MS. MADHURI NICONKUMAR MISTRY</b>	
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	Initially and presently appointed as an Independent Director from May 20 <sup>th</sup> , 2023.
<b>Term of Appointment and date of expiration of current term of office.</b>	Holds office for a period of 5 years w.e.f. May 20 <sup>th</sup> , 2023 to May 19 <sup>th</sup> 2028.
<b>Other Directorships</b>	NA

As on the date of the Prospectus:

- A. None of the above-mentioned Directors are on the RBI List of willful defaulters or Fraudulent Borrowers.
- B. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- C. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) upto the date of filling of this Prospectus.
- D. None of Promoters or Directors of our Company are a fugitive economic offender.
- E. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- F. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence.

#### **RELATIONSHIP BETWEEN THE DIRECTORS**

There is no relationship between any of the Directors of our Company except the following relationship:

<b>Name of Director</b>	<b>Designation</b>	<b>Relation</b>
Mr. Vikram Shivratn Sharma	Managing Director	Brother of Mr. Bharat Shivratn Sharma the Whole Time Director of the Company.
Mr. Bharat Shivratn Sharma	Whole Time Director	Brother of Mr. Vikram Shivratn Sharma the Managing Director of the Company.

#### **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above - mentioned Directors was selected as director or member of senior management.

#### **SERVICE CONTRACTS**

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the Company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the Directors and Key Managerial personnel, are entitled to any benefits upon termination of employment.



## BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on May 20th, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 500 crores.

## BRIEF PROFILE OF OUR DIRECTORS

NAME OF THE DIRECTOR	PROFILE
<b>MR. VIKRAM SHIVRATAN SHARMA</b>	Mr. Vikram Shivratan Sharma. A highly motivated and enthusiastic individual with extensive experience in significant executive leadership accomplishment in business. Strong diplomatic skills and a natural affinity for cultivating relationship and persuading convening facilitating and building consensus among diverse individuals. Applies qualities of integrity credibility and a passion for progress to strategic governance efforts.
<b>MR. BHARAT SHIVRATAN SHARMA</b>	Mr. Bharat Shivratan Sharma completed the Higher Secondary. He is involved in acquisition of new clients and building long standing relationship with existing clients of the Company. He is having good experience in Developing and executing company's business strategy. He has vast Experience in directing and controlling the business operations and Manage and report on the effective implementation of a marketing strategy to maintain market relevance and promote products and services to increase sales.
<b>MRS. SHWETABEN ARVINDBHAI SAPARIA</b>	Mrs. Shwetaben arvindbhai Saparia the fellow member of Institute of Company Secretaries of India and currently working as an Company Secretary and Compliance Officer with the BSE Listed NBFC M/s. Krishna Capital & Securities Limited from December, 2018 to till today (ongoing). She has more than 10 years' work experience in the field of Direct & Indirect Taxation, Finance, Management, Corporate Governance, Law, and Various regulatory requirements with RBI & Stock Exchange.
<b>MR. ANKITKUMAR SURENDRAKUMAR AGRAWAL</b>	Mr. Ankitkumar Surendrakumar Agrawal the fellow member of Institute of Company Secretaries of India and currently working as a Company Secretary in a well-known Group. He has almost 5 years of experience in handling secretarial compliances.
<b>MS. MADHURI NICONKUMAR MISTRY</b>	Ms. Madhuri Niconkumar Mistry the fellow member of Institute of Company Secretaries of India and currently working in a well-known organization. She has more than 9 years of experience in handling secretarial as well as legal compliances. She has done her Masters in commerce and diploma in taxation from Gujarat university.

## COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AND WHOLE TIME DIRECTOR ARE AS FOLLOWS

### Remuneration to Managing Director:

<b>Name</b>	<b>Mr. VIKRAM SHIVRATTAN SHARMA</b>
<b>Designation</b>	<b>Managing Director</b>
<b>Date of Appointment</b>	<b>May 08<sup>th</sup>, 2023</b>



<b>Period</b>	5 Years
<b>Salary</b>	Remuneration may or may not be exceed 10% (Ten Percent) of the Net Profits of the Company but shall in no case exceeds 20% (Twenty Percent) of the Net Profits of the Company to all Executive Directors taken together, if applicable.
<b>Bonus</b>	NA.
<b>Perquisite / Benefits</b>	Re-imbusement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Managing Director.
<b>Compensation/remuneration paid during the F.Y. 2022-23</b>	Upto ₹ 7.00 Lakhs p.a.

#### Remuneration to Whole Time Directors:

<b>Name</b>	<b>MR. BHARAT SHIVRATAN SHARMA</b>
<b>Designation</b>	Whole Time Director
<b>Compensation/remuneration paid during the F.Y. 2022-23</b>	₹ 7.00 Lakhs.

#### SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, The Board of Directors is into discussion to approve and pay sitting fees to Non-Executive Directors for attending any of the Board or Committee Meetings.

#### SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Prospectus is as follows:

S. No.	Name of Directors	No. Equity Shares held	Category/ Status
1.	Mr. Vikram Shivrattan Sharma	4,80,000	Managing Director
2.	Mr. Bharat Shivratan Sharma	3,60,000	Whole Time Director
3.	Ms. Shwetaben Arvindbhai Saparia	-	Non-Executive Independent Director
4.	Mr. Ankitkumar Surendrakumar Agrawal	-	Non-Executive Independent Director
5.	Ms. Madhuri Niconkumar Mistry	-	Non-Executive Independent Director

#### INTEREST OF DIRECTORS

All the non-executive directors of the company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee, if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

The directors may be regarded as interested in the shares and dividend payable thereon, if any, held by or that may be subscribed by and allotted/transferred to them or the companies, firms and trust, in which they are interested as directors, members, partners and or trustees. All directors may be deemed to be interested in the contracts, agreements/arrangements to be entered into by the issuer company with any company in which they hold directorships or any partnership or proprietorship firm in which they are partners or proprietors as declared in their respective declarations.

Executive Director is interested to the extent of remuneration paid to them for services rendered to the company.

Except as stated under “RESTATED FINANCIAL STATEMENT” on page no. 119 of this Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Prospectus in which our directors are interested directly or indirectly.

#### CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the Changes in the Board
------------------	---------------	-----------------	-------------------------------------



Mr. Vikram Shivratan Sharma	May 08 <sup>th</sup> , 2023	Designated as Managing Director	He was designated as a Managing Director of the Company from May 08 <sup>th</sup> , 2023 upto May 07 <sup>th</sup> , 2028.
Mr. Bharat Shivratan Sharma	May 08 <sup>th</sup> , 2023	Designated Whole Time Director	He was designated as a Whole Time Director of the Company liable to retire by rotation.
Ms. Shwetaben Arvindbhai Saparia	May 08 <sup>th</sup> , 2023	Appointed as Non-Executive Independent Director	She was appointed as an Independent Director of the Company not liable to retire by rotation.
Mr. Ankitkumar Surendrakumar Agrawal	May 08 <sup>th</sup> , 2023	Appointed as Non-Executive Independent Director	He was appointed as an Independent Director of the Company not liable to retire by rotation.
Ms. Madhuri Niconkumar Mistry	May 20 <sup>th</sup> , 2023	Appointed as Non-Executive Independent Director	She was appointed as an Independent Director of the Company not liable to retire by rotation.

## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavors to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

## COMPOSITION OF BOARD OF DIRECTORS

Currently our Company currently has 5 (Five) directors on our Board out of which 2 (Two) are Executive Directors and 3 (Three) are Non-Executive Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

S. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Vikram Shivratan Sharma	Managing Director	Executive Director	06452273
2.	Mr. Bharat Shivratan Sharma	Whole Time Director	Executive Director	06466395
3.	Mrs. Shwetaben Arvindbhai Saparia	Independent Director	Non-Executive Director	10083476
4.	Mr. Ankitkumar Surendrakumar Agrawal	Independent Director	Non-Executive Director	10118085
5.	Ms. Madhuri Niconkumar Mistry	Independent Director	Non-Executive Director	10166753

## CONSTITUTION OF COMMITTEES

Our company has constituted the following Committees of the Board:

1. Audit Committee;
2. Stakeholders Relationship Committee; and
3. Nomination and Remuneration Committee.

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:



## 1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 03<sup>rd</sup> July, 2023, constituted Audit Committee.

**The constitution of the Audit Committee is as follows:**

Name of the Directors	Designation	Nature of Directorship
Mr. Ankitkumar Surendrakumar Agrawal	Chairman	Independent Director
Mrs. Shwetaben Arvindbhai Saparia	Member	Independent Director
Mr. Bharat Shivratn Sharma	Member	Executive Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

## Terms of Reference

**The Role of Audit Committee not limited to but includes: -**

- i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
  - a. Changes, if any, in accounting policies and practices and reasons for the same;
  - b. Major accounting entries involving estimates based on the exercise of judgment by management;
  - c. Significant adjustments made in the financial statements arising out of audit findings;
  - d. Compliance with listing and other legal requirements relating to financial statements;
  - e. Disclosure of any related party transactions.
  - f. Qualifications in the draft audit report.

- iv. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- v. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vi. Scrutiny of Inter-corporate loans and investments;
- vii. Reviewing and discussing 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;
- viii. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- ix. Valuation of undertakings or assets of the company, where ever it is necessary;



- x. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
- xi. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xii. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
- xiii. Carrying out any other function as assigned by the Board of Directors from time to time.

### Review of Information

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Internal Auditor.

### Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

### Quorum and Meetings

The audit committee shall meet as and when required to discuss and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

## 2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 03<sup>rd</sup> July, 2023, constituted Stakeholders Relationship Committee.

**The constitution of the Stakeholders Relationship Committee is as follows:**

Name of the Directors	Designation	Nature of Directorship
Mrs. Shwetaben Arvindbhai Saparia	Chairman	Independent Director
Mr. Vikram Shivrattan Sharma	Member	Managing Director
Mr. Bharat Shivratan Sharma	Member	Whole Time Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### Terms of Reference

#### To supervise and ensure:

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- ii. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- iii. Issue duplicate/split/consolidated share certificates;
- iv. Dematerialization/Rematerialization of Share;
- v. Review of cases for refusal of transfer / transmission of shares and debentures;
- vi. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or



amendment(s) thereof.

- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

### **Quorum and Meetings**

The Stakeholders Relationship Committee shall meet as and when require to discuss and approve the items included in its role. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

### **3. Nomination and Remuneration Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 03rd July, 2023, constituted Nomination and Remuneration Committee.

**The constitution of the Nomination and Remuneration Committee is as follows:**

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Ms. Madhuri Niconkumar Mistry	Chairman	Independent Director
Mr. Ankitkumar Surendrakumar Agrawal	Member	Independent Director
Mrs. Shwetaben Arvindbhai Saparia	Member	Independent Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

### **Terms of reference**

#### **Role of Nomination and Remuneration Committee not limited to but includes:**

- i. Formulation of 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;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

### **Quorum and Meetings**

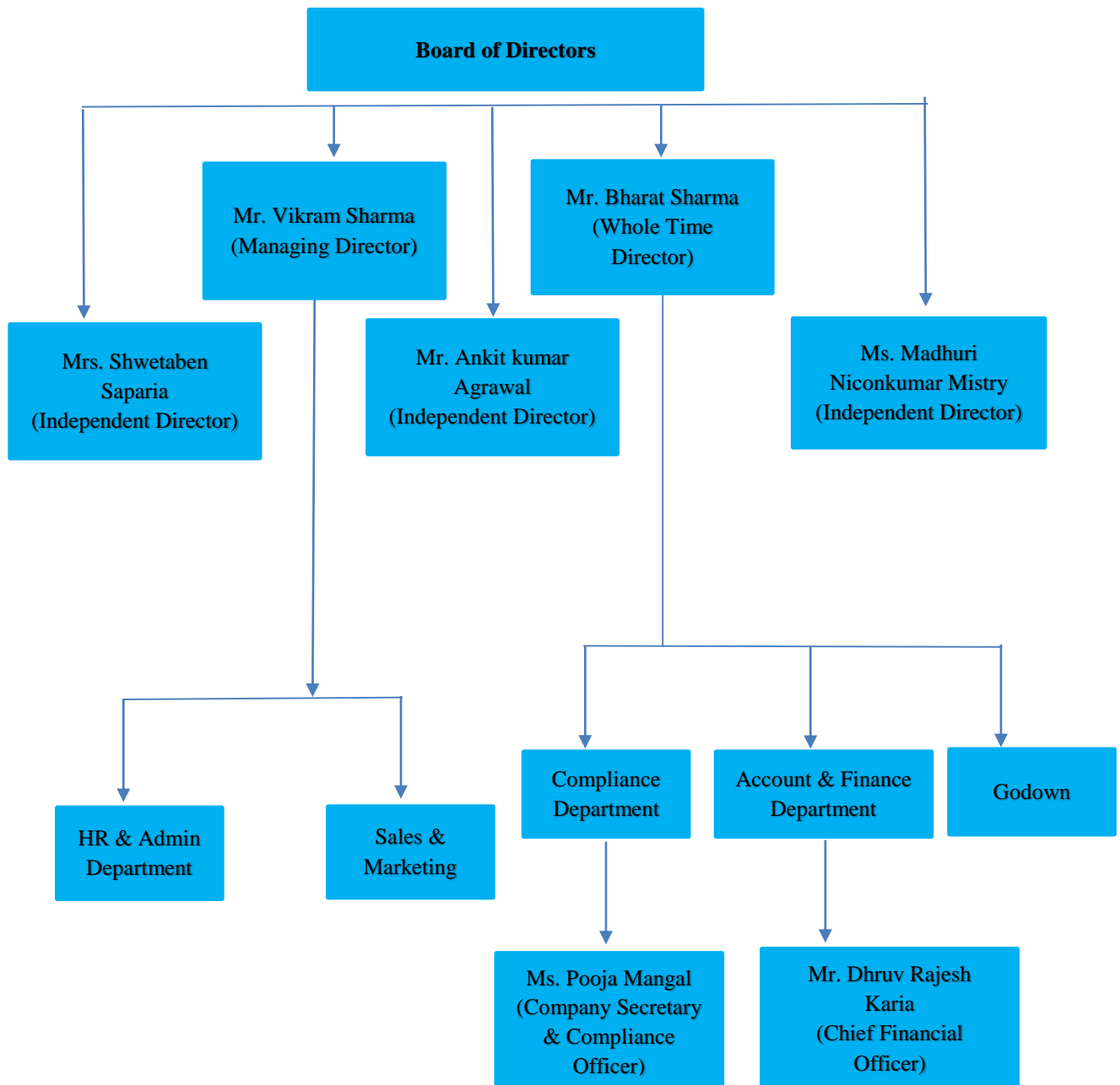
The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.





## MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart:





## OUR KEY MANAGEMENT PERSONNEL

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2022-23) (₹ in Lakhs)
<b>Name</b>	Mr. Dhruv Rajesh Karia	B.com & L.L.B from Gujarat University.	Proprietor of Karia and associates from 2015 to 2021.	-
<b>Designation</b>	Chief Financial Officer			
<b>Date of Appointment</b>	May 02 <sup>nd</sup> , 2023			
<b>Overall Experience</b>	He has 6 years of experience in Karia Associates from 2015-2021, looking secretarial and administrative work and currently working with C. R. Associates and Managing tax compliances, audits, etc.			
<b>Name</b>	Ms. Pooja Mangal	Bachelor of Commerce and Company Secretary	-	-
<b>Designation</b>	Company Secretary and Compliance Officer			
<b>Date of Appointment</b>	May 02 <sup>nd</sup> , 2023			
<b>Overall Experience</b>	She has 1 years of experience as a CS management trainee under Mrs. Shivani Mittal, Practicing Company Secretary. She has done all the secretarial compliance work.			

## BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGEMENT PERSONNEL

Currently, Our Company does not have any bonus or profit sharing plan for our Key Managerial personnel. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Key Managerial Personnel, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

## CHANGES IN THE KEY MANAGEMENT PERSONNEL

The following are the changes in the Key Management Personnel in the last three years preceding the date of filing this Prospectus, otherwise than by way of retirement in due course.

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Vikram Shivrattan Sharma	May 08 <sup>th</sup> , 2023	Designated as a Managing Director	He was designated as a Managing Director of the Company liable to retire by rotation for the period of five (5) years w.e.f. May 08 <sup>th</sup> , 2023.
Mr. Bharat Shivratan Sharma	May 08 <sup>th</sup> , 2023	Designated as Whole Time Director	He was designated as a Whole Time Director of the Company liable to retire by rotation for the period of five (5) years w.e.f. May 08 <sup>th</sup> , 2023
Ms. Pooja Mangal	May 02 <sup>nd</sup> , 2023	Appointed as Company Secretary and Compliance officer	Appointed as Company Secretary and Compliance Officer w.e.f. May 02 <sup>nd</sup> , 2023.
Mr. Dhruv Rajesh Karia	May 02 <sup>nd</sup> , 2023	Appointed as Chief Financial Officer	Appointed as Chief Financial officer w.e.f. May 02 <sup>nd</sup> , 2023.

## EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Prospectus, our company does not have any ESOP Scheme for its employees.

## RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL



There is no relationship between Key Management Personnel as on date of filing Prospectus, except as mentioned below.

Name of Key Management Personnel	Designation	Relation
Mr. Vikram Shivratan Sharma	Managing Director	Brother of Mr. Bharat Shivratan Sharma the Whole Time Director of the Company.
Mr. Bharat Shivratan Sharma	Whole Time Director	Brother of Mr. Vikram Shivratan Sharma the Managing Director of the Company.

#### **PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

Except the statutory payments made by our Company, in the last two years, our company has not paid any sum to its employees in connection with superannuation payments and ex-gratia/ rewards and has not paid any non-salary amount or benefit to any of its officers.

#### **Notes:**

- All the key managerial personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.
- None of our Key Managerial Personnel has been granted any benefits in kind from our Company, other than their remuneration.

None of our Key Managerial Personnel has entered into any service contracts with our company except acting in their Individual Capacity as Managing Director or Whole-Time Directors and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. Further, our Company has appointed certain Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary and Compliance officer for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

#### **SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL**

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

S. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Mr. Vikram Shivrattan Sharma	4,80,000	Managing Director
2.	Mr. Bharat Shivratan Sharma	3,60,000	Whole Time Director
3.	Ms. Pooja Mangal	-	Company Secretary and Compliance officer
4.	Ms. Dhruv Rajesh Karia	-	Chief Financial Officer



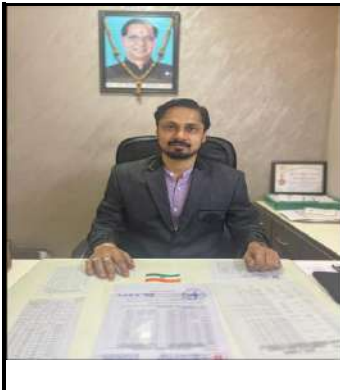

## OUR PROMOTERS AND PROMOTERS GROUP

### Promoters of Our Company are:

1. Mr. Vikram Shivratan Sharma;
2. Mr. Bharat Shivratan Sharma;
3. Mrs. Kusumlata Shivratan Sharma.


For details of the Capital build-up of our Promoters in our Company, see section titled “CAPITAL STRUCTURE” beginning on page no. 40 of this Prospectus.

The details of our Promoters are as follows:

	<b>MR. VIKRAM SHIVRATAN SHARMA</b> Mr. Vikram Shivratan Sharma. A highly motivated and enthusiastic individual with extensive experience in significant executive leadership accomplishment in business. Strong diplomatic skills and a natural affinity for cultivating relationship and persuading convening facilitating and building consensus among diverse individuals. Applies qualities of integrity credibility and a passion for progress to strategic governance efforts.
<b>Date of Birth</b>	10 <sup>th</sup> September, 1986.
<b>Age</b>	36 Years.
<b>PAN</b>	BATPS7025K.
<b>Passport Number</b>	H8675473.
<b>Name of Bank</b>	IndusInd Bank Limited.
<b>Bank Account No.</b>	100010397823.
<b>Educational Qualification</b>	Master in Business Administration in Marketing Management
<b>Present Residential Address</b>	6 Aarohi Villa S.P., 200 ft. Ring Road Bopal Daskroi, Ahmedabad, Gujarat – 380058.
<b>Position/posts held in the past</b>	He was appointed as an Executive Director of the Company from March 12 <sup>th</sup> , 2013 and presently reappointed as Managing Director of the Company for the period of five (5) years w.e.f. May 08 <sup>th</sup> , 2023.
<b>Directorship held</b>	1. Shree Maruti Green Energy Private Limited; 2. Shree Kamdhenu Machinery Private Limited.
<b>Other Ventures</b>	-
	<b>MR. BHARAT SHIVRATAN SHARMA</b> Mr. Bharat Shivratan Sharma completed the Higher Secondary. He is involved in acquisition of new clients and building long standing relationship with existing clients of the Company. He is having good experience in Developing and executing company’s business strategy. He has vast Experience in directing and controlling the business operations and Manage and report on the effective implementation of a marketing strategy to maintain market relevance and promote products and services to increase sales.
<b>Date of Birth</b>	21 <sup>st</sup> December, 1980.
<b>Age</b>	42 Years.
<b>PAN</b>	AKJPS2367M.
<b>Passport Number</b>	P6805354.
<b>Name of Bank</b>	IndusInd Bank Limited
<b>Bank Account No.</b>	100010415031.
<b>Educational Qualification</b>	Higher Secondary.



<b>Present Residential Address</b>	6 Aarohi Villa S.P., 200 ft. Ring Road Bopal Daskroi Ahmedabad, Gujarat – 380058.
<b>Position/posts held in the past</b>	He was appointed as an Executive Director of the Company from March 12 <sup>th</sup> , 2013 and presently reappointed as Whole Time Director of the Company for the period of five (5) years w.e.f. May 08 <sup>th</sup> , 2023.
<b>Directorship held</b>	1. Shree Maruti Green Energy Private Limited
<b>Other Ventures</b>	-

	<b>MRS. KUSUMLATA SHIVRATAN SHARMA</b> Mrs. Kusumlata Shivratan Sharma, a distinguished professional serving as a promoter at Shree Marutinandan Tubes Limited. With a wealth of experience in the corporate realm, Mrs. Sharma brings a dynamic and strategic approach to her role. Her dedication to fostering innovation and maintaining high standards have contributed significantly to the company's reputation.
<b>Date of Birth</b>	20 <sup>th</sup> August, 1957
<b>Age</b>	66 Years
<b>PAN</b>	ADAPS6910N
<b>Passport Number</b>	H7321884
<b>Name of Bank</b>	IndusInd Bank Limited
<b>Bank Account No.</b>	100010415077
<b>Educational Qualification</b>	-*
<b>Present Residential Address</b>	6 Aarohi Villa S.P., 200 ft. Ring Road Bopal Daskroi, Ahmedabad, Gujarat – 380058.
<b>Position/posts held in the past</b>	-
<b>Directorship held</b>	-
<b>Other Ventures</b>	1. Shree Enterprises.

\*As per the undertaking from the promoter, we cannot provide the education qualification of the promoter, as the education qualification proofs are misplaced. But the fact is that the promoter is having vast experience of the industry.

## DECLARATION

We declare and confirm that the details of the Aadhar Number, Driving License, Permanent Account Numbers, Bank Account Numbers and Passport Numbers of our Promoters are being submitted to the BSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Prospectus with the Stock Exchange.

## CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in the control or management of our Company since incorporation.

## INTEREST OF OUR PROMOTERS

- Except as stated in “RESTATED FINANCIAL STATEMENTS” on page no. 128 of this Prospectus and to the extent of compensation, remuneration/ sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “RESTATED FINANCIAL STATEMENTS” on page no. 128 of this Prospectus. For the payments proposed to be made by our Company to certain Group Entities.
- Our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Prospectus.
- Excepted as otherwise as stated in this Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Prospectus in which promoters is directly or indirectly interested.



## PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in the section “RESTATED FINANCIAL STATEMENTS” on page no. 128 of this Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the filing of this Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters’ Group, towards remunerations as decided by Board of Director.

## CONFIRMATIONS

Our Company and Promoters confirmed that they have not been declared as willful defaulters or Fraudulent Borrowers or by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, promoters’ group or directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, promoters’ group or directors do not have direct or indirect relation with the companies, its promoters and whole-time director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our promoters or directors are not a fugitive economic offender.

We and Our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us;
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.
- The details of outstanding litigation including its nature and status are disclosed in the section title “OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS” appearing on page no. \_\_\_ of this Prospectus.

## DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

None of our Promoters have disassociated themselves from any Company or Firm during the preceding three years.

## RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

There is no relationship between Promoters of our Company with other Directors except as described below:

Name of Director	Designation	Relation
Mr. Vikram Shivratn Sharma	Managing Director	Son of Mrs. Kusumlata Shivratn Sharma (Promoter) and Brother of Mr. Bharat Shivratn Sharma the (Whole Time Director) of the Company.
Mr. Bharat Shivratn Sharma	Whole Time Director	Son of Mrs. Kusumlata Shivratn Sharma (Promoter) and Brother of Mr. Vikram Shivratn Sharma the (Managing Director) of the Company.
Mrs. Kusumlata Shivratn Sharma	Promoter	Mother of Mr. Vikram Shivratn Sharma the (Managing Director) and Mr. Bharat Shivratn Sharma the (Whole Time Director).

## OUR PROMOTERS GROUP

In addition to our Promoters named above, the following individuals and entities form a part of the Promoters’ Group:

### A. Natural persons who are part of our Individual Promoter Group:



RELATIONSHIP WITH PROMOTER	MR. VIKRAM SHIVRATAN SHARMA	MR. BHARAT SHIVRATAN SHARMA	MRS. KUSUMLATA SHARMA
Father	Late Mr. Shivratan Sharma	Late Mr. Shivratan Sharma	Late Mr. Laxmandutt Patwari Bhardwaj
Mother	Mrs. Kusumlata Sharma	Mrs. Kusumlata Sharma	Mrs. Kamleshkumari Bhardwaj
Spouse	Mrs. Neha Sharma	Mrs. Shalini Sharma	Late Mr. Shivratan Sharma
Brother/s	Mr. Bharat Sharma	Mr. Vikram Sharma	Mr. Sathish Bhardwaj
			Mr. Brij Bhushan Bhardwaj
			Mr. Vinod Bhardwaj
			Mr. Arvind Bhardwaj
Sister/s	Ms. Pooja Upmanyu	Ms. Pooja Upmanyu	Late Mrs. Sarojkumari Sharma
	Mrs. Bhavna Sharma	Mrs. Bhavna Sharma	Mrs. Brijrani Sharma*
Son/s	Mr. Shreshth Sharma	-	Mr. Bharat Sharma
			Mr. Vikram Sharma
Daughter/s	Ms. Aaradhya Sharma	Ms. Soumya Sharma	Mrs. Bhavna Sharma
		Ms. Bhavya Sharma	Ms. Pooja Upmanyu
Spouse's Father	Late Mr. Surendrakumar Sharma	Mr. Jai Bhagwan Sharma	Late Mr. Jivaram Sharma
Spouse's Mother	Mrs. Manju Sharma	Mrs. Sunita Sharma	Late Mrs. Ram Bai Sharma
Spouse's Brother/s	Mr. Punit Sharma	-	Late Mr. Mangeram Sharma
			Late Mr. Hanuman Prasad Sharma
Spouse's Sister/s	-	-	Mrs. Kaushalya Devi Sharma*
			Mrs. Santosh Sharma*
			Mrs. Mangalidevi Sharma*

\*As per Regulations 2(pp) of ICDR Regulations, 2018, definition of promoter group, "promoter group" includes: (i) the promoter; (ii) an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); the persons specified above are forming part of promoter group. But the fact is that there is no healthy relationship between our Promoter(s) and some of the family members, neither Promoter(s) is interested in disclosing the status of relationship between herself and her relatives nor the concerned relatives are interested in disclosing the same. Thus none of the details are available with us, as a result cannot provide any documents in relation to the same to your good offices and nor to the public. Moreover, as mentioned above they are neither holding any equity share in our company, group companies etc., nor holding any directorship in our company or any of our group companies, as per explanation provided by the promoter and Due-Diligence conducted from our side. In addition to Due-Diligence, we have taken a declaration from the promoter dated November 21<sup>st</sup>, 2023, for not having healthy relationship with some of the family members.

#### B. Companies related to our Promoter Company: Not Applicable.

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable.
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Not Applicable

#### C. Companies, Proprietary concerns, HUF's related to our promoters:

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	1. Shree Maruti Green Energy Private Limited; 2. Shree Kamdhenu Machinery Private Limited.
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	Not Applicable.



Nature of Relationship	Name of Entities
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent.	1. Shree Enterprises; 2. Shree Jay Aar & Sons; 3. Shree Maruti Tubes.

**D. Following persons whose shareholding is aggregated under the heading “Shareholding of the Promoter Group”:**

S. No.	Names
1.	Mrs. Shailini Sharma
2.	Mrs. Neha Sharma

For further details on our “Group Entities” refer Chapter titled “INFORMATION WITH RESPECT TO GROUP COMPANIES/ENTITIES” beginning on page no. 146 of this Prospectus.





## **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 Article 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. 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 have adopted the formal dividend policy for the Equity Shares in its Board Meeting held on 03<sup>rd</sup> July, 2023. 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.

For details of risks in relation to our capability to pay dividend, see “Risk Factors - Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.



**SECTION – IX FINANCIAL INFORMATION OF OUR COMPANY**

**RESTATED FINANCIAL STATEMENTS**

<b>Particulars</b>	<b>Page No.</b>
Restated Financial Statement	1-24



**Independent Auditors' Report**  
**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)**

To,  
The Board of Directors,  
**Shree Marutinandan Tubes Limited,**  
A-21, Second Floor,  
Amrapali Complex, S.P Ring Road, Bopal,  
Ahmedabad – 380058

Dear Sir/Ma'am,

1. We have examined the attached Restated Financial statements and other financial information of Shree Marutinandan Tubes Limited (the “Company”) as at and for the stub period ended 30<sup>th</sup> September, 2023 and for the financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Prospectus / Prospectus (being collectively referred as “Offer Document”) in connection with its proposed Initial Public Offer (“IPO”) on the SME Platform of the BSE Limited (“BSE”).
2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:
  - i. Section 26 of Part I of Chapter III of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“ICDR Regulations”) issued by the Securities and Exchange Board of India (“SEBI”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - iii. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (“Guidance Note”).

The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statement & other financial information for the purpose of inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Ahmedabad in connection with the proposed IPO. 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 are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined the accompanied,

- i. the ‘Restated Statement of Assets and Liabilities’ (Annexure- 1),
- ii. the ‘Restated Statement of Profit and Loss’ (Annexure – 2),
- iii. the ‘Restated Statement of Cash Flows’ (Annexure 3)

for the stub period 30<sup>th</sup> September, 2023 and for the financial years ended on March 31, 2023, March 31, 2022, March 31, 2021, as on above dates, forming Part of the ‘Financial Information’ dealt with by this Report, detailed below. All three annexures read together with the Significant Accounting Policies (Annexure – 4) thereon, which are the responsibility of the Company’s management.

The information has been extracted from the Financial Statements of the company for the stub period 30<sup>th</sup> September, 2023 and for the financial year ended on March 31, 2023, March 31, 2022, and March 31, 2021. The Financial Statements of the company for stub period 30<sup>th</sup> September, 2023 and for the year ended on March 31, 2023, March 31, 2022, and March 31, 2021, is audited by M/s. JPMK And Company, Chartered Accountants (Peer Review), which were approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting.

3. In terms of Schedule VI (Part A)(11)(II)(A)(i) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Shree Marutinandan Tubes Limited, we, M/s. JPMK And Company, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
4. Based on our examination, we report that:
  - a. The “Restated Financial Statement of Assets and Liabilities” as set out in Annexure 1, Restated Financial Statement of Profit and Loss” as set out in Annexure 2, “Restated Financial Statement of Cash Flows” as set out in Annexure 3, to this report, of the Company as of stub period 30<sup>th</sup> September, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 is prepared by the Company and approved by the Board of Directors. These Restated Financial



Statements have been arrived at after making such adjustments and regroupings to the Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies as set out in Annexure 4 and Notes to Accounts to this Report.

- b. The Restated Financial Statements have been made after incorporating adjustments for:
  - I. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
  - II. Prior period and other material amount in the respective financial years to which they relate.
- c. The audit reports on the Financial Statements of the Company as at and for stub period 30<sup>th</sup> September, 2023 and for the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021 as referred in paragraph 3 above, expresses an unmodified opinion for the stub period 30<sup>th</sup> September, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.

Other remarks/comments in the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (11) of section 143 of the act, on financial statements of the company for the stub period 30<sup>th</sup> September, 2023 and for the financial years ended March 31, 2023, 2022 and 2021.

5. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

#### **Annexure of Restated Financial Statements of the Company:**

- i. Statement of Equity Share Capital, as restated (Annexure – 5)
  - ii. Statement of Reserves & Surplus, as restated (Annexure - 6)
  - iii. Statement of Long-Term Borrowings, as restated (Annexure - 7)
  - iv. Statement of Long-Term Provisions, as restated (Annexure - 8)
  - v. Statement of Short-Term Borrowing, as restated (Annexure – 9)
  - vi. Statement of Trade Payables, as restated (Annexure – 10)
  - vii. Statement of Other Current Liabilities, as restated (Annexure - 11)
  - viii. Statement of Short-Term Provisions, as restated (Annexure -12)
  - ix. Statement of Property, Plant and Equipment, as restated (Annexure -13)
  - x. Statement of Other Non-Current Assets, as restated (Annexure – 14)
  - xi. Statement of Deferred tax Assets, as restated (Annexure – 15)
  - xii. Statement of Inventory, as restated (Annexure – 16)
  - xiii. Statement of Trade Receivables, as restated (Annexure - 17)
  - xiv. Statement of Cash and Cash Equivalents, as restated (Annexure - 18)
  - xv. Statement of Short Terms Loans and Advances, as restated (Annexure - 19)
  - xvi. Statement of Other Current Asset, as restated (Annexure - 20)
  - xvii. Statement of Revenue from Operations, as restated (Annexure – 21)
  - xviii. Statement of Other Income, as restated (Annexure - 22)
  - xix. Statement of Purchases Made During the Year, as restated (Annexure – 23)
  - xx. Statement of Changes in Inventory, as restated (Annexure – 24)
  - xxi. Statement of Employee Benefit Expenses, as restated (Annexure - 25)
  - xxii. Statement of Finance Cost, as restated (Annexure - 26)
  - xxiii. Statement of Other Expenses, as restated (Annexure - 27)
  - xxiv. Statement of Earnings Per Share, as restated (Annexure - 28)
  - xxv. Statement of Reconciliation of Restated profit (Annexure – 29)
  - xxvi. Statement of Tax Shelter, as restated (Annexure -30)
  - xxvii. Statement of Related Party Transactions, as restated (Annexure - 31)
  - xxviii. Statement of Summary Accounting Ratios, as restated (Annexure - 32)
6. In our opinion, the Restated Financial Statements and the other Financial Information set forth in **Annexure 1 to 32** read with the significant accounting policies and notes to the restated Financial Statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI). Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited Financial Statements for the relevant years.



7. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the Financial Statements referred to therein.
8. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
9. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For JPMK And Company**  
**Chartered Accountants**  
**FRN: 124193W**

**Sd/-**  
**CA Jitendra Vageriya**  
**Partner**  
**Membership No: 114424**  
**UDIN: 23114424BGWIPY5925 and 23114424BGWIHZ1669**  
**Place: Ahmedabad**  
**Date: 19.12.2023 and 18.08.2023**



<b>Particulars</b>	<b>Annexure No.</b>
Statement of Assets and Liabilities as Restated	1
Statement of Profit and Loss as Restated	2
Statement of Cash Flow as Restated	3
Significant Accounting Policies	4
Statement Showing Share Capital as Restated	5
Statement Showing Reserves and Surplus as Restated	6
Statement Showing Long Term Borrowing as Restated	7
Statement Showing Long Term Provisions as Restated	8
Statement Showing Short Term Borrowings as Restated	9
Statement Showing Trade Payable as Restated	10
Statement Showing Other Current Liabilities as Restated	11
Statement Showing Short term Provisions as Restated	12
Statement Showing Property Plants and Equipment and Intangible Assets as Restated	13
Statement Showing Other Non- Current Asset as Restated	14
Statement Showing Deferred Tax Assets as Restated	15
Statement Showing Inventories as Restated	16
Statement Showing Trade Receivables as Restated	17
Statement Showing Cash and Cash Equivalents as Restated	18
Statement Showing Short Term Loans & Advances as Restated	19
Statement Showing Other Current Assets as Restated	20
Statement Showing Revenue from operations as Restated	21
Statement Showing Other Income as Restated	22
Statement Showing Purchases made During the year as Restated	23
Statement Showing Changes in Inventories as Restated	24
Statement Showing Employee Benefit Expenses as Restated	25
Statement Showing Finance Cost as Restated	26
Statement Showing Other Expenses as Restated	27
Statement Showing Earnings per share as Restated	28
Statement Showing Reconciliation of Profit	29
Tax Shield	30
Statement Showing Details of Related Party and their relation with the company	31
Statement Showing Ratios	32



Restated Balance Sheet

(Rs. in Lakhs)

Particular		Note No.	As at September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>I</b>	<b><u>EQUITY AND LIABILITIES</u></b>					
	<b>1</b>	<b>Shareholder's Fund</b>				
	a)	Share Capital	5	246.00	20.50	20.50
	b)	Reserve and Surplus	6	163.73	247.24	45.48
	<b>2</b>	<b>Non-Current Liabilities</b>				
	a)	Long Term Borrowings	7	128.13	210.02	274.78
	b)	Long Term Provision	8	13.47	8.89	7.81
	<b>3</b>	<b>Current Liabilities</b>				
	a)	Short Term Borrowings	9	479.15	506.88	367.92
	b)	Trade Payable	10	1,108.17	519.11	541.11
	c)	Other Current Liabilities	11	21.71	35.05	22.25
	d)	Short Term Provision	12	73.93	69.91	4.97
		<b>Total</b>		<b>2,234.29</b>	<b>1,617.60</b>	<b>1,284.83</b>
<b>II</b>	<b><u>ASSETS</u></b>					
	<b>1</b>	<b>Non-Current Assets</b>				
	a)	Property, Plant and Equipment and Intangible Assets	13	23.39	28.46	37.76
	b)	Other Non-Current Assets	14	3.54	3.34	3.34
	c)	Deferred Tax Assets	15	2.79	2.39	1.94
	<b>2</b>	<b>Current Assets</b>				
	a)	Inventories	16	712.58	638.65	445.24
	b)	Trade Receivables	17	1,415.48	887.93	576.46
	c)	Cash and Cash Equivalents	18	9.12	2.76	43.99
	d)	Short Term Loans and Advances	19	27.47	11.08	140.33
	e)	Other Current Assets	20	39.92	42.99	35.77
		<b>Total</b>		<b>2,234.29</b>	<b>1,617.60</b>	<b>1,284.83</b>

**Restated Profit and Loss Account**

(Rs in Lakhs)

Particular	Note No.	For the period ending 30 <sup>th</sup> Sept, 2023	For the year ended			
			2022-23	2021-22	2020-21	
I	Revenue From Operations	21	4,277.30	4,716.96	4,714.07	3,563.60
II	Other Income	22	7.34	5.63	4.42	33.68
III	Total Revenue (I + II)		<b>4,284.64</b>	<b>4,722.58</b>	<b>4,718.49</b>	<b>3,597.28</b>
IV	Expenses					
	Purchases Made During the Year	23	4,070.14	4,492.53	4,855.88	3,452.57
	Changes in Inventory	24	(73.93)	(193.42)	(296.71)	(2.44)
	Employee Benefits Expense	25	30.42	28.40	28.31	28.96
	Finance Costs	26	30.71	70.20	64.61	72.20
	Depreciation and Amortization Expense	27	3.91	10.57	3.52	2.32
	Other Expenses	28	33.07	41.39	49.79	21.03
	Total Expenses		<b>4,094.33</b>	<b>4,449.68</b>	<b>4,705.41</b>	<b>3,574.64</b>
V	Profit before tax (III- IV)		<b>190.31</b>	<b>272.90</b>	<b>13.07</b>	<b>22.64</b>
IX	Tax expense					
	a)Current Tax		48.72	71.58	6.18	11.21
	b)Deferred tax		(0.41)	(0.44)	0.88	(1.88)
X	Profit (Loss) for the period (XI + XIV)		<b>141.99</b>	<b>201.76</b>	<b>6.01</b>	<b>13.30</b>
	Basic & Diluted EPS of Face Value of Rs.10 each (In Rupees)	29	<b>5.77</b>	<b>98.42</b>	<b>2.93</b>	<b>6.49</b>





Restated Cash Flow Statement

(Rs in Lakhs)

Particulars	Notes	For the period ending 30 <sup>th</sup> Sept, 2023	For the year ended		
			31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
<b>I Cash flow from Operating Activities</b>					
Net Profit before tax		190.31	272.90	13.07	22.64
<b>Adjustments for :</b>					
Depreciation & Amortization Exp.	13	3.91	10.57	3.52	2.32
Finance Cost	26	30.71	70.20	64.61	72.20
<b>Changes in Working Capital</b>					
Trade Payable	10	589.06	(22.00)	117.52	(44.57)
Other Current Liabilities	11	(14.92)	12.80	(8.13)	1.72
Provision Impact	12	10.17	66.02	(0.70)	9.24
Inventories	16	(73.93)	(193.42)	(296.71)	(2.44)
Trade Receivables	17	(527.55)	(311.47)	223.17	(180.43)
Short Term Loans and Advances	19	(16.38)	129.25	193.89	(144.33)
Other Assets	20	2.86	(7.22)	(35.30)	2.32
Income Tax Impact		(48.72)	(71.58)	(6.18)	(11.21)
<b>Net Cash Flow from Operating Activities (A)</b>		<b>145.53</b>	<b>(43.95)</b>	<b>268.77</b>	<b>(272.54)</b>
<b>II Cash flow from investing Activities</b>					
Purchase/Sale of Fixed Assets (Net)	13	1.15	(1.27)	(34.58)	(1.45)
<b>Net Cash Flow from Investing Activities (B)</b>		<b>1.15</b>	<b>(1.27)</b>	<b>(34.58)</b>	<b>(1.45)</b>
<b>III Cash Flow from Financing Activities</b>					
Changes in Borrowing					
Long term borrowings	7	(81.88)	(64.77)	(19.24)	131.39
Short term borrowings	9	(27.73)	138.96	(111.65)	196.74
Finance Cost		(30.71)	(70.20)	(64.61)	(72.20)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>(140.33)</b>	<b>3.99</b>	<b>(195.50)</b>	<b>255.93</b>
<b>IV Net Increase /(Decrease) in cash and cash equivalents (A+B+C)</b>		<b>6.35</b>	<b>(41.23)</b>	<b>38.69</b>	<b>(18.06)</b>
Opening Balance		2.76	43.99	5.30	23.36
Closing Balance		9.12	2.76	43.99	5.30
<b>Cash And Cash Equivalents Comprise:</b>					
Cash		3.25	1.90	3.31	3.65
Bank Balance		5.86	0.86	40.68	1.65
<b>Total Cash Balance</b>		<b>9.12</b>	<b>2.76</b>	<b>43.99</b>	<b>5.30</b>



## Annexure 4: Basis of Preparation and Significant Accounting Policies

### Background of the Company

"**Shree Marutinandan Tubes Private Limited**" is a closely held company incorporated on 12<sup>th</sup> March, 2013 as a Private Limited Company which was later on converted into Limited company on dated 22<sup>nd</sup> June 2023 having registered office at A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal, Ahmedabad – 380058 and since then the company is engaged in the business of trading of pipes and tubes.

### Basic of Preparation of Financial Statement

The Financial Statements are prepared in accordance with generally accepted accounting principles in India to comply with the Accounting Standards specified under Section 133 of The Companies Act, 2013 ("The 2013 Act") as applicable. The Financial Statements have been prepared on accrual basis under the historical cost convention.

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year, except for changes required by statute.

### Use of Estimates

The preparation of Restated Financial Information in conformity with Indian GAAP requires that the management of the Company to make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of property, plant and equipment and intangible assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans, etc.

Difference, if any, between the actual results and estimates is recognized in the period in which the results are known.

### Current versus Non-Current Classification

The Company's present assets and liabilities in the balance sheet are based on current / non-current classification.

All assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realized or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of business, expected to be realized within twelve months after the reporting period, or cash and cash equivalent unless restricted from being exchange or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

### Accounting Assumptions

#### 1. Going Concern

The enterprise is normally viewed as a going concern, that is, as continuing in operation for the foreseeable future. It is assumed that the enterprise has neither the intention nor the necessity of liquidation or of curtailing materially the scale of the operations.

#### 2. Consistency:

It is assumed that accounting policies are consistent from one period to another.

#### 3. Accrual:



Revenues and costs are accrued, that is, recognized as they are earned or incurred (and not as money is received or paid) and recorded in the financial statements of the periods to which they relate. (The considerations affecting the process of matching costs with revenues under the accrual assumption are not dealt with in this Statement.)

### **Cash Flow Statements**

Cash flows are reported using the indirect method as set out in accounting standard 3 on cash flow statement issued by the Institute of Chartered accountants of India.

### **Property, Plant and Equipment and it's Depreciation and Amortization:**

#### **1. Tangible Assets:**

Tangible assets are stated at cost of acquisition less accumulated depreciation/ impairment losses, if any. Cost comprises of cost of acquisition, cost of improvement and any attributable cost of bringing the assets to its working condition for intended use.

Subsequent expenditure related to an item of tangible assets are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standard of performance.

Losses arising from the retirement of and gain or loss arising from disposal of tangible assets which are carried at cost are recognized in the statement of profit and loss.

Company is providing depreciation on fixed assets on written down value method on pro-rata basis and at the rates prescribed in Schedule II of the Companies Act, 2013.

### **Impairment of Assets:**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (Tangible and Intangible) may be impaired.

For assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating units.

The estimation of the recoverable amount of the assets/cash generating unit is made. Assets whose carrying amount exceeds their recoverable amount are written down to recoverable amount.

Recoverable amount is higher of an asset or Cash generating unit's net selling price and its value in use in the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

Assessment is also done at each balance sheet as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

### **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 that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period to get ready for its intended use are capitalized. All other borrowing costs are recognized as expenditure in the period in which they are incurred.

### **Inventory:**



Inventories are valued at lower of cost and net realizable value. Cost includes cost of materials, services used and other expenses attributable to the projects.

### **Contingent Liability, Provisions and Contingent Asset:**

The Entity creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources, and a reliable estimate can be made of the amount of obligation.

A provision is recognized when an entity 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 a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management 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 management estimates. Contingent Liabilities are disclosed when the entity has a possible obligation, or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.”

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets are neither recorded nor disclosed in the financial statements.

### **Current Assets, Loans and Advances:**

The balance under item of Sundry Debtors, Loans and Advances and Current liabilities are subject to confirmation and reconciliation and consequential adjustments, wherever applicable. However, in the opinion of the Management, the realizable value of the current assets, loans and advances in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.

### **Revenue Recognition:**

#### **1. Revenue from sale of goods:**

Sales are recognised when goods are dispatched from the factory and related risk and rewards incidental to ownership are transferred to the customer and are reported net of shortages, claims settled, rate differences, taxes and rebate allowed to customers.

#### **2. Interest Income:**

Interest Income is recognized on a time proportion basis considering the amount outstanding and applicable interest rate.

#### **3. Commission Income:**

Commission Income are recognised on the accrual basis.

### **Earnings Per Share:**

Basic Earnings per Share is calculated by dividing the net profit after tax for the year attributable to Equity Shareholders of the Company by the weighted average number of Equity Shares outstanding at the end of the year.

Diluted earnings per share is calculated by dividing net profit attributable to equity shareholders (after adjustment for diluted earnings) by average number of weighted equities share outstanding at the end of the year.

### **Taxes on Income:**

Taxes on income are computed whereby such taxes are accrued in the same period as the revenue and expenses to which they relate.

Current tax liability is measured using the applicable tax rates and tax laws and the necessary provision is made annually. Deferred tax asset / liability arising out of the tax effect of timing difference is measured using the tax rate and the tax laws that have been enacted / substantially enacted at the balance sheet date.



Deferred tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

#### Lease:

##### Operating Leases:

Leases, where lessor effectively retains substantially all the risks and benefits of ownership of the leased asset during the leased term are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight- line basis over the lease term.

#### Retirement benefits to employee Gratuity:

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

The Company has not contributed all ascertained liabilities to any fund. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits'.

The Company's overall expected long- term rate-of-return on assets has been determined based on consideration of available market information, current provisions of Indian law specifying the instruments in which investments can be made, and historical returns.

The discount rate is based on the Government securities yield.

#### Other Expenditure Item:

##### Expenses:

Our expenses comprise of employee benefits expenses, finance costs, depreciation & amortisation expense, and other expenses.

- a) **Employee benefit expense:** Our employee benefit expenses include salaries, wages & bonus, contribution to provident fund and other funds including ESIC & gratuity and staff welfare expenses.
- b) **Finance costs:** Our finance costs comprise of interest on borrowings and other borrowing costs.
- c) **Depreciation & Amortisation expenses:** Depreciation & amortisation expenses comprise of depreciation on tangible fixed assets and amortisation of intangible assets.
- d) **Other expenses:** Our other expenses consist of direct and indirect expenses. Our direct expenses include Diesel expenses, repair and maintenance, site expense, vehicle rent, among others. Our indirect expenses include tender expenses, office expenses, rent and taxes, penalty, bank charges, legal expenses, professional charges, electricity expenses, uniform expenses, accounting charges, audit fees, conveyance expenses, printing and stationery, courier expenses, advertisement expenses, taxation expenses, donations, miscellaneous.



## Annexure 5: Statement showing Details of authorized and paid up capital

### 5.1. Statement Showing details of authorized and paid up capital:

(Rs. In Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Authorized Share Capital</b>				
Equity shares of Rs.10 each (Nos)	5.00	5.00	5.00	5.00
Authorized Equity Share Capital	50.00	50.00	50.00	50.00
<b>Issued, Subscribed and Paid up Share Capital.</b>				
Equity Shares of Rs. 10 each fully paid up (Nos)	24.6	2.05	2.05	2.05
Paid Up Equity Share Capital	246.00	20.50	20.50	20.50
<b>Total</b>	<b>246.00</b>	<b>20.50</b>	<b>20.50</b>	<b>20.50</b>

### 5.2. The reconciliation of the number of shares (In lakhs)outstanding at each year end:

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Number of shares at the beginning of the year	2.05	2.05	2.05	2.05
Add: Share issued during the year	-	-	-	-
Add: Bonus share issued during the year	22.55	-	-	-
Number of shares at the end of the year	24.60	2.05	2.05	2.05

### 5.3 Details of shareholding more than 5% of the aggregate shares in the company:

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Name of promoter and shareholder				
<b>Bharat S Sharma</b>				
Number of Shares	3.60	0.30	0.30	0.30
% of Holding	14.63%	14.63%	14.63%	14.63%
<b>Kusumlata Sharma</b>				
Number of Shares	9.00	0.75	0.75	0.75
% of Holding	36.59%	36.59%	36.59%	36.59%
<b>Neha V Sharma</b>				
Number of Shares	2.40	0.20	0.20	0.20
% of Holding	9.76%	9.76%	9.76%	9.76%
<b>Shalini Sharma</b>				
Number of Shares	37.2	0.40	0.40	0.40
% of Holding	1.51%	19.51%	19.51%	19.51%
<b>Vikram Sharma</b>				
Number of Shares	4.80	0.40	0.40	0.40
% of Holding	19.51%	19.51%	19.51%	19.51%



#### 5.4. Details of Promoter's Shareholding:

Particulars	No. of shares held	% of total shares	% change during the year
Aggregate number of equity shares held by promoters at the year end:			
<b>As at September 30, 2023</b>			
Bharat Sharma	3.60	14.63%	0.00%
Kusumlata Sharma	9.00	36.59%	0.00%
Neha Sharma	2.40	9.76%	0.00%
Shalini Sharma	0.37	1.51%	-18.00%
Vikram Sharma	4.80	19.51%	0.00%
<b>As at March 31, 2023</b>			
Bharat Sharma	0.30	14.63%	0.00%
Kusumlata Sharma	0.75	36.59%	0.00%
Neha Sharma	0.20	9.76%	0.00%
Shalini Sharma	0.40	19.51%	0.00%
Vikram Sharma	0.40	19.51%	0.00%
<b>As at March 31, 2022</b>			
Bharat Sharma	0.30	14.63%	0.00%
Kusumlata Sharma	0.75	36.59%	0.00%
Neha Sharma	0.20	9.76%	0.00%
Shalini Sharma	0.40	19.51%	0.00%
Vikram Sharma	0.40	19.51%	0.00%
<b>As at March 31, 2021</b>			
Bharat Sharma	0.30	14.63%	0.00%
Kusumlata Sharma	0.75	36.59%	0.00%
Neha Sharma	0.20	9.76%	0.00%
Shalini Sharma	0.40	19.51%	0.00%
Vikram Sharma	0.40	19.51%	0.00%

#### Annexure 6: Statement showing Reserve and Surplus as Restated:

(Rs in Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Reserve and Surplus Account</b>				
Balances at the beginning of the year	247.24	45.48	39.48	26.18
Profit made during the year	141.99	201.76	6.01	13.30
Utilized for issue of Bonus Shares	(225.50)	-	-	-
<b>Total</b>	<b>163.73</b>	<b>247.24</b>	<b>45.48</b>	<b>39.48</b>

#### Annexure 7: Statement showing Long Term Borrowings as Restated:

(Rs in Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Secured Loan</b>				
From Scheduled Bank	32.83	44.47	67.55	58.81
Less: Current Maturity Of Long Term Borrowing	(21.85)	(23.35)	(23.09)	(11.44)
Remaining Balances	<b>10.98</b>	<b>21.12</b>	<b>44.47</b>	<b>47.37</b>
From Non Banking Financial Company	-	-	1.16	2.76
Less: Current Maturity Of Long Term Borrowing	-	-	(1.16)	(1.61)
Remaining Balances	-	-	-	<b>1.16</b>



<b>Unsecured Loan</b>				
From Directors And Their Relatives	<b>117.15</b>	<b>188.90</b>	<b>230.32</b>	<b>245.49</b>
<b>Total</b>	<b>128.13</b>	<b>210.02</b>	<b>274.78</b>	<b>294.02</b>

**Secure Loan from Schedule Bank:**

**i. GECL Loan:**

**Sanctioned Amount:** Rs. 58,81,000

**Secured Against:** Primary Security against all the current assets and Collateral security against Land owned by Kusumlata Sharma, Vikram Sharma and Bharat Sharma.

**Interest Rate:** 9.25%

**Repayment Schedule:** Equal principal repayment of Rs.1,63,631 starting from 30/09/2021 to 31/08/2024.

**ii. Vehicle Loan**

**Sanctioned Amount:** Rs. 20,17,998.

**Secured Against:** Vehicle

**Interest Rate:** 7.20%

**Repayment Schedule:** Equal instalment of Rs. 40,054 starting from 05/04/2022 to 05/03/2027.

**Secure Loan from NBFC:**

**i. Vehicle Loan:**

**Sanctioned Amount:** Rs. 6,00,000.

**Secured Against:** Vehicle

**Interest Rate:** 10.46%

**Repayment Schedule:** Equal instalment of Rs. 14,990 starting from 01/12/2018 to 01/11/2022.

**Unsecured Loans:**

Loan from directors and their relatives are repayable or renewable after one year.

**Annexure 8: Statement showing Long Term Provision as Restated:**

(Rs in Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Provision for other Expenses	13.47	8.89	7.81	5.67
<b>Total</b>	<b>13.47</b>	<b>8.89</b>	<b>7.81</b>	<b>5.67</b>

**Annexure 9: Statement showing Short Term Borrowings as Restated:**

(Rs in Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Secured Loan</b>				
<b>From Scheduled Bank</b>				
Bank Overdraft	457.30	483.53	343.68	466.53
Current Maturity of Long Term Borrowing	21.85	23.35	23.09	11.44
From Non Banking Financial Company	-	-	1.16	1.61
<b>Total</b>	<b>479.15</b>	<b>506.88</b>	<b>367.92</b>	<b>479.57</b>

**Secured Loan from Scheduled Bank:**

**i. Bank Overdraft**

**Sanctioned Amount:** Rs.5,01,00,000

**Secured Against:** Primary Security against all the current assets and Collateral security against Land owned by Kusumlata Sharma, Vikram Sharma and Bharat Sharma.





Interest Rate: CD Rate + 3.08%

**Annexure 10: Statement showing Trade Payable as Restated:**

(Rs in Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Trade Payables</b>				
Micro Small and Medium Enterprises	-	-	-	-
Others	1,108.17	519.11	541.11	423.59
<b>Total</b>	<b>1,108.17</b>	<b>519.11</b>	<b>541.11</b>	<b>423.59</b>

**10.1. Statement showing Ageing of Trade Payable For period ending 30<sup>th</sup> September, 2023:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i	MSME	-	-	-	-	-
ii	Others	1,108.17	-	-	-	<b>1,108.17</b>
iii	Disputed Dues- MSME	-	-	-	-	-
iv	Undisputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>1,108.17</b>	-	-	-	<b>1,108.17</b>

**10.2 Statement showing Ageing of Trade Payable for the Year 2022-2023:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i	MSME	-	-	-	-	-
ii	Others	519.11	-	-	-	519.11
iii	Disputed Dues- MSME	-	-	-	-	-
iv	Undisputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>519.11</b>	-	-	-	<b>519.11</b>

**10.3 Statement showing Ageing of Trade Payable for the Year 2021-2022:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i	MSME	-	-	-	-	-
ii	Others	541.11	-	-	-	<b>541.11</b>
iii	Disputed Dues- MSME	-	-	-	-	-
iv	Undisputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>541.11</b>	-	-	-	<b>541.11</b>

**10.4 Statement showing Ageing of Trade Payable for the Year 2020-2021:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i	MSME	-	-	-	-	-
ii	Others	410.47	13.12	-	-	<b>423.59</b>
iii	Disputed Dues- MSME	-	-	-	-	-
iv	Undisputed Dues - Others	-	-	-	-	-
<b>Total</b>		<b>410.47</b>	<b>13.12</b>	-	-	<b>423.59</b>



Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have not been identified by the Company since No supplier has intimated the company about its status as Micro or small Enterprises or its registration with the appropriate Authority under 'The Micro, Small and Medium Enterprises Development Act, 2006.

**Annexure 11: Statement showing Other Current Liabilities as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Advances Received From Customer	8.60	1.99	2.24	0.04
Creditors For Expenses	1.77	0.73	8.85	3.00
Statutory Payables	11.34	32.33	11.16	27.34
<b>Total</b>	<b>21.71</b>	<b>35.05</b>	<b>22.25</b>	<b>30.38</b>

**Annexure 12: Statement showing Short Term Provision as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Provision for Income Tax	67.22	67.46	2.53	5.42
Provision for Other Expenses	6.71	2.45	2.44	2.39
<b>Total</b>	<b>73.93</b>	<b>69.91</b>	<b>4.97</b>	<b>7.81</b>

**Annexure 13: Statement showing Property, Plant and Equipment and Intangible Assets as Restated:**

**13.1: Statement for the period ending 30<sup>th</sup> September, 2023**

(Rs in Lakhs)

No	Particular	Gross Assets				Accumulated Depreciation				Net Block	
		Opening Balance	Addition	Sold	Total	Opening Balance	Addition	Sold	Total	2022-2023	2021-2022
I	Furniture And Fixture	7.25	0.42	-	7.68	2.52	0.64	-	3.15	4.52	4.73
II	Office Equipment	6.15	0.66	-	6.80	4.10	0.49	-	4.58	2.22	2.05
III	Computer	0.64	-	-	0.64	0.43	0.07	-	0.50	0.15	0.22
IV	Motor Cycles	0.47	-	-	0.47	0.39	0.01	-	0.40	0.07	0.08
V	Motor Vehicle	37.78	-	11.56	26.22	16.40	2.71	9.33	9.79	16.43	21.38
<b>Total</b>		<b>52.29</b>	<b>1.08</b>	<b>6.00</b>	<b>41.81</b>	<b>23.83</b>	<b>3.91</b>	<b>9.33</b>	<b>18.42</b>	<b>23.39</b>	<b>28.46</b>

**13.2: Statement for the year 2022-2023**

(Rs in Lakhs)

No	Particular	Gross Assets				Accumulated Depreciation				Net Block	
		Opening Balance	Addition	Sold	Total	Opening Balance	Addition	Sold	Total	2022-2023	2021-2022
I	Furniture And Fixture	6.75	0.50	-	7.25	1.00	1.52	-	2.52	4.73	5.75
II	Office Equipment	5.56	0.59	-	6.15	2.58	1.52	-	4.10	2.05	2.98
III	Computer	0.46	0.18	-	0.64	0.39	0.04	-	0.43	0.22	0.07
IV	Motor Cycles	0.47	-	-	0.47	0.36	0.03	-	0.39	0.08	0.11



V	Motor Vehicle	37.78	-	-	37.78	8.94	7.47	-	16.40	21.38	28.84
<b>Total</b>		<b>51.02</b>	<b>1.27</b>	<b>-</b>	<b>52.29</b>	<b>13.26</b>	<b>10.57</b>	<b>-</b>	<b>23.83</b>	<b>28.46</b>	<b>37.76</b>

**13.3: Statement for the year 2021-2022**

(Rs in Lakhs)

No	Particular	Gross Assets				Accumulated Depreciation				Net Block	
		Opening Balance	Addition	Sold	Total	Opening Balance	Addition	Sold	Total	2022-2023	2021-2022
I	Furniture And Fixture	1.31	5.45	-	6.75	0.84	0.16	-	1.00	5.75	1.31
II	Office Equipment	2.75	2.81	-	5.56	1.16	1.42	-	2.58	2.98	2.75
III	Computer	0.35	0.11	-	0.46	0.31	0.08	-	0.39	0.07	0.35
IV	Motor Cycles	0.47	-	-	0.47	0.32	0.04	-	0.36	0.11	0.47
V	Motor Vehicle	11.56	26.22	-	37.78	7.11	1.82	-	8.94	28.84	11.56
<b>Total</b>		<b>16.44</b>	<b>34.58</b>	<b>-</b>	<b>51.02</b>	<b>9.74</b>	<b>3.52</b>	<b>-</b>	<b>13.26</b>	<b>37.76</b>	<b>6.70</b>

**13.4: Statement for the year 2020-2021**

(Rs in Lakhs)

No	Particular	Gross Assets				Accumulated Depreciation				Net Block	
		Opening Balance	Addition	Sold	Total	Opening Balance	Addition	Sold	Total	2022-2023	2021-2022
I	Furniture And Fixture	1.31	-	-	1.31	0.68	0.16	-	0.84	0.47	0.63
II	Office Equipment	1.30	1.45	-	2.75	0.67	0.49	-	1.16	1.59	0.63
III	Computer	0.35	-	-	0.35	0.25	0.06	-	0.31	0.04	0.10
IV	Motor Cycles	0.47	-	-	0.47	0.26	0.05	-	0.32	0.15	0.21
V	Motor Vehicle	11.56	-	-	11.56	5.56	1.55	-	7.11	4.45	6.00
<b>Total</b>		<b>14.99</b>	<b>1.45</b>	<b>-</b>	<b>16.44</b>	<b>7.42</b>	<b>2.32</b>	<b>-</b>	<b>9.74</b>	<b>6.70</b>	<b>7.57</b>

**Annexure 14: Statement showing Other Non-Current Assets as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Other Deposits	3.54	3.34	3.34	3.56
<b>Total</b>	<b>3.54</b>	<b>3.34</b>	<b>3.34</b>	<b>3.56</b>

**Annexure 15: Statement showing Deferred Tax Assets as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Tax On Temporary Timing Difference				
Depreciation Difference	1.42	2.08	1.19	0.88
Gratuity Expenses	1.38	0.31	0.75	1.94
<b>Total</b>	<b>2.79</b>	<b>2.39</b>	<b>1.94</b>	<b>2.83</b>

**Annexure 16: Statement showing Inventories as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
------------	--	-------------------	-------------------	-------------------



Inventories	712.58	638.65	445.24	148.53
- Valued at Cost or NRV whichever is lower				
<b>Total</b>	<b>712.58</b>	<b>638.65</b>	<b>445.24</b>	<b>148.53</b>

**Annexure 17: Statement showing Trade Receivables as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Trade Receivables	1,415.48	887.93	576.46	799.63
<b>Total</b>	<b>1,415.48</b>	<b>887.93</b>	<b>576.46</b>	<b>799.63</b>

**17.1 Statement showing Ageing of Trade Receivables for the period ending 30<sup>th</sup> September, 2023:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More Than 3 years	
i	<b>Undisputed Trade receivables</b>						
	Considered Good	1,241.57	35.70	53.44	39.34	45.44	<b>1,415.48</b>
	Considered Doubtful	-	-	-	-	-	-
ii	<b>Disputed Trade receivables</b>						
	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
<b>Total</b>		<b>1,241.57</b>	<b>35.70</b>	<b>53.44</b>	<b>39.34</b>	<b>45.44</b>	<b>1,415.48</b>

**17.2 Statement showing Ageing of Trade Receivables for the Year 2022-2023:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More Than 3 years	
i	<b>Undisputed Trade receivables</b>						
	Considered Good	572.17	197.12	90.25	-	28.40	<b>887.93</b>
	Considered Doubtful	-	-	-	-	-	-
ii	<b>Disputed Trade receivables</b>						
	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
<b>Total</b>		<b>572.17</b>	<b>197.12</b>	<b>90.25</b>	<b>-</b>	<b>28.40</b>	<b>887.93</b>

**17.3 Statement showing Ageing of Trade Receivables for the Year 2021-2022:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More Than 3 years	
I	<b>Undisputed Trade receivables</b>						
	Considered Good	277.85	199.42	70.78	28.40	-	<b>576.46</b>
	Considered Doubtful	-	-	-	-	-	-
ii	<b>Disputed Trade receivables</b>						
	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-



<b>Total</b>	<b>277.85</b>	<b>199.42</b>	<b>70.78</b>	<b>28.40</b>	<b>-</b>	<b>576.46</b>
--------------	---------------	---------------	--------------	--------------	----------	---------------

**17.4 Statement showing Ageing of Trade Receivables For the Year 2020-2021:**

(Rs in Lakhs)

No	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 Years	2-3 Years	More Than 3 years	
i	<b>Undisputed Trade receivables</b>						
	Considered Good	499.65	225.7	74.28	-	-	<b>799.63</b>
	Considered Doubtful	-	-	-	-	-	-
ii	<b>Disputed Trade receivables</b>						
	Considered Good	-	-	-	-	-	-
	Considered Doubtful	-	-	-	-	-	-
<b>Total</b>		<b>499.65</b>	<b>225.7</b>	<b>74.28</b>	<b>-</b>	<b>-</b>	<b>799.63</b>

**Annexure 18: Statement showing Cash and Cash Equivalents as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Cash In Hand</b>	3.25	1.90	3.31	3.65
<b>Balances with Bank</b>				
As a Bank Balances	5.86	0.86	40.68	1.65
<b>Total</b>	<b>9.12</b>	<b>2.76</b>	<b>43.99</b>	<b>5.30</b>

**Annexure 19: Statement showing Short Term Loans and Advances as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
To Related Party	5.57	6.67	136.89	329.11
To Others	21.89	4.41	3.44	5.11
<b>Total</b>	<b>27.47</b>	<b>11.08</b>	<b>140.33</b>	<b>334.23</b>

**Annexure 20: Statement showing Other Current Assets as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Advances Given</b>				
To Creditors	5.55	31.05	3.85	-
Balance With Revenue Authority	5.29	11.16	31.67	-
Prepaid Expenses	29.08	0.78	0.25	0.25
<b>Total</b>	<b>39.92</b>	<b>42.99</b>	<b>35.77</b>	<b>0.25</b>

**Annexure 21: Statement showing Revenue From Operations as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Sale Of Goods	4,198.54	4,623.84	4,692.19	3,542.70
Commission on Sales	78.76	93.12	21.88	20.90
<b>Total</b>	<b>4,277.30</b>	<b>4,716.96</b>	<b>4,714.07</b>	<b>3,563.60</b>



**Annexure 22: Statement showing Other Income as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Discount Income	2.98	5.63	4.42	33.68
Interest On IT Refund	-	-	-	-
Profit On Sale of Fixed Asset	4.36	-	-	-
<b>Total</b>	<b>7.34</b>	<b>5.63</b>	<b>4.42</b>	<b>33.68</b>

**Annexure 23: Statement showing Purchases Made During the Year as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Purchases Made During The Year	4,070.14	4,492.53	4,855.88	3,452.57
<b>Total</b>	<b>4,070.14</b>	<b>4,492.53</b>	<b>4,855.88</b>	<b>3,452.57</b>

**Annexure 24: Statement showing Changes in Inventory as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Opening Stock	638.65	445.24	148.53	146.09
Closing Stock	(712.58)	(638.65)	(445.24)	(148.53)
<b>Total</b>	<b>(73.93)</b>	<b>(193.42)</b>	<b>(296.71)</b>	<b>(2.44)</b>

**Annexure 25: Statement showing Employee Benefits Expense Changes as Restated:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Salaries, Wages and Bonus	9.54	12.98	9.97	11.73
Director's Remuneration	15.42	14.00	14.00	11.00
Contribution To Employee Welfare Fund	5.47	1.21	2.41	6.22
Other Expenses	-	0.21	1.94	-
<b>Total</b>	<b>30.42</b>	<b>28.40</b>	<b>28.31</b>	<b>28.96</b>

**25.1 Funded Status of Plan:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Present value of unfunded obligations	15.31	9.84	8.63	6.22
Present value of funded obligations	-	-	-	-
Fair value of plan assets	-	-	-	-
Net Liability (Asset)	15.31	9.84	8.63	6.22

**25.2 Profit and Loss account for the Period:**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Current service cost	0.63	1.23	1.01	6.22
Interest on obligation	0.35	0.57	0.38	-
Expected return on plan assets	-	-	-	-
Net actuarial loss/(gain)	4.49	(0.59)	1.01	-
Recognised Past Service Cost-Vested	-	-	-	-
Recognised Past Service Cost-Unvested	-	-	-	-
Loss/(gain) on curtailments and settlement	-	-	-	-



Total included in 'Employee Benefit Expense'	5.47	1.21	2.41	6.22
--	------	------	------	------

### 25.3 Defined Benefit Obligation:

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Opening Defined Benefit Obligation	9.84	8.63	6.22	-
Current service cost	0.63	1.23	1.01	6.22
Interest cost	0.35	0.57	0.38	-
Actuarial loss (gain)	4.49	(0.59)	1.01	-
Closing Defined Benefit Obligation	15.31	9.84	8.63	6.22

### 25.4 Reconciliation of Net Defined Liability:

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Net opening provision in books of accounts	9.84	8.63	6.22	-
Transfer in/(out) obligation	-	-	-	-
Transfer (in)/out plan assets	-	-	-	-
Employee Benefit Expense as per 3.2	5.47	1.21	2.41	6.22
Benefits paid by the Company	-	-	-	-
Contributions to plan assets	-	-	-	-
Closing provision in books of accounts	15.31	9.84	8.63	6.22

### 25.5 Principle actuarial assumptions:

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Discount Rate	7.35% p.a.	7.45% p.a.	6.95% p.a.	6.45% p.a.
Salary Growth Rate	NA	10.00% p.a.	10.00% p.a.	10.00% p.a.
Withdrawal Rates				
Age 25 and below	20.00% p.a.	20.00% p.a.	20.00% p.a.	20.00% p.a.
Age 25 to 35	15.00% p.a.	15.00% p.a.	15.00% p.a.	15.00% p.a.
Age 35 to 45	10.00% p.a.	10.00% p.a.	10.00% p.a.	10.00% p.a.
Age 45 to 55	5.00% p.a.	5.00% p.a.	5.00% p.a.	5.00% p.a.
Age 55 and above	1.00% p.a.	1.00% p.a.	1.00% p.a.	1.00% p.a.

### 25.6 Table of Experience Adjustment:

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Defined Benefit Obligation	15.31	9.84	8.63	6.22
Plan Assets	-	-	-	-
Surplus/(Deficit)	(15.31)	(9.84)	(8.63)	(6.22)
Experience adjustments on plan liabilities	4.37	(0.15)	1.41	-
Actuarial loss/(gain) due to change in financial assumptions	0.11	(0.44)	(0.40)	-
Actuarial loss/ (gain) due to change in demographic assumption	-	-	-	-
Experience adjustments on plan assets	-	-	-	-
Net actuarial loss/ (gain) for the year	4.49	(0.59)	1.01	-



**Annexure 26: Statement Showing Finance Costs as Restated**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Bank Charges	0.03	3.53	1.49	5.37
Interest Expenses	30.69	66.67	63.12	66.83
<b>Total</b>	<b>30.71</b>	<b>70.20</b>	<b>64.61</b>	<b>72.20</b>

**Annexure 27: Statement Showing Other Expenses as Restated**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Direct Expenses</b>				
Power Charges	0.50	0.32	0.38	0.64
Freight and Transportation Charges	10.76	5.16	16.28	5.88
Labour Charges	1.31	1.10	3.80	0.72
<b>Administrative Expenses</b>				
Advertising Expenses	0.06	0.32	-	0.02
Audit Fees	0.50	1.00	0.55	0.50
Commission & Brokerage	2.51	3.48	4.03	0.01
Communication Expenses	0.37	1.42	0.80	0.52
Conveyance And Travelling Expense	0.05	0.86	-	-
Donation	0.78	0.06	0.05	0.05
Insurance Charges	0.18	0.33	0.60	0.21
Legal, Professional & Consultancy Charges	3.18	5.13	0.22	0.26
Office and General Expenses	1.92	8.81	11.46	6.97
Printing And Stationery	0.30	0.37	0.31	0.25
Rent, Rates & Taxes	9.70	12.08	10.89	4.53
Repairs & Maintenance	0.95	0.95	0.42	0.47
<b>Total</b>	<b>33.07</b>	<b>41.39</b>	<b>49.79</b>	<b>21.03</b>

**Annexure 28: Statement Showing Earning Per Share as Restated**

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Number of shares at the beginning of the year	2,05,000	2,05,000	2,05,000	2,05,000
Number of shares at the end of the year	24,60,000	2,05,000	2,05,000	2,05,000
Weighted average number of shares	24,60,000	2,05,000	2,05,000	2,05,000
Profit After Tax	141.99	201.76	6.01	13.30
Earnings Per Share (Rs.)	5.77	98.42	2.93	6.49

**Annexure 29: Statement Showing Reconciliation of Profit**

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
<b>Profit As Per Signed Balance Sheet</b>	144.90	185.23	21.37	15.14
Restatement of Other Income	-	-	(12.13)	3.35
Restatement of Employee Benefits Expense	(5.47)	(0.33)	(2.63)	(6.29)
Restatement of Finance Costs	-	0.01	0.01	0.01
Restatement of Depreciation and Amortization Expense	(0.03)	3.50	0.71	(0.44)
Restatement of Other Expenses	3.00	(0.66)	(3.58)	3.94
Restatement of Income Tax Expenses	(0.82)	15.63	3.12	(4.28)
Restatement of Deferred Tax Expenses	0.41	(1.62)	(0.88)	1.88





<b>Profit As Per Restated Profit and Loss Account</b>	<b>141.99</b>	<b>201.76</b>	<b>6.01</b>	<b>13.30</b>
---	---------------	---------------	-------------	--------------

### Annexure 30: Tax Shield

(Rs in Lakhs)

Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
Profit before tax (III- IV)	190.31	272.90	13.07	22.64
<b>Disallowed item</b>				
Non-Deduction of TDS	0.46	0.01	2.68	0.61
Statutory Payment	-	7.07	4.78	12.13
Dep as per Companies Act	3.91	10.57	3.52	2.32
Dep as per Income Tax Act, 1961	(2.18)	-6.13	-4.23	-1.76
<b>Profit as per Income Tax</b>	<b>193.60</b>	<b>284.42</b>	<b>19.82</b>	<b>35.94</b>
<b>Rate of Tax</b>	<b>25.17%</b>	<b>25.17%</b>	<b>31.20%</b>	<b>31.20%</b>
<b>Income Tax Provision</b>	<b>48.72</b>	<b>71.58</b>	<b>6.18</b>	<b>11.21</b>

### Annexure 31: Statement showing details of related party and their relations with the company:

S. No	Name of Person	Relation With the Company
1	Bharat Shivratan Sharma	Director
2	Vikram Shivratan Sharma	
3	Ankit Agrawal	
4	Madhuri Mistry	
5	Shweta Saparia	
6	Kusumlata Sharma	Shareholder
7	Neha Vikram Sharma	
8	Shalini Bharat Sharma	
9	Pooja Upmanyu	Relative of Director
10	Shree Jay Aar & Sons	Enterprise in which KMP has direct Control
11	Shree Maruti Tubes	
12	Shree Kamdhenu Machinery Private Limited	
13	Shree Enterprises	

### 31.1 Details of Related Party Transactions:

(Rs in Lakhs)

Sr. No.	Particular	Name of Transaction	As at 30 <sup>th</sup> September, 2023	2022-23	2021-22	2020-21
1	Bharat Shivratan Sharma	Office Rent	0.08	0.90	1.00	1.00
		Director's Remuneration	7.50	7.00	7.00	5.50
		Loan	16.00	18.17	25.83	16.76
2	Vikram Shivratan Sharma	Office Rent	0.08	0.90	1.00	1.00
		Director's Remuneration	7.50	7.00	7.00	5.50
		Unsecured Loan	94.95	65.83	40.12	51.77
3	Kusumlata Sharma	Unsecured Loan	49.10	80.93	40.39	85.08
4	Neha Vikram Sharma	Unsecured Loan	1.45	14.83	13.27	8.17
5	Shalini Bharat Sharma	Unsecured Loan	24.80	12.39	20.24	1.91
6	Pooja Upmanyu	Unsecured Loan	-	1.41	2.79	0.95
7	Dhruv Karia	Salary	1.50	-	-	-
8	Ankit Agrawal	Salary	0.14	-	-	-
9	Madhuri Mistry	Salary	0.13	-	-	-
10	Shweta Saparia	Salary	0.14	-	-	-
11	Shree Jay Aar & Sons	Unsecured Loan	-	-	-	0.45



12	Shree Maruti Tubes	Loans and Advances	345.93	304.18	409.16	477.22
13	Shree Kamdhenu Machinery Private Limited	Sale	-	77.99	-	-
14	Shree Enterprises	Sale	-	-	61.83	-

### 31.2 Closing Balances of Related Parties:

(Rs in Lakhs)

Sr. No.	Particular	Name of Transaction	As at 30 <sup>th</sup> September, 2023	2022-23	2021-22	2020-21
1	Bharat Shivratana Sharma	Unsecured Loan	4.96	2.64	34.63	39.68
2	Vikram Shivratana Sharma	Unsecured Loan	5.26	3.04	46.55	56.13
3	Kusumlata Sharma	Unsecured Loan	13.16	115.21	92.08	97.83
4	Neha Vikram Sharma	Unsecured Loan	27.40	27.37	19.73	6.70
5	Shalini Bharat Sharma	Unsecured Loan	53.87	24.86	25.57	7.64
6	Pooja Upmanyu	Unsecured Loan	12.50	12.17	11.76	8.97
7	Shree Jay Aar & Sons	Unsecured Loan	-	-	-	28.53
8	Shree Maruti Tubes	Loans and Advances	5.57	-	119.04	329.11
9	Shree Kamdhenu Machinery Private Limited	Trade Receivable	23.64	28.65	-	-

### Annexure 32: Statement showing ratios:

Sr. No.	Particular	As at 30 <sup>th</sup> September, 2023	As at March, 2023	As at March, 2022	As at March, 2021
1	Current Ratio	1.31	1.40	1.33	1.37
2	Debt Equity Ratio	1.48	2.68	9.74	12.90
3	Debt Service Coverage Ratio	0.35	0.49	0.17	0.15
4	Return On Equity Ratios	41.92%	120.91%	9.54%	24.94%
5	Inventory Turnover Ratio	6.04	8.30	16.43	23.49
6	Trade Receivables Turnover Ratio	3.71	6.44	6.85	5.02
7	Trade Payables Turnover Ratio	5.00	8.47	10.07	7.74
8	Net Capital Turnover Ratio	8.20	10.42	15.43	10.28
9	Net Profit Ratio	3.32%	4.28%	0.13%	0.37%
10	Return On Capital Employed	41.66%	78.52%	20.86%	31.05%



## OTHER FINANCIAL INFORMATION

### Other Financial Information

(Amount in Lakhs)

Particulars	As at 30 <sup>th</sup> September, 2023	As At		
		31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Net Worth	409.73	267.74	65.98	59.98
Average Net Worth	338.74	166.86	62.98	29.99
Profit Attributable to the Owners of the Company	141.99	201.76	6.01	13.30
<b>Weighted Average Number of Equity Shares Outstanding During the Period/Year</b>				
For Basic Earnings Per Share	24,60,000.00	2,05,000.00	2,05,000.00	2,05,000.00
For Diluted Earnings Per Share	24,60,000.00	2,05,000.00	2,05,000.00	2,05,000.00
Number of Shares Outstanding at the End of the Period/Year	24,60,000.00	2,05,000.00	2,05,000.00	2,05,000.00
Restated Basic Earnings Per Share (INR) (C/D)	5.77	98.42	2.93	6.49
Restated Diluted Earnings Per Share (INR) (C/E)	5.77	98.42	2.93	6.49
Return on Average Net Worth (%) (C/B)	41.92%	120.91%	9.54%	44.35%
Net Assets Value Per Share of INR 10/- Each (A/F)	16.66	130.61	32.19	29.26
Face Value (INR)	10.00	10.00	10.00	10.00
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	224.93	353.68	81.21	97.17
<b>Notes:</b>				
1. The ratios have been computed as below:				
<b>Basic earnings per share (INR)</b> = net profit after tax attributable to owners of the Company, as restated / Weighted average number of equity shares outstanding during the year.				
<b>Diluted earnings per share (INR)</b> = net profit after tax attributable to owners of the Company, as restated / Weighted average number of potential equity shares outstanding during the year.				
<b>Return on average net worth (%)</b> = Net profit after tax attributable to owners of the Company, as restated / Average net worth as restated.				
<b>Net asset value per share (INR)</b> = net worth, as restated / number of equity shares outstanding as at year end.				
2. Earning per share (EPS) calculation is in accordance with the notified Indian Accounting Standard (Ind AS) 33 'Earnings per share' prescribed by the Companies (Indian Accounting Standards Rules, 2015, as amended).				
3. The amounts disclosed above are based on the restated financial information of the Company.				
4. Net worth means the aggregate value of the paid up share capital of the Company and all reserves created out of profits and securities premium as per restated statement of assets and liabilities of the Company.				
5. Earnings before interest, tax, depreciation and amortisation (EBITDA) is as per restated statement of profit and loss of the Company for respective reported period/years.				



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial position and results of operations together with our Restated Standalone Financial Information, which have been included in this Prospectus. You should also read the section entitled "RISK FACTORS" beginning on page 18 and "FORWARD LOOKING STATEMENTS" beginning on page no. 11, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion and analysis of our financial position and results of operations is based on our Restated Standalone Financial Information for the period ended 30<sup>th</sup> September, 2023 and for the financial years ended March 31<sup>st</sup>, 2023, 2022 and 2021 including the related notes and reports, included in this Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Standalone Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors such as those described under "RISK FACTORS" and "FORWARD LOOKING STATEMENTS" on pages 18 and 11, respectively, and elsewhere in this Prospectus. Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.*

### BUSINESS OVERVIEW

Our Company, Shree Marutinandan Tubes Limited, established in 2013 swiftly evolved into a trusted name in the steel industry. We specialize in trading a wide array of steel pipes, including Galvanized, ERW MS, Black, and Solar Structural Pipes, catering to diverse sectors such as Agriculture, Oil, Public Health, Housing, and Engineering. By adhering to stringent quality standards and customer-focused values, we garnered a strong reputation for reliability and excellence.

Our founders, Mr. Vikram Shivratan Sharma, Mr. Bharat Shivratan Sharma and Mrs. Kusumlata Shivratan Sharma, possess over a decade of profound steel industry expertise, driving our growth with innovative strategies. Our well-established distribution network ensures widespread availability of our products, primarily reaching wholesalers and distributors in the domestic market. We cultivate robust supplier relationships, enabling us to acquire high-quality inventory in substantial volumes, translating into competitive pricing for our customers.

For more details kindly refer our chapter titled "BUSINESS OVERVIEW" begins from page No. 88 of this Prospectus.

### Key Performance Indicators of our Company:

(Rs. In Lakhs)

Key Financial Performance	For the period ended 30 <sup>th</sup> September, 2023	For 31 <sup>st</sup> March,		
		2023	2022	2021
Revenue from Operations <sup>(1)</sup>	4277.30	4,716.96	4,714.07	3,563.60
Growth in Revenue from Operations <sup>(2)</sup>	81.36%	0.06%	24.41%	17.40%
EBITDA <sup>(3)</sup>	224.93	353.67	81.20	97.16
EBITDA Margin <sup>(4)</sup>	5.25%	7.49%	1.72%	2.70%
PAT <sup>(5)</sup>	141.99	201.76	6.01	13.30
PAT Margin <sup>(6)</sup>	3.31%	4.27%	0.13%	0.37%

Note:

- (1) Revenue from operation means revenue from sales;
- (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period;
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses;
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations;
- (5) PAT is calculated as Profit before tax – Taxes;
- (6) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES



For details in respect of Statement of Significant Accounting Policies, please refer Restated Financial Statements under chapter titled “RESTATED FINANCIAL STATEMENTS” beginning on page no. 128 of this Prospectus.

### Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “RISK FACTORS” beginning on page 18 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our ability to retain and hire key employees or maintain good relations with our workforce;
4. Impact of any reduction in sales of our services/products;
5. Rapid Technological advancement and inability to keep pace with the change;
6. Increased competition in industries/sector in which we operate;
7. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
8. Changes in laws and regulations relating to the Sectors in which we operate;
9. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
10. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
11. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition; and
12. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

### BRIEF FINANCIALS OF OUR COMPANY

(₹ In Lakhs)

Particulars	For the period ended September 30 <sup>th</sup> , 2023		For the year ended March 31,					
			2023		2022		2021	
	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Revenue from operations	4,277.30	99.83	4,716.96	99.88	4,714.07	99.91	3,563.60	99.06
Other Income	7.34	0.17	5.63	0.12	4.42	0.09	33.68	0.94
<b>Total Income</b>	<b>4,284.64</b>	<b>100.00</b>	<b>4,722.58</b>	<b>100.00</b>	<b>4,718.49</b>	<b>100.00</b>	<b>3,597.28</b>	<b>100.00</b>
<b>EXPENDITURE</b>								
Cost of Material Consumed	4,070.14	94.99	4,492.53	95.13	4,855.88	102.91	3,452.57	95.98
Inventory	-73.93	-1.73	-193.42	-4.10	-296.71	-6.29	-2.44	-0.07
Employee Benefits Expenses	30.42	0.71	28.40	0.60	28.31	0.60	28.96	0.80
Finance Cost	30.71	0.72	70.20	1.49	64.61	1.37	72.20	2.01
Depreciation and amortization Expenses	3.91	0.09	10.57	0.22	3.52	0.07	2.32	0.06
Other Expenses	33.07	0.77	41.39	0.88	49.79	1.06	21.03	0.58
<b>TOTAL EXPENSES</b>	<b>4,094.33</b>	<b>95.56</b>	<b>4,449.68</b>	<b>94.22</b>	<b>4,705.41</b>	<b>99.72</b>	<b>3,574.64</b>	<b>99.37</b>
<b>Profit Before Tax</b>	<b>190.31</b>	<b>4.44</b>	<b>272.90</b>	<b>5.78</b>	<b>13.07</b>	<b>0.28</b>	<b>22.64</b>	<b>0.63</b>
<b>Tax Expenses</b>								
Current Tax	48.72	1.14	71.58	1.52	6.18	0.13	11.21	0.31
Deferred Tax (Liabilities) / Assets	-0.41	-0.01	(0.44)	(0.01)	0.88	0.02	(1.88)	(0.05)
<b>Profit After Tax</b>	<b>141.99</b>	<b>3.31</b>	<b>201.76</b>	<b>4.27</b>	<b>6.01</b>	<b>0.13</b>	<b>13.30</b>	<b>0.37</b>

### Financial Performance Highlights for the period ended 30<sup>th</sup> September, 2023:

The following descriptions set forth information with respect to the key components of our profit and loss statement.

#### 1. INCOME:



**Revenue from Operation:** Our Company's total revenue during the period (April 01, 2023 to September 30, 2023) was ₹ 4,284.64 Lakhs. The revenue from operation was ₹ 4,277.30 Lakhs which is almost 99.83% of Total Revenue which consist of trading of ERW/MS Pipes, black pipes and Structural pipes.

**Other Income:** Other Income during the period (April 01, 2022 to September, 2023) was ₹7.34 Lakhs which is 0.17% of the Total Revenue.

## 2. EXPENSES:

**Total Expenses:** Our Company's total expenses during the said period (April 01, 2023 to September 30, 2023) were ₹ 4,094.33 Lakhs. The Total Expenditure is almost 95.56% of Total Revenue. The main constituent of Total Expenditure is Cost of Material Consumed which was ₹4,070.14 Lakhs, almost 94.99% of Total Revenue.

**Employee Benefits Expense:** The Employee Benefit Expenses for the said period (April 01, 2023 to September 30, 2023) was ₹ 30.42 Lakhs, almost 0.71% of Total Revenue.

**Finance Cost:** The Finance Cost for the said period (April 01, 2023 to September 30, 2023) was ₹ 30.71 Lakhs, almost 0.72% of Total Revenue.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a Written down value method on pro rata basis and at the rates prescribed under schedule II of the Companies Act, 2013.

**Other Expenses:** Other expenses includes Direct expenses, Office expenses, selling & Administrative expenses, professional fees, rent expenses, travelling expenses and other miscellaneous expenses. Total other expenses for the said period (April 01, 2023 to September 30, 2023) was ₹ 33.07 Lakhs, almost 0.77% of Total Revenue.

## Financial Performance Highlights for the period ended 31<sup>st</sup> March, 2023:

The following descriptions set forth information with respect to the key components of our profit and loss statement.

## 3. INCOME:

**Revenue from Operation:** Our Company's total revenue during the period (April 01, 2022 to March 31, 2023) was ₹ 4,722.58 Lakhs. The revenue from operation was ₹4,716.96 Lakhs which is almost 99.88% of Total Revenue which consist of trading of ERW/MS Pipes, black pipes and Structural pipes.

**Other Income:** Other Income during the period (April 01, 2022 to March 31, 2023) was ₹5.63 Lakhs which is 0.12% of the Total Revenue.

## 4. EXPENSES:

**Total Expenses:** Our Company's total expenses during the said period (April 01, 2022 to March 31, 2023) were ₹4,449.68 Lakhs. The Total Expenditure is almost 94.22% of Total Revenue. The main constituent of Total Expenditure is Cost of Material Consumed which was ₹4,492.53 Lakhs, almost 95.13% of Total Revenue.

**Employee Benefits Expense:** The Employee Benefit Expenses for the said period (April 01, 2022 to March31, 2023) was ₹28.40 Lakhs, almost 0.60% of Total Revenue.

**Finance Cost:** The Finance Cost for the said period (April 01, 2022 to March 31, 2023) was ₹70.20 Lakhs, almost 1.49% of Total Revenue.

**Depreciation and Amortization Expense:** We recognize Depreciation and Amortization expense on a Written down value method on pro rata basis and at the rates prescribed under schedule II of the Companies Act, 2013.

**Other Expenses:** Other expenses includes Direct expenses, Office expenses, selling & Administrative expenses, professional fees, rent expenses, travelling expenses and other miscellaneous expenses. Total other expenses for the said period (April 01, 2022 to March 31, 2023) was ₹41.39 Lakhs, almost 0.88% of Total Revenue.

## 5. PROFIT:

**Profit/ (Loss) Before Tax:** The Restated Profit Before Tax for the said period (April 01, 2022 to March 31, 2023) was ₹272.90 Lakhs, almost 5.78% of Total Revenue.



**Profit/ (Loss) after Tax:** The Restated Profit After Tax for the said period (April 01, 2022 to March 31, 2023) was ₹201.76 Lakhs, almost 4.27% of Total Revenue.

### **Comparison of Financial Performance of Fiscal 2023 with Fiscal 2022**

The following descriptions set forth information with respect to the key components of our profit and loss statement.

#### **1. INCOME:**

**Total Revenue:** During FY 2022-23, the company's revenue from operations and other income remained consistent at ₹ 4,722.58 Lakhs, similar to the amount of ₹ 4,718.49 Lakhs recorded in FY 2021-22. Due to the lack of additional working capital, the company was not able to expand their client base and increase revenue, hence it remained consistent in FY 2022-23, but the fact is that the company Commission Income has increased from ₹ 21.88 Lakhs in FY 2021-22 to ₹ 93.22 Lakhs in FY 2022-23, as some of the sales were conducted directly on a commission basis, in such case the product has been sent directly from the manufacturer premises to clients.

#### **2. EXPENSES:**

**Total Expenses:** The total expenditure for FY 2022-23 has been decreased to ₹4,449.68 Lakhs as against ₹4,705.41 Lakhs in FY 2021-22. This decrease was mainly due to decrease in cost of material consumed during the year as majority of the sale was direct on commission basis during the FY 22-23.

**Purchases Expenses:** The Purchase Expenses for FY 2022-23 has been decreased to ₹ 4,492.53 Lakhs as against ₹ 4,855.88 Lakhs in FY 2021-22. This decrease was mainly due to the reason that in FY 2021-22 we purchased excess material which we used in FY 2022-23 and another reason that some of the sales were conducted directly on a commission basis, in such case the product has been sent directly from the manufacturer premises to clients.

**Employee Benefits Expense:** The Employee Benefit Expenses for FY 2022-23 have remained consistent at ₹28.40 Lakhs, the same as the amount of ₹28.31 Lakhs in FY 2021-22. This was mainly due to no new hiring and no significant changes in employee's remuneration.

**Other Expenses:** The Other Expenses for the FY 2022-2023 have decreased to ₹41.39 Lakhs as against ₹49.79 Lakhs in the FY 2021-22. This decrease was majorly due to decline in freight inward charges, sales promotion expenses and insurance expenses since company was engaged in direct sale on commission basis as stated above.

#### **3. PROFIT:**

**Profit/ (Loss) Before Tax:** The Restated Profit Before Tax for FY 2022-23 has been significantly increased to ₹272.90 Lakhs as against ₹13.07 Lakhs in the FY 2021-22. Despite the sales volume remaining constant during the fiscal year there was a significant increase in Profit before tax due to decrease in total expenses as discussed above, leading to improved profit margins.

**Profit/ (Loss) After Tax:** The Restated Profit After Tax for FY 2022-23 has been significantly increased to ₹201.76 Lakhs as against ₹6.01 Lakhs in the FY 2022-21. Despite the sales volume remaining constant during the fiscal year there was a significant increase in Profit after tax due to decrease in total expenses as discussed above, leading to improved profit margins.

### **Comparison of Financial Performance of Fiscal 2022 with Fiscal 2021**

The following descriptions set forth information with respect to the key components of our profit and loss statement.

#### **1. INCOME:**

**Total Revenue:** During FY 2021-22 the revenue from operation and other income of the company increased to ₹ 4,718.49 Lakhs as against ₹ 3,563.60 Lakhs in FY 2020-21. This increase was mainly due to our association with new clients along with increased revenue from existing clients.

#### **2. EXPENSES:**

**Total Expenses:** The total expenditure for FY 2021-22 increased to ₹ 4,705.41 Lakhs as against ₹ 3,574.64 Lakhs in FY 2020-21. This increase was mainly due to increase in cost of material consumed and operational expenses due to increase in revenue from operation as mentioned above.



**Employee Benefits Expense:** The Employee Benefit Expenses for FY 2021-22 have remained consistent to ₹28.31 Lakhs, the same as the amount of ₹28.96 Lakhs in FY 2020-21. This was mainly due to no new hiring and no significant changes in employee's remuneration.

**Other Expenses:** The Other Expenses for the FY 2021-2022 increased to ₹49.79 Lakhs as against ₹21.03 Lakhs in the FY 2020-21. This increase was mainly due to increase in operational and administrative expenses like rent, sales & promotion, office expenses and insurance expenses.

### 3. PROFIT:

**Profit/ (Loss) Before Tax:** The Restated Profit Before Tax for FY 2021-22 decreased to ₹13.07 Lakhs as against ₹ 22.64 Lakhs in the FY 2020-21. This decrease was mainly due to increase in operational expenses during the FY as mentioned in total expense above leading to decline in profit margins.

**Profit/ (Loss) after Tax:** The Restated Profit After Tax for FY 2021-22 decreased to ₹ 6.01 Lakhs as against ₹ 13.30 Lakhs in the FY 2020-21. This decrease was mainly due to increase in operational expenses during the FY as mentioned in total expense above leading to decline in profit margins.

### CASH FLOWS:

(₹ In Lakhs)

Particulars	For the period ended September 30 <sup>th</sup> , 2023	For the Year ended March 31 <sup>st</sup>		
		2023	2022	2021
Net Cash from Operating Activities	145.53	(43.95)	268.77	(272.54)
Net Cash from Investing Activities	1.15	(1.27)	(34.58)	(1.45)
Net Cash from Financing Activities	(140.33)	3.99	(195.50)	255.93

#### *Cash Flows from Operating Activities*

Net cash from operating activities for period ended 30<sup>th</sup> September, 2023 was at ₹ 145.53 Lakhs as compared to the Profit Before Tax at ₹ 190.31 Lakhs.

Net cash from operating activities for year ended 31<sup>st</sup> March, 2023 was at ₹ (43.95) Lakhs as compared to the Profit Before Tax at ₹ 272.90 Lakhs. This was primarily due to increase in trade receivables and inventories and additional Income tax impact.

Net cash from operating activities for year ended 31<sup>st</sup> March, 2022 was at ₹ 268.77 Lakhs as compared to the Profit Before Tax at ₹ 13.07 Lakhs. This was primarily due to decrease in trade receivables and short term loans & advances and increase in trade payables.

Net cash from operating activities for year ended 31<sup>st</sup> March, 2021 was at ₹ (272.54) Lakhs as compared to the Profit Before Tax at ₹ 22.64 Lakhs. This was primarily due to increase in trade receivables and short term loans & advances.

#### *Cash Flows from Investment Activities*

For the period ended 30<sup>th</sup> September, 2023, net cash outflows from Investing Activities were ₹ 1.15 Lakhs.

For the year ended 31<sup>st</sup> March, 2023, net cash outflows from Investing Activities were ₹ (1.27) Lakhs. This was mainly on account of Purchase of Fixed Assets.

For the year ended 31<sup>st</sup> March, 2022, net cash outflows from Investing Activities were ₹ (34.58) Lakhs. This was mainly on account of Purchases of Fixed Assets.

For the year ended 31<sup>st</sup> March, 2021, net cash outflows from Investing Activities were ₹ (1.45) Lakhs. This was mainly on account of purchase of Fixed Assets.

#### *Cash Flows from Financing Activities*

For the period ended 30<sup>th</sup> September, 2023, net cash from financing activities was ₹ (140.33) Lakhs.

For the year ended 31<sup>st</sup> March, 2023, net cash from financing activities was ₹ 3.99 Lakhs. This was primarily on account of movement in Long term and Short term Borrowings.





For the year ended 31<sup>st</sup> March, 2022, net cash from financing activities was ₹ (195.50) Lakhs. This was primarily on account of payment on Short term Borrowings and interest.

For the year ended 31<sup>st</sup> March, 2021, net cash from financing activities was ₹ 255.93 Lakhs. This was primarily on account of purchase in long term and short term Borrowings.

**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. There are no Unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Except for any change in economic policy affecting service industry in India, there are no other 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 18 in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues.**

Our Company’s future costs and revenues will be determined by growth of industry in which we operate.

**5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of our business.

**6. Status of any publicly announced New Products or Business Segment.**

Our Company has not announced any new products.

**7. Seasonality of business.**

The nature of business is seasonal. For further detail, please refer to section titled “RISK FACTORS” beginning on page 18 of this Prospectus.

**8. Dependence on few Customer.**

The % of Contribution of our Company’s customer and supplier viz a viz the total revenue from operations and total purchase of goods respectively for the year ended March 31<sup>st</sup>, 2023 is as follows:

**Top Customers:**

(Rs. In Lakhs)

S. No.	Particulars	30 <sup>th</sup> September, 2023		31 <sup>st</sup> March, 2023		31 <sup>st</sup> March, 2022		31 <sup>st</sup> March, 2021	
		%	Amount	%	Amount	%	Amount	%	Amount
1.	Bhanushali Lokhandwala	-	-	7.33	345.76	-	-	-	-
2.	Ritu Steel	8.59	367.31	7.07	333.42	-	-	-	-
3.	Visaman Global Sales Limited	-	-	6.61	311.74	4.21	198.24	2.86	101.81
4.	Raj Steel Enterprise	-	-	5.62	265.15	-	-	-	-
5.	Shivshakti Marketing	2.26	96.96	5.29	249.73	4.44	209.45	-	-
6.	Shreenathji Steel	-	-	-	-	4.43	208.75	3.86	137.70



7.	Rushabhdev Pipes Private Limited	-	-	-	-	4.91	231.54	-	-
8.	Maheshwari Sales Corporation	2.42	103.64	-	-	7.24	341.53	7.37	262.75
9.	Maniratna Steel	-	-	-	-	-	-	6.35	226.34
10.	Mahavir Pipes	-	-	-	-	-	-	5.74	204.72
11.	Shakti Trading Co.	12.71	543.55	-	-	-	-	-	-
12.	Mahadev Corpoartion	8.92	381.65	-	-	-	-	-	-
13.	Parshwanath Padmavati Corporation	3.46	147.93	-	-	-	-	-	-
14.	El-faro venture pvt ltd	3.05	130.59	-	-	-	-	-	-
15.	Steel Dealers	2.94	125.94	-	-	-	-	-	-
16.	Krishna Steel and Tube	2.77	118.53	-	-	-	-	-	-
17.	Shree Labh Steels	2.75	117.54						
18.	Others	50.11	2143.66	68.08	3211.16	74.77	3524.56	73.81	2630.28
	<b>Total</b>	<b>100.00</b>	<b>4277.30</b>	<b>100.00</b>	<b>4716.96</b>	<b>100.00</b>	<b>4714.07</b>	<b>100.00</b>	<b>3563.61</b>

### Top Suppliers:

(Rs. In Lakhs)

S. No.	Particulars	30 <sup>th</sup> September, 2023		31 <sup>st</sup> March, 2023		31 <sup>st</sup> March, 2022		31 <sup>st</sup> March, 2021	
		%	Amount	%	Amount	%	Amount	%	Amount
1.	Ahmedabad Strips Private Limited	44.68	1818.49	65.80	2955.90	45.12	2190.97	37.91	1308.91
2.	Jindal Industries Private Limited	42.86	1744.57	13.45	604.03	38.32	1860.58	46.52	1606.07
3.	Mark Alloys Private Limited	4.13	167.94	2.96	132.78	-	-	-	-
4.	Shree Gayatri Engineering And Galvanizing	-	-	2.67	120.02	-	-	-	-
5.	Hutch India Private Limited	-	-	2.16	96.95	7.33	356.12	7.26	250.55
6.	Khandelwal Décor World	-	-	2.10	94.15	-	-	-	-
7.	Dev Pipes	-	-	-	-	0.79	38.38	-	-
8.	Others	8.33	339.14	10.88	488.70	8.44	409.84	8.31	287.05
	<b>Total</b>	<b>100</b>	<b>4070.14</b>	<b>100.00</b>	<b>4492.53</b>	<b>100.00</b>	<b>4855.88</b>	<b>100.00</b>	<b>3452.57</b>

### 9. Competitive conditions.

Competitive conditions are as described under the Chapters “INDUSTRY OVERVIEW” and “BUSINESS OVERVIEW” beginning on pages 76 and 88, respectively of the Prospectus.

### 10. Details of material developments after the date of last balance sheet i.e. March 31<sup>st</sup>, 2023.

Except as mentioned in this Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.



## STATEMENT FOR FINANCIAL INDEBTNESS

Our company utilizes various credit facilities from banks and others for conducting its business. Set forth below is a brief summary of our Company's secured and unsecured borrowings as on March 31<sup>st</sup> 2023 together with a brief description of certain significant terms of such financing arrangements

Our Board is empowered to borrow money in accordance with Section 179 of the Companies Act and our Articles of Association. Following is the statement of Company's outstanding secured and unsecured Loans.

### I. LONG TERM BORROWINGS OF THE COMPANY

(Rs. In Lakhs)

Particular		As at September 30 <sup>th</sup> , 2023	As at March 31 <sup>st</sup> ,		
			2023	2022	2021
<b>I</b>	<b>Secured Loan</b>				
	From Scheduled Bank	32.83	44.47	67.55	58.81
	Less: Current Maturity of Long-Term Borrowing	-21.85	(23.35)	(23.09)	(11.44)
	Remaining Balances	10.98	<b>21.12</b>	<b>44.47</b>	<b>47.37</b>
	From Non-Banking Financial Company	-	-	1.16	2.76
	Less: Current Maturity of Long-Term Borrowing	-	-	(1.16)	(1.61)
	Remaining Balances	-	-	-	<b>1.16</b>
<b>II</b>	<b>Unsecured Loan</b>				
	From Directors and Their Relatives	<b>117.15</b>	188.90	230.32	245.49
	<b>Total</b>	<b>128.13</b>	<b>210.02</b>	<b>274.78</b>	<b>294.02</b>
<b>Secure Loan from Schedule Bank</b>					
I	<b>GECL Loan:</b> <b>Sanctioned Amount:</b> Rs. 58,81,000; <b>Secured Against:</b> Primary Security against all the current assets and Collateral security against Land owned by Kusumlata Sharma, Vikram Sharma, and Bharat Sharma; <b>Interest Rate:</b> 9.25%; <b>Repayment Schedule:</b> Equal principal repayment of Rs. 1,63,631 starting from 30/09/2021 to 31/08/2024.				
II.	<b>Vehicle Loan:</b> <b>Sanctioned Amount:</b> Rs. 20,17,998. <b>Secured Against:</b> Vehicle; <b>Interest Rate:</b> 7.20%; <b>Repayment Schedule:</b> Equal instalment of Rs. 40,054 starting from 05/04/2022 to 05/03/2027.				
<b>Secure Loan from NBFC:</b>					
I.	<b>Vehicle Loan:</b> <b>Sanctioned Amount:</b> Rs. 6,00,000; <b>Secured Against:</b> Vehicle; <b>Interest Rate:</b> 10.46%; <b>Repayment Schedule:</b> Equal instalment of Rs. 14,990 starting from 01/12/2018 to 01/11/2022.				
<b>Unsecured Loan:</b>					
Loan from Directors and their relatives repayable or renewable after one year.					



## II. SHORT TERM BORROWINGS OF THE COMPANY

(Rs. In Lakhs)

Particular	As at September 30 <sup>th</sup> , 2023	As at March 31 <sup>st</sup> ,		
		2023	2022	2021
<b>Secured Loan: From Scheduled Bank</b>				
Bank Overdraft	457.30	483.53	343.68	466.53
Current Maturity of Long-Term Borrowing	21.85	23.35	23.09	11.44
<b>From Non-Banking Financial Company</b>	-	-	1.16	1.61
<b>Total</b>	<b>479.15</b>	<b>506.88</b>	<b>367.92</b>	<b>479.57</b>
<b>Secure Loan from Schedule Bank</b>				
I	<b>Bank Overdraft:</b> <b>Sanctioned Amount:</b> Rs. 5,01,00,000; <b>Secured Against:</b> Primary Security against all the current assets and Collateral security against Land owned by Kusumlata Sharma, Vikram Sharma and Bharat Sharma.; <b>Interest Rate:</b> CD Rate + 3.08%.			



## CAPITALIZATION STATEMENT

### Statement of Capitalization

(₹ In Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	128.13	128.13
Long Term Debt (B)	479.15	479.15
<b>Total debts (C = A+B)</b>	<b>607.28</b>	<b>607.28</b>
<b>Shareholders' funds</b>		
Equity Share Capital	246.00	346.00
Reserve and surplus - as restated	163.73	1,493.73
<b>Total shareholders' funds</b>	<b>409.73</b>	<b>1,839.73</b>
<b>Long term debt / shareholders' funds</b>	<b>0.31</b>	<b>0.07</b>
<b>Total debt / shareholders' funds</b>	<b>1.48</b>	<b>0.33</b>

#### Note:

1. The amount disclosed above are based on the restated statement of assets and liabilities as at September 30<sup>th</sup>, 2023.



## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS 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; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoter or Group Company. Our Board, in its meeting held on 03<sup>rd</sup> July, 2023, determined that all pending litigation involving our Company, holding, Subsidiary, Directors, Promoter and Group Company, other than criminal proceedings and statutory or regulatory actions, disciplinary actions including penalty imposed by SEBI or stock exchanges, claims related to direct and indirect taxes, would be considered 'material' if the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 1% of total revenue ("Material Litigation").*

*As per the materiality policy adopted by the Board of our Company in its meeting held on July 03<sup>rd</sup>, 2023, related to creditors of our Company the outstanding dues to creditors in excess of ₹ 10,00,000/- shall be considered material. Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI Regulations have been disclosed on our website at [www.shreemarutitubes.com](http://www.shreemarutitubes.com).*

*Our Company, Directors, Promoter and Group Company are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.*

### **OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER AND SUBSIDIARIES**

#### **PART 1: LITIGATION RELATING TO OUR COMPANY**

##### **A. FILED AGAINST OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL.

###### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL.

###### **3) Disciplinary Actions by Authorities**

NIL.

###### **4) Litigation involving Tax Liability**

Direct Tax – NIL

Indirect Tax – NIL

###### **5) Other Pending Litigation based on Materiality Policy of our Company**

NIL.

##### **B. CASES FILED BY OUR COMPANY**

###### **1) Litigation involving Criminal Laws**

NIL.

###### **2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL.

###### **3) Disciplinary Actions by Authorities**

NIL.



**4) Litigation involving Tax Liability**

NIL.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL.

**PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTER OF THE COMPANY**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

NIL.

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL.

**3) Disciplinary Actions by Authorities**

NIL.

**4) Litigation involving Tax Liability**

NIL.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL.

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER**

**1) Litigation involving Criminal Laws**

NIL.

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL.

**3) Disciplinary Actions by Authorities**

NIL.

**4) Litigation involving Tax Liability**

NIL.

**5) Other Pending Litigation based on Materiality Policy of our Company**

NIL.

**PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES**

**A. LITIGATION AGAINST OUR SUBSIDIARIES**

**1) Litigation involving Criminal Laws**

NA

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**



NA

**3) Disciplinary Actions by Authorities**

NA

**4) Litigation involving Tax Liability**

NA

**5) Other Pending Litigation based on Materiality Policy of our Company**

NA

**B. LITIGATION FILED BY OUR SUBSIDIARIES**

**1) Litigation involving Criminal Laws**

NA

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NA

**3) Disciplinary Actions by Authorities**

NA

**4) Litigation involving Tax Liability**

NA

**5) Other Pending Litigation based on Materiality Policy of our Company**

NA

**PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES**

**1) Litigation involving Criminal Laws**

NA

**2) Litigation Involving Actions by Statutory/Regulatory Authorities**

NA

**3) Disciplinary Actions by Authorities**

NA

**4) Litigation involving Tax Liability**

NA

**5) Other Pending Litigation based on Materiality Policy of our Company**

NA

**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 121 there have been no material developments that have occurred after the Last Balance Sheet Date.





### **OUTSTANDING DUES TO CREDITORS**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the material over dues to Creditors outstanding amount as on 30<sup>th</sup> September, 2023:

<b>(₹ In Lakhs)</b>	
<b>Particulars</b>	<b>Balance as on 30<sup>th</sup> September, 2023</b>
Total material over dues Outstanding dues to Micro and Small & Medium Enterprises	1,108.17
Total material over dues Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	519.11



## GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

### APPROVALS FOR THE ISSUE

1. The Board of Directors has, vide their resolution passed at its meeting held on July 20<sup>th</sup>, 2023, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1) (c) of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
2. The Shareholders of the Company have, vide their resolution passed at its meeting held on July 27<sup>th</sup>, 2023, authorized the Issue under Section 62(1) (c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
3. The Company has entered into an agreement dated July 27<sup>th</sup>, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who, in this case, is Bigshares Services Private Limited, for the dematerialization of its shares.
4. The Company has also entered into an agreement dated July 12<sup>th</sup>, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who, in this case, is Bigshares Services Private Limited, for the dematerialization of its shares.
5. The Company has obtained in-principle listing approval dated 08<sup>th</sup> December, 2023 from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.
6. The Company’s International Securities Identification Number (“ISIN”) is INE0QIS01011.

### REGISTRATION UNDER THE COMPANIES ACT, 1956 AND 2013:

S. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Registrar of Companies, Ahmedabad	U27109GJ2013PTC073940	The Companies Act, 1956	Certificate of Incorporation of Shree Marutinandan Private Limited	Valid, till Cancelled
2.	Registrar of Companies, Ahmedabad	U27109GJ2013PLC073940	The Companies Act, 2013	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	Valid, till Cancelled

### REGISTRATION UNDER VARIOUS TAX LAWS, ACTS, RULES REGULATIONS

S. No	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Income Tax Department	AASCS8261J	The Income Tax Act, 1961	Permanent Account Number	Valid till Cancelled
2.	Income Tax Department	AHMS23855G	The Income Tax Act, 1961	Tax Deduction Account Number (TAN)	Valid till Cancelled



S. No	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature of Approvals	Validity
3.	Government of Gujarat	24AASCS8261J1ZQ	Goods and Services Tax Act, 2017, Gujarat	Certification of Registration under the Central Goods And Services Tax Act, 2017	Valid till Cancelled

#### LICENSES/ APPROVALS UNDER INDUSTRIAL AND LABOUR LAWS

S. No	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature of Approvals	Validity
1.	Legal Entity Identifier India Limited	984500DD6Z0CY7C95C06	The Payment and Settlement System Act, 2007 (as amended in 2015)	For the payment transaction of value ₹ 50 Cr. or above As per RBI	Valid upto 10 <sup>th</sup> August, 2024

#### OTHER CERTIFICATES, LICENSE, APPROVAL ETC.

S. No.	Description	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Udyam Registration Certificate	UDYAM-GJ-01-0083220	Ministry of Micro Small and Medium Enterprises Development Act, 2006	13 <sup>th</sup> July, 2021	Valid till cancelled

#### MATERIAL LICENSES/APPROVALS/PERMISSION FOR WHICH APPLICATIONS HAVE BEEN MADE BY OUR COMPANY BUT NOT RECEIVED AND/OR YET TO BE APPLIED BY OUR COMPANY

Except as stated below our Company has not applied for any other application which is pending with the authorities or there is no such certificate which company has to apply for.

#### LICENSES/ APPROVALS UNDER INDUSTRIAL AND LABOUR LAWS

S. No	Authority Granting Approval	Application Number	Applicable Laws	Nature of Approvals
1.	Amdavad Municipal Corporation	A20230819-10000-400001-0007	Gujarat Shops and Establishments (Regulations of Employment and Conditions of Services) Act, 2019	Shop and Establishment Certificate for Registered Office

#### REGISTRATION UNDER THE TRADE MARK ACT, 1999

S. No	Logo	Authority Granting Approval	Applicable Laws	Nature of Approvals	Application No. & Date	Current Status
1.		Registrar of Trade Mark	The Trade Marks Act, 1999	Certificate of Registration of Trade Mark, Section 23(2), Rule, 62(I)	6024140; and 17 <sup>th</sup> July, 2023	Under Process



## SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES/ ENTITIES

The definition of “Group Companies/Entities” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board. Pursuant to a Board Resolution dated 03<sup>rd</sup> July, 2023, our Board has identified companies/entities with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies/entities, pursuant to which the following entities are identified as Group Companies/Entities of our Company.

1. Shree Kamdhenu Machinery Private Limited;
2. Shree Maruti Green Energy Private Limited.

Except as stated above, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

As per sub clause C of clause 13 of Schedule VI of SEBI (ICDR) Regulations, 2018, we have provided the financial information of top five unlisted group companies/entities.

### 1. SHREE KAMDHENU MACHINERY PRIVATE LIMITED

<b>Date of Incorporation</b>	November 05 <sup>th</sup> , 2020
<b>Main Objects</b>	To carry on the business of manufacturers of or dealers in Industrial machinery of all types including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bull dozers, dumpers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components.
<b>CIN</b>	U29100GJ2020PTC117987.
<b>Registered Office Address</b>	A-21 Amrapali Complex S.P. Ring Road, Ambli Bopal IN Dascroi, Ahmedabad, (G.J.) - 380058.

#### Financial Information

In accordance with the SEBI (ICDR) Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group company are available on the website of our company at [www.shreemarutitubes.com](http://www.shreemarutitubes.com).

It is clarified that such details available on our group company websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Company website, as mentioned above, would be doing so at their own risk.

As our company was incorporated on November 05<sup>th</sup>, 2020 due to which Audited Financial Information for the year ended March 31<sup>st</sup>, 2020 is not available.

### 2. SHREE MARUTI GREEN ENERGY PRIVATE LIMITED

<b>Date of Incorporation</b>	October 14 <sup>th</sup> , 2020
<b>Main Objects</b>	To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description.
<b>CIN</b>	U40108GJ2020PTC117340.
<b>Registered Office Address</b>	A-21 Amrapali Complex, S. P. Ring Road Ambli Bopal IN Dascroi, Ahmedabad, (G.J.) – 380058.

#### Financial Information



In accordance with the SEBI (ICDR) Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group company are available on the website of our company at [www.shreemarutubes.com](http://www.shreemarutubes.com).

It is clarified that such details available on our group company websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Company website, as mentioned above, would be doing so at their own risk.

As our company was incorporated on October 14<sup>th</sup>, 2020 due to which Audited Financial Information for the year ended March 31<sup>st</sup>, 2020 is not available.

#### **PENDING LITIGATIONS**

There is no pending litigation involving any of the above-mentioned group companies/entities which has a material impact on our company. However, for details of Outstanding Litigation against our Company and Group Companies/Entities, please refer to Chapter titled “OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS” on the Page no. 140 of this Prospectus.

#### **GENERAL DISCLOSURE**

- None of the securities of our Group Entity are listed on any stock exchange and our Group Entity has not made any public or rights issue of securities in the preceding three years.
- None of the above mentioned Group Companies/Entities is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Entity has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Entity has not been identified as a Willful Defaulter or fraudulent borrower.

#### **COMMON PURSUITS**

Our all Group Companies / Entities are not in same line of business or not have some of the objects similar to that of our Company's business.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

#### **BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES/ASSOCIATE COMPANIES**

Except as mentioned under “Chapter titled “RESTATED FINANCIAL STATEMENTS” beginning on Page no. 128 of this Prospectus, there is no business interest among Group Companies/Entities.

Additionally, our Company will pay remuneration and salary to our Directors and Key Managerial Personnel as approved by the Board of Directors and Shareholders of our Company.

In addition to all above transactions proposed to be entered, our Company may also propose to enter in to new transactions or transactions beyond the present omnibus approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the omnibus approval specified above.

#### **DISSOCIATION OF PROMOTERS IN THE LAST THREE YEARS**

Our individual Promoters have not disassociated themselves from any Company/entity in the last three years.

#### **RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP COMPANY/ENTITY AND ITS SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY**

For details, please see “Annexure – 31” - “RELATED PARTY TRANSACTIONS” on Page no. 128 of this Prospectus under Chapter titled “RESTATED FINANCIAL STATEMENTS”.



## **CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

Except as mentioned under the paragraph Changes in Significant Accounting Policies, “Annexure – 4” under Chapter titled “RESTATED FINANCIAL INFORMATION” beginning on page no. 119 of the Prospectus, there have been no changes in the accounting policies in the last three years.



## SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on 20<sup>th</sup> July, 2023 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 EGM held on 27<sup>th</sup> July, 2023, authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated 08<sup>th</sup> December, 2023 from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoter, our Directors and our Promoters' Group have not been prohibited from accessing 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.

### CONFIRMATIONS

1. Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoter, nor the relatives (as defined under the Companies Act) of our Promoter nor Group Companies/Entities have been identified as willful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE ISSUE

We are an issuer whose post issue paid-up capital is less than or equal to ₹ 10 Crore and therefore, our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

**1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 1956.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.**

The present paid-up capital of our Company is ₹ 246.00 Lakh and we are proposing Issue of 10,00,000 Equity Shares of ₹ 10/- each at Issue price of ₹ 143.00/- per Equity Share including share premium of ₹ 133.00/- per Equity Share, aggregating to ₹ 1,430.00 Lakh. Hence, our Post Issue Paid up Capital will be ₹ 3.46 Crore which is less than ₹ 25.00 Crore.

**3. Net Tangible Assets of ₹ 150.00 Lakhs.**

The Net Tangible Assets of our company as on March 31<sup>st</sup>, 2023 is ₹ 267.74 Lakhs and September 30<sup>th</sup>, 2023 is ₹ 409.73 Lakhs which is more than ₹ 150.00 Lakhs.

**4. Track Record.**



**A. The company should have a track record of at least 3 years.**

Our Company was incorporated on March 12<sup>th</sup>, 2013 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Ahmedabad, Gujarat. Therefore we are in compliance with criteria of having track record of 3 years.

**B. The Company has positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth as on March 31, 2023 and March 31, 2022 is positive.**

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(Amount ₹ In lakh)

Particulars*	For the period ended September 30 <sup>th</sup> , 2023	For the year ended March 31 <sup>st</sup>		
		2023	2022	2021
Operating profit (earnings before depreciation and tax) from operations	224.93	283.47	16.59	24.96
Net Worth as per Restated Financial Statement	409.73	267.74	65.98	59.98

\*the above values are excluding revelation reserves.

**5. It is mandatory for a company to have a website.**

The Company has a website: [www.shreemarutitubes.com](http://www.shreemarutitubes.com).

**6. It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent. The Company's shares bear an ISIN: INE0QIS01011.

**7. There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.**

There has been no change in the promoter(s) of the Company in preceding one year from the date of filing application to BSE Limited for listing on SME Platform of BSE Limited.

**8. Other Requirements**

**We confirm that:**

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

- This Issue is 100% underwritten by the Lead Manager in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by Lead Manager, please refer to Section titled "GENERAL INFORMATION" beginning on page no. 33 of this Prospectus.
- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares issued in the Initial Public Offer. For details of the market making arrangement, see Section titled "GENERAL INFORMATION" beginning on page no. 33 of this Prospectus.
- In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to 50 (fifty), otherwise, the entire application money will be





refunded forthwith. If such money is not repaid within 8 (eight) 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 8 (eight) days, be liable to repay such application money, with interest at rate of 15% (fifteen per cent) per annum and within such time as disclosed in the issue document and Lead Manager shall ensure the same.

4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Prospectus through Lead Manager immediately up on filing of the Prospectus with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However SEBI shall not issue any observation on our Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT / OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER(S) SWASTIKA INVESTMART LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED 05<sup>TH</sup> JANUARY, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.**

#### **DISCLAIMER CLAUSE OF THE ISSUE**

The copy of the Prospectus is submitted to BSE. Post scrutiny of the Prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

"BSE Limited ("BSE") has vide its letter dated 08<sup>th</sup> December, 2023, given permission to "Shree Marutinandan Tubes Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner.

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be



- listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
  - iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
  - v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
  - vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai”.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

#### **CAUTION – DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

The Company, the Directors, accept no responsibility for statements made otherwise than in this Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The Lead Manager accepts no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.shreemarutitubes.com](http://www.shreemarutitubes.com) would be doing so at their own risk.

The Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.shreemarutitubes.com](http://www.shreemarutitubes.com) would be doing so at their own risk.

#### **CAUTION**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Lead Manager, Swastika Investmart Limited and our Company dated 01st August, 2023 and the Underwriting Agreement dated 01st August, 2023 between Swastika Investmart Limited and our Company and the Market Making Agreement dated 01st August, 2023 entered into among the Market Maker and our Company.

All information shall be made available by us and LM 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 or at collection centers etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, 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 and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

#### **Note:**

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company and will not offer, sell, pledge or transfer the Equity Shares of our company to any person who is not eligible



under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our company. Our Company, the Underwriters and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

#### **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 not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co - operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub - account registered with SEBI which is a foreign corporate or go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad 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, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993**

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 of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be 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 off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING OF DRAFT PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

A soft copy of Prospectus is filed with SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19<sup>th</sup>, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat.



## LISTING

Application is to 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 08<sup>th</sup> December, 2023 from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within 4 (Four) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day 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.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 3 (Three) Working Days from the Offer Closing Date.

## IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

**“Any person who –**

- (a). makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
- (b). makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c). Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ₹ 10 (ten) Lakh rupees or 1% (one) per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years (provided that where the fraud involves public interest, such term shall not be less than 3 (three) years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ₹ 10 (ten) Lakh rupees or 1% (one) per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to 5 (five) years or with fine which may extend to 50 (fifty) lakh rupees or with both.

## CONSENTS

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Bankers' to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue, Market Maker and Banker to Issue to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for filling with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. JPMK & CO, Chartered Accountant have provided their written consent to act as Peer review Auditor and expert to the company dated 06<sup>th</sup> June, 2023; and inclusion of Statement of Tax Benefits dated 17<sup>th</sup> July, 2023 in this Prospectus

Further, such consents and reports have not been withdrawn up to the time of delivery of this Prospectus.



## EXPERT OPINION

Except for report and certificates form Peer Review Auditors on financial matter and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

## PREVIOUS PUBLIC OR RIGHT ISSUE

There have been no public or rights issue by our Company during the last five years.

## UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

## CAPITAL ISSUE DURING THE LASR THREE YEARS

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

## PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Swastika Investmart Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30<sup>th</sup>, 2015, issued by SEBI, please refer Annexure "A" to this Prospectus and the website of Lead Manager at [www.swastika.co.in](http://www.swastika.co.in).

Track Record of the public issues managed by Lead manager as specified in Circular reference CIR/MIRSD/1/2012 dated January 10<sup>th</sup>, 2012 issued by the SEBI; please see the website of Lead manager i.e. [www.swastika.co.in](http://www.swastika.co.in).

### ANNEXURE – A

TABLE 1

S. No.	Issue Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 <sup>th</sup> Calendar Days from Listing
1.	Richa Infosystem Limited	10.00	125.00	February 21 <sup>st</sup> , 2022	125.00	-34.80* (+0.31)**	-10.32* (-5.82)**	-16.55* (+3.40)**
2.	Evoq Remedies Limited	9.72	27.00	March 30 <sup>th</sup> , 2022	25.00	-44.72* (-2.77)**	-50.00* (-9.38)**	-38.00* (-3.88)**
3.	Sonu Infratech Limited	8.64	36.00	May 17 <sup>th</sup> , 2022	37.50	-63.15* (-5.53)**	-6.67* (+8.85)**	+1.33* (+12.73)**
4.	Cyber Media Research and Services Limited	14.04	180.00	October 10 <sup>th</sup> , 2022	245.25	-18.45* (+5.31)**	-18.45* (+4.99)**	-28.43* (+2.22)**
5.	Infinium Pharmachem Limited	25.25	135.00	April 17 <sup>th</sup> , 2023	141.50	+89.61* (+2.68)**	+88.69* (+10.49)**	-
6.	Service Care Limited	20.68	67.00	July 27 <sup>th</sup> , 2023	70.50	-15.04* (-2.59)**	-18.44* (-3.32)	-



S. No	Issue Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date (Rs.)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90 <sup>th</sup> Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180 <sup>th</sup> Calendar Days from Listing
7.	Saroja Pharma Industries India Limited	9.11	84.00	September 13 <sup>th</sup> , 2023	65.00	-8.46* (-1.59)**	-12.31* (+4.17)**	-

**Note:-**

\* The Base price to calculate +/- % Change in Closing Price, 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup>Calendar Days from Listing is the “Opening Price” at the Date of Listing.

\*\* The Base price to calculate +/- % Change in Closing Benchmark, 30<sup>th</sup> /90<sup>th</sup>/180<sup>th</sup>Calendar Days from Listing is the “Closing Price” at the Date of Listing.

**SUMMARY STATEMENT OF DISCLOSURE**

**TABLE 2**

Financial Year	Total No. of IPOs	Total Funds Raised (Rs. in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwee n 25-50%	Less than 25%	Over 50%	Betwe en 25-50%	Less than 25%	Over 50%	Betwee n 25-50%	Less than 25%
2021-22	2	19.72	-	2	-	-	-	-	1	1	-	-	-	
2022-23	3	47.93	-	-	1	1	-	-	1	-	-	-	1	
2023-24	3	55.04	1	-	2	-	-	-	-	-	1	-	-	

**PROMIS VIS-À-VIS PERFORMANCE**

Since, neither our Company nor our Promoters’ Group Companies/Entities have made any previous rights or public issues during last five years, Promise vis-a-vis Performance is not applicable.

**STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock Exchange.

**MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight 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 Offer for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15<sup>th</sup>, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16<sup>th</sup>, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2<sup>nd</sup>, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (Fifteen) days, failing which the concerned SCSB would have to pay interest at the rate of 15% (Fifteen) per annum for any delay beyond this period of 15 (Fifteen) days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 (Hundred) per day or 15% (Fifteen) 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 non-allotted/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 Managers shall compensate the investors at the rate higher of ₹100 (Hundred) per day or 15% (Fifteen) per annum of the application amount.

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

All grievances relating to the ASBA process 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 applicant, 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<sup>th</sup>, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18<sup>th</sup>, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Prospectus - Notes for Compliance

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 (Ten) Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee comprising of Mrs. Shwetaben Arvindbhai Saparia - Chairperson, Mr. Vikram Shivrattan Sharma – Member and Mr. Bharat Shivratan Sharma – Member.

Our Company has appointed Ms. Pooja Mangal as the Company Secretary and Compliance Officer who may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

Ms. Pooja Mangal  
C/o. Shree Marutinandan Tubes Limited;  
A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Ahmedabad GJ - 380058;  
**Telephone No.:** 079-29795873, 9998644587;  
**Web site:** [www.shreemarutitubes.com](http://www.shreemarutitubes.com);  
E-Mail: [cs@shreemarutitubes.com](mailto:cs@shreemarutitubes.com).

Till date of this Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

## PUBLIC ISSUE EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ 70.00 Lakhs. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

Expenses	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission.	25.00	35.71	1.75
Fees Payable to Registrar to the Issue.	1.00	1.43	0.07
Fees Payable Advertising, Marketing Expenses and Printing Expenses.	32.50	46.43	2.27
Fees Payable to Regulators including Stock Exchanges and other Intermediaries.	4.00	5.71	0.28
Fees payable to Peer Review Auditor.	1.00	1.43	0.07



Expenses	Expenses (₹ in Lakh)	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Fees Payable to Market Maker (for Two Years).	6.00	8.57	0.42
Escrow Bank Fees	0.50	0.71	0.03
<b>Total Estimated Issue Expenses</b>	<b>70.00</b>	<b>100.00</b>	<b>4.90</b>

Notes:

- Up to 31<sup>st</sup> July, 2023, Our Company has deployed / incurred expense of ₹ 10.00 Lakhs towards Issue expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor S K JHA & Co., Chartered Accountant vide its certificate dated 12<sup>th</sup> August, 2023 bearing UDIN: 23176178BGVPLY6195.

#### **FEES PAYABLE TO LEAD MANAGER TO THE ISSUE**

The total fees payable to the Lead Manager will be as per the Engagement Letter, a copy of which is available for inspection at the Registered Office of our Company.

#### **FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### **FEES PAYABLE TO OTHERS**

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market Maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### **COMMISSION PAYABLE TO SCSBS**

- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:  
Portion for RIIs 0.01% ^ (exclusive of GST)  
Portion for NIIs 0.01% ^ (exclusive of GST)  
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- The processing fees for applications made by Retail Individual 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 02<sup>nd</sup>, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16<sup>th</sup>, 2021.

#### **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**





Except as stated in the chapter titled “CAPITAL STRUCTURE” beginning on page no. 40 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### LISTED VENTURES OF PROMOTER

There are no listed ventures of our Company as on date of filing of this Prospectus.

#### OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Prospectus.

#### CHANGES IN AUDITORS

Except as stated below, there has been no Change in the Auditors of our Company during the last five years:

Name of Auditor	Appointment /Resignation	Date of Appointment / Resignation	Reason
S K Jha & Co., Chartered Accountant; <b>Address:</b> 203-204 Iscon Plaza, Opp Star Bazar Satellite, Ahmedabad, Gujarat - 380015; <b>Phone:</b> +91 - 9408422061, <b>Email:</b> <a href="mailto:nmakhija63@gmail.com">nmakhija63@gmail.com</a> <b>Contact Person:</b> CA Nikhil Makhija; <b>Membership No:</b> 176178; <b>F.R.N.:</b> 0126173W.	Appointment	May 06 <sup>th</sup> , 2023	Appointment as the statutory auditor for the Financial Year 2022-23.
M/S Kunj Amlani & Associates, Chartered Accountant; <b>Address:</b> 301, Dwarkesh Avenue, Ram Tekari Road, Porbandar, Gujarat- 360575; <b>Email:</b> <a href="mailto:ca@kanudawala.com">ca@kanudawala.com</a> ; <b>FRN:</b> 0154401W; <b>Membership No.:</b> 191397; <b>Peer Review:</b> N.A.	Resignation	May 06 <sup>th</sup> , 2023	Resignation due to Pre-Occupancy.
M/S Kunj Amlani & Associates, Chartered Accountant; <b>Address:</b> 301, Dwarkesh Avenue, Ram Tekari Road, Porbandar, Gujarat- 360575; <b>Email:</b> <a href="mailto:ca@kanudawala.com">ca@kanudawala.com</a> ; <b>FRN:</b> 0154401W; <b>Membership No.:</b> 191397; <b>Peer Review:</b> N.A.	Appointment	September 30 <sup>th</sup> , 2022	Appointment as the statutory auditor for the Financial Year 2021-22 to 2026-27.
M/S Kunj Amlani & Associates, Chartered Accountant; <b>Address:</b> 301, Dwarkesh Avenue, Ram Tekari Road, Porbandar, Gujarat- 360575; <b>Email:</b> <a href="mailto:ca@kanudawala.com">ca@kanudawala.com</a> ; <b>FRN:</b> 0154401W; <b>Membership No.:</b> 191397; <b>Peer Review:</b> N.A.	Appointment	August 01 <sup>st</sup> , 2022	Appointment as the statutory auditor for the Financial Year 2021-2022.



Name of Auditor	Appointment /Resignation	Date of Appointment / Resignation	Reason
M/s. Rajan Jaswani & Associates, Chartered Accountant; <b>Address:</b> 64 Near Jay Jalaram Hotel Digvijay Party Plot, Jamnagar, Gujarat- 361004; <b>Email:</b> rejeshkaria_1965@yahoo.com <b>FRN:</b> 0145178W; <b>Membership No.:</b> 174819; <b>Peer Review:</b> NA.	Resignation	August 01 <sup>st</sup> , 2022	Resignation due to Pre-Occupancy.

#### CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS

Our Company has not capitalized Reserves or Profits during last five years.

#### REVALUATION OF ASSETS DURING THE LAST 5 (FIVE) YEARS

Our Company has not revalued its assets during last 5 (five) years.



## SECTION XIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### AUTHORITY FOR THE ISSUE

The present Public Issue of upto 10,00,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on 20<sup>th</sup> July, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on 27<sup>th</sup> July, 2023 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled “DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION” beginning on page no. 203 of this Prospectus.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors.

### FACE VALUE AND ISSUE PRICE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ 143.00/- per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “BASIS FOR ISSUE PRICE” beginning on page no. 68 of this Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares.



## **COMPLIANCE WITH SEBI (ICDR) REGULATIONS**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. 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:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION” beginning on page no. 203 of this Prospectus.

## **ALLOTMENT ONLY IN DEMATERIALIZED FORM**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors

The trading of the Equity Shares will happen in the minimum contract size of 1000 Equity Shares and the same may be modified by SME Platform of BSE (“BSE”) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 1000 Equity Share subject to a minimum allotment of 1000 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**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within 2 (Two) Working days of closure of issue.

## **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility made available by CDSL and NSDL, to 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 in respect of Percentage assigned to each nominee at the time of nomination. 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 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination interest shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office or Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.



In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (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 of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### PERIOD OF OPERATION OF SEBSCRIPTION LIST OF PUBLIC ISSUE

<b>ISSUE OPENS ON</b>	Friday, 12 <sup>th</sup> January, 2024	<b>ISSUE CLOSES ON</b>	Tuesday, 16 <sup>th</sup> January, 2024
-----------------------	--	------------------------	---

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Issue Closing Date	Tuesday, 16 <sup>th</sup> January, 2024
Finalization of Basis of Allotment with BSE	On or before Wednesday, January 17 <sup>th</sup> , 2024 (T+1)
Initiation of refunds /unblocking of funds from ASBA Account	On or before Thursday, January 18 <sup>th</sup> , 2024 (T+2)
Credit of Equity Shares to demat accounts of Allottees	On or before Thursday, January 18 <sup>th</sup> , 2024 (T+2)
Commencement of trading of the Equity Shares on BSE	On or before Friday, January 19 <sup>th</sup> , 2024 (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 is taken within 3 (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.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some applications may not get uploaded due to lack of sufficient time. Such Applications that are not uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

#### MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

The issuer does not receive the minimum subscription of hundred per cent. of the offer through offer document on the date of closure of the issue or devolvement of Underwriters, if any, within 60 (Sixty) days from the date of closure of



the issue or withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so Issued under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond 15 (Fifteen) days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 (Two) working days of closure of issue.

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.

#### **NO RESERVATION FOR EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **AS PER THE EXTANT POLICY 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, FIIs 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.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the equity shares will happen in the minimum contract size of 1000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

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.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter "CAPITAL STRUCTURE" beginning on page no. 40 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the chapter titled "DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION" beginning on page no. 203 of this Prospectus.

#### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.



Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## **MIGRATION TO MAIN BOARD**

Our Company may migrate to the main board of BSE on a later date, subject to the following:

If the Paid up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if 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.

OR

Where the post-issue face value capital of the Company listed on a SME exchange 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 specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Provided that no further issue of capital by the Company shall be made unless:

- a. the shareholders of the Company 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.
- b. the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

## **MARKET MAKING**

The shares offered through this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see "GENERAL INFORMATION" on page no. 33 of this Prospectus.

## **NEW FINANCIAL INSTRUMENTS**

The Issuer Company is not issuing any new financial instruments through this Issue.

## **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the 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.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

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.





## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the 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 no. 161 and 169 respectively of this Prospectus.

Public issue of 10,00,000 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 143.00/- per equity share including a share premium of ₹ 133.00/- per equity share (the “issue price”) aggregating to ₹ 1,430.00 Lakh (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares*	9,50,000 Equity Shares	50,000 Equity Shares.
Percentage of Issue Size available for allocation	95.00% of the Issue Size; 27.46% of the Post Issue Paid up Capital.	5.00% of the Issue Size; 1.45% of the Post Issue Paid up Capital.
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 1,000 Equity Shares and Further allotment in multiples of 1,000 Equity Shares each.  For further details please refer to the section titled “ISSUE PROCEDURE – BASIS OF ALLOTMENT” on page no. 169 of this Prospectus.	Firm Allotment.
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
Minimum Application Size	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 2,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000.  <b>For Retail Individuals:</b> 1,000 Equity Shares	50,000 Equity Shares.
Maximum Bid	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of 1,000 Equity Shares such that the Application Size does not exceed 9,50,000 Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable.  <b>For Retail Individuals:</b> 1,000 Equity Shares so that the Application Value does not exceed ₹ 2,00,000.	50,000 Equity Shares.
Mode of Allotment	Compulsorily in dematerialized mode.	
Trading Lot	1,000 Equity Shares.	1,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of payment	Entire Application Amount shall be payable at the time of submission of Application Form.	
Application Lot Size	1,000 Equity Share and in multiples of 1,000 Equity Shares thereafter.	

\* 50% of the shares Issued in the Net Issue to Public portion are reserved for applications whose application value is below

₹ 2,00,000 and the balance 50% of the shares are available for applications whose application value is above ₹ 2,00,000.



## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within 2 (Two) days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

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

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

## ISSUE PROGRAMME

<b>ISSUE OPENS ON</b>	FRIDAY, 12 <sup>TH</sup> JANUARY, 2024
<b>ISSUE CLOSES ON</b>	TUESDAY, 16 <sup>TH</sup> JANUARY, 2024



## ISSUE PROCEDURE

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts(Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations.

The General Information Documents will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Applicant through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 01, 2022 and October 01, 2021 respectively.

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 (xiv) 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 RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail 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 Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Issue has been undertaken under UPI Phase II, till any further notice issued by SEBI. Accordingly, the Issue has been considered to be made under UPI Phase II, till any further notice issued 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. These circulars, to the extent already in force, are deemed to form part of this Prospectus.

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 Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE Limited (“BSE”) to act as intermediaries for submitting Application Forms are provided on [www.bsesme.com](http://www.bsesme.com). For details on their designated branches for submitting Application Forms, please see the abovementioned website of BSE.



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 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 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 this Prospectus and the Prospectus.

Further, the Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Phased implementation of Unified Payments Interface**

SEBI has issued 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 RIBs 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 RII 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 RIBs 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 09, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to 3 (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 Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

### **FIXED PRICE ISSUE PROCEDURE**

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(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non Retail Category i.e. QIBs and Non Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above



the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category 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 Lead Manager and the Stock Exchange. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

#### **Electronic registration of Applications**

- a. The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.
- b. On the Bid/Issue Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Prospectus.
- c. Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchanges' Platform during the Bid/Issue Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Issue for further processing.

#### **AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Draft Prospectus and Prospectus together with the Application Forms, copies of the Draft Prospectus and Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (BSE Limited) i.e. [www.bsesme.com](http://www.bsesme.com) at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection. RIIs using UPI Mechanism,



may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Application Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Applicants must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Application.

**The prescribed colour of the Application Form for various categories is as follows:**

Category	Colour of Application Form
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis.	White*
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation Basis.	Blue*

*\*excluding electronic Application Forms downloaded by the Applicants.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Application details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic applying system of the Stock Exchanges. For RIIs using UPI Mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. For ASBA Forms (other than RIIs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Applicants has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic Application with the records of the CDP for DP ID / Client ID and PAN, on a realtime basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Application details already uploaded.

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchange bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Banker to an Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

The Sponsor Bank will undertake a reconciliation of Application responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Application requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis.

## **SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank 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.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the



- stock exchange as eligible for this activity) (“broker”);
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
  - v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity).

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants has a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).</p> <p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>

Stock exchange(s) shall validate the electronic application details with depository’s records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.



Stock exchange(s) 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 application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 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 to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, 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. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants 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 Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- 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) QIBs;
- e) Mutual Funds registered with SEBI;
- f) 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;
- g) 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);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional applicant's category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) 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;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) 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;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;





- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

*The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.*

**PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER**

The 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 Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the Lead Manager or any associates of the Lead Manager, except Mutual Funds sponsored by entities which are associates of the Lead Manager or insurance companies promoted by entities which are associate of Lead Manager or AIFs sponsored by the entities which are associate of the Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Lead Manager nor; (ii) any “person related to the Promoter and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered intowith the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

**APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and notin the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu UndividedFamilies (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

**APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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.



The Applications 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

#### **APPLICATIONS BY ELIGIBLE NRIs ON REPATRIATION BASIS**

**ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).**

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein.

Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application 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) or ASBA Accounts.

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 Application Amount, at the time of the submission of the Application Form.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### **APPLICATIONS BY ELIGIBLE FIIs INCLUDING FII's ON REPATRIATION BASIS**

**FIIs INCLUDING FII's WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON-RESIDENTS (BLUE IN COLOUR).**

As per the current regulations, the following restrictions are applicable for investments by FIIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such



shares after initial public Issuing and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:
- (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - (b). Nothing contained in clause (a) shall apply to:
    - i. Any transactions in derivatives on a recognized stock exchange;
    - ii. Short selling transactions in accordance with the framework specified by the Board;
    - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - iv. Any other transaction specified by the Board.
  - (c). No transaction on the stock exchange shall be carried forward;
  - (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;

Provided nothing contained in this clause shall apply to:

- i. Transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
  - ii. Sale of securities in response to a letter of Issue sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. Sale of securities in response to an Issue made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
  - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
  - v. Divestment of securities in response to an Issue by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any Application for, or acquisition of, securities in response to an Issue for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii. Any other transaction specified by the Board.
- (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

- 4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
- 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.



7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
  - (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
  - (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.
9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off- shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI(Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
15. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.



18. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Issue.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

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 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 Regulations shall continue to be regulated by the VCF 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 Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- (a.) 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;
- (b.) 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
- (c.) 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 (a), (b) and (c) 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.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications 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 Application Form, failing which our Company and the Selling Shareholders in consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "Banking Regulation Act"), and Master Direction –Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's 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 the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Applications by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

#### **APPLICATIONS BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications 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 attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY SCSBS**

SCSBS participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBS are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBS. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.



- c.) With respect to applications made by provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

*The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

*The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.*

## **INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE**

### **ASBA PROCESS**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in



electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1<sup>st</sup>, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds.
Non – Institutional Investor (NII) including Qualified Institutional Buyer (QIB)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his / her ASBA Account for blocking of funds.  For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the 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 Applicants 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.

### PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR





In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

#### Application and validation process

- (a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- (b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- (c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

#### The Block Process

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“Cut-Off Time”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate



request from sponsor bank to be validated as per the process indicated above.

Post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

#### **NUMBER OF APPLICATIONS PER BANK ACCOUNT**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **HOW TO APPLY?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation 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 Applicant, 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 (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 and all related circulars issued thereafter, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.



Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

### **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

### **MAXIMUM AND MINIMUM APPLICATION SIZE**

The applications in this Issue, being a fixed price issue, will be categorized into two:

#### **1. For Retail Individual Applicants**

The Application must be for a minimum of 1,000 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

#### **2. For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of 2,000 Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,000 Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant 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 Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application form 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 the Prospectus.

### **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.



The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (Three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares Issued, who would like to obtain the Prospectus and/or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

#### PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Regional newspaper.

#### SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on 01<sup>st</sup> August, 2023.

#### FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

#### INFORMATION FOR THE APPLICANTS

- a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.  
  
Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue.
- c) The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 (Two) Working Days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within two 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 or Sponsor Bank 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 5 (Five) Working Days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **INTEREST AND REFUNDS COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) Working Days from Issue Closing Date. 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. 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.

## **GROUND FOR REFUND: NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within 4 (Four) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within 4 (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.

## **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Draft Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Draft Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.).

## **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUND**

Within 2 (Two) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the



Issue.

## LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBs

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 2 (Two) Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 2 (Two) Working Days of the Issue Closing Date.

## INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The issuer shall allot securities Issued to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been dispatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within 2 (Two) days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (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) Applications 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 Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for 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;

- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their 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 Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- 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;
- 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;
- Ensure that you have correctly signed the authorization/undertaking box in the 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 Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not submit Application 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 Applications made using third party bank account or using third party



linked bank account UPI ID are liable for rejection.

## **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker’s Centre is available on the websites of BSE i.e. [www.bsesme.com](http://www.bsesme.com).

Applicants may note that forms not filled completely or correctly as per instructions provided in this Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the LM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;

### **A. INSTRUCTION FOR FILLING THE APPLICATION FORM**





**COMMON APPLICATION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - R**

Registered Office:  
Tel. No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_ Email: \_\_\_\_\_ Website: \_\_\_\_\_  
Contact Person: \_\_\_\_\_ CIN: \_\_\_\_\_

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIB, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXXX	Application Form No. _____
-------------	--	---	----------------------------

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ Address: _____ Email: _____ Tel. No (with STD code) / Mobile: _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b>	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL	<b>6. INVESTOR STATUS</b>
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.			<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Non-Resident Indians (Non-Repatriation Basis) - NRI <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> National Investment Funds - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please Specify) - OTH

<b>4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")</b>	<b>5. CATEGORY</b>
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [x]/- per share <sup>1</sup> <input type="checkbox"/> "Cut-Off" Price (In Figures) _____ (In Words) _____ <b>ALLOTMENT WILL BE IN DEMAT MODE ONLY<sup>2</sup></b>	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB

<sup>1</sup> Please note that applications must be made in minimum of [x] shares and further multiples of [x] shares accordingly.  
<sup>2</sup> Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

<b>7. PAYMENT DETAILS</b>	<b>PAYMENT OPTION : Full Payment</b>
Amount Blocked (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
OR	
UPI Id _____ (Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
Date: _____, 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	

TEAR HERE

<b>LOGO</b>	<b>XYZ LIMITED INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. _____
DPID / CLID _____	Amount Blocked (₹ in figures) _____ ASBA Bank & Branch _____	PAN of Sole/First Applicant: _____	
ASBA Bank A/c No./UPI Id _____	Received from Mr./Ms. _____	Stamp & Signature of SCSB Branch	
Telephone / Mobile: _____	Email: _____		

TEAR HERE

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	<b>Name of Sole / First Applicant</b>
	No. of Equity Shares			
	Amount Blocked (₹)			<b>Acknowledgement Slip for Applicant</b>
	ASBA Bank A/c No. / UPI Id _____			Application Form No. _____
	Bank & Branch: _____			

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



<b>COMMON APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b> Registered Office Tel. No.:      Fax No.:      Email:      Website: Contact Person:      CIN:	FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS
--------------------------------	---	--

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXX	Application Form No. _____
-------------	--	--	----------------------------

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
		Mr. / Ms. _____
		Address _____
		Email _____
		Tel.No (with STD code) / Mobile _____
		2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.	

4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")	5. CATEGORY
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share <sup>1</sup> <input type="checkbox"/> "Cut-Off" Price.	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
(In Figures) _____ (In Words) _____	
<b>ALLOTMENT WILL BE IN DEMAT MODE ONLY<sup>2</sup></b>	
<sup>1</sup> Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly. <sup>2</sup> Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platforms of BSE.	

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
OR	
UPI Id _____	
(Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
Date: ..... 2019.	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

<b>LOGO</b>	<b>XYZ LIMITED INITIAL PUBLIC ISSUE - NR</b>	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. _____
DPID / CLID _____			PAN of Sole/First Applicant _____
Amount Blocked (₹ in figures) _____	ASBA Bank & Branch _____		Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI Id _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

TEAR HERE

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
No. of Equity Shares				
Amount Blocked (₹)				
ASBA Bank A/c No. /UPI Id: _____				
Bank & Branch: _____				
<b>Acknowledgement Slip for Applicant</b>				Application Form No. _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



### 1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant 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 Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### 2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant who's PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c) The exemption for the PAN Exempted Applicant 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.
- d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

### 3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS:

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be the Applicants' sole risk.



#### 4. FIELD NUMBER 4: APPLICATION OPTIONS:

- a) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as ₹ 143.00/- per equity shares (including premium of ₹ 133.00/- per equity share).
- b) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of 1,000 Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non - Institutional Investors, minimum application of 2,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

#### Maximum and Minimum Application Size

- e) The Applicants may apply for the desired number of Equity Shares in multiple of 1,000 equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for 1,000 equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000.

In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.

- f) Application by QIBs and NIIs must be for 2,000 equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1,000 Equity Shares thereafter, as may be disclosed in the Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non - Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.
- h) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non - Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i) An Application cannot be submitted for more than the net issue size.
- j) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

#### Multiple Applications

- k) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l) Applicants are requested to note the following procedures that may be followed by the Registrar to the Issue to detect multiple Applications:



- i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.
- ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.

**m) The following Applications may not be treated as multiple Applications:**

- i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Issue portion in public category.
- ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

**5. FIELD NUMBER 5: CATEGORY OF APPLICANTS:**

- a) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- c) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d) For Issue specific details in relation to allocation, Applicants may refer to the Prospectus.

**6. FIELD NUMBER 6: INVESTOR STATUS:**

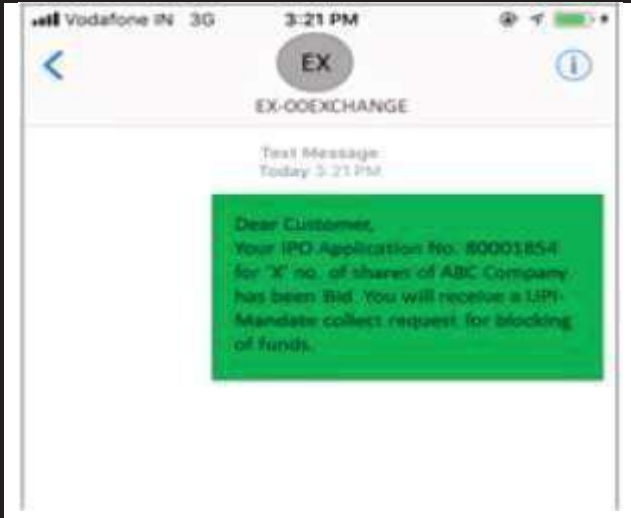


- a) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

**7. FIELD NUMBER 7: PAYMENT DETAILS:**

- a) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- e) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.
- f) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.



Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

ILLUSTRATIVE SMS	BLOCK REQUEST SMS TO INVESTOR
	
BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION	BLOCK REQUEST SMS TO INVESTOR
	
SAMPLE OF IPO DETAILS IN ATTACHMENT	POST VERIFICATION OF DETAILS ABOVE



Secure | https://

1 Enter Details

**Investor Details**

Company Name	CPIS	Cont ID
NSDL	IN00512	14871488
Beneficiary No	Pin Code	Investor's Name
-	AAIMP7501P	SHRIAL SHARMA

**PO Details**

Company Name	PO Name	Set Up
IPG	SUPREMEENG	40000
Face Value	Maximum Price	Minimum Price
10.00	₹ 32.00	₹ 27.00
Call Offer Price	PO Start Date	PO End Date
₹ 32.00	20 July 2018	27 July 2018
Discount Amount	Discount Category	
NA	-	

Vodafone IN 3G 5:43 PM

← **Create Mandate**

TO

**ABC Company**

xyzipo@bank **Verified Merchant**

Mandate Amount

**₹ 40000.00**

The Amount entered will be blocked immediately & debited from payer account as per your Mandate inputs

Frequency

**ONETIME**

Validity

Start Date **20 JULY 2018** > End Date **27 JULY 2018**

Users account will be debited within validity period.

REMARKS:

**Application no 80001834**

Click here to view the attachment

**PROCEED**

**PRE-CONFIRMATION PAGE**

**ENTERING OF UPI PIN**

Vodafone IN 3G 3:48 PM

Please check the below details as the amount will be **blocked** for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked.

**Mandate Details**

To

**ABC Company**

xyzipo@bank

AMOUNT

**₹ 40000.00**

FREQUENCY

**ONETIME**

VALIDITY

**20 JULY 2018 to 27 JULY 2018**

REMARKS

**Application no 80001854**

**CANCEL** **CONFIRM**

Vodafone IN 3G 1:39 AM

**CANCEL**

**STATE BANK OF INDIA** **LPI**

**ABC Company** **₹ 40000**

**ENTER UPI PIN**

-----

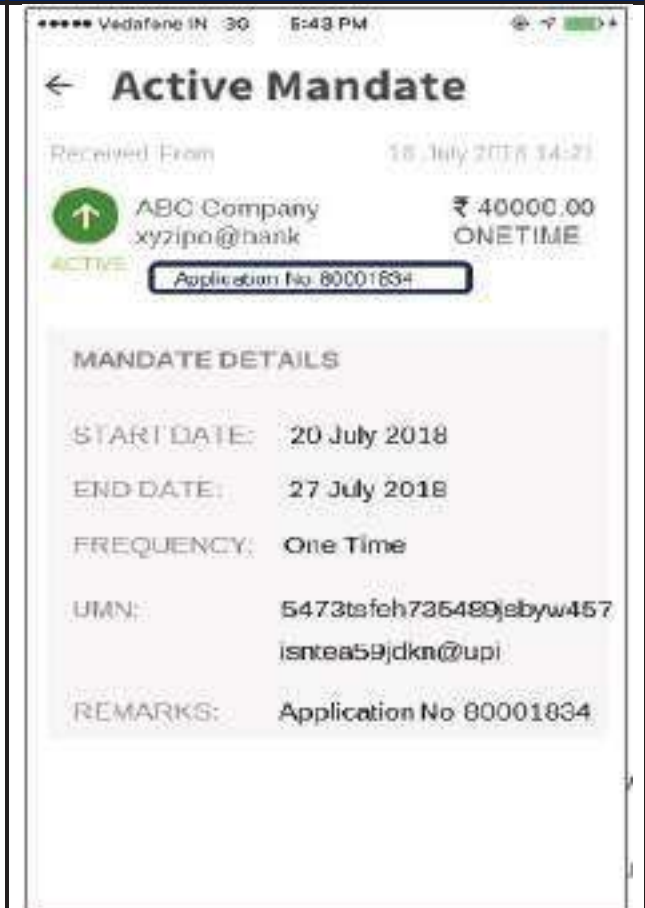
1	2	3
4	5	6
7	8	9
✕	0	SUBMIT



**CONFIRMATION PAGE**



**APPROVED MANDATES VISIBLE IN UPI APPLICATION**



**BLOCK CONFIRMATION SMS TO INVESTOR**



**BLOCK CONFIRMATION APPLICATION INTIMATION**







- a) QIB and NII Applicants may submit the Application Form either;
- iii. to SCSB in physical or electronic mode through the internet banking facility Issued by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or
  - iv. in physical mode to any Designated Intermediary.
- b) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.
- c) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- e) Applicants should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- f) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- g) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- h) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- i) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- j) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- k) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- l) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- m) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their Applications are liable to be rejected.

#### **8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT:**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the



relevant ASBA Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.

- b) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within 2 (Two) Working Days of the Issue Closing Date.

#### **Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism**

- d) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- e) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.
- g) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.
- h) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.
- i) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.
- l) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.



- n) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

**Discount: NOT APPLICABLE Additional Payment Instruction for NRIs**

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

**9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS:**

- a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) In relation to the Applications, signature has to be correctly affixed in the authorization / undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- c) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

**10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION:**

- a) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.
- b) All communications in connection with Application made in the Issue should be addressed as under:
  - v. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.
  - vi. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.
  - vii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.
  - viii. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
  - ix. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker.
  - x. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
  - xi. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
  - xii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c) The following details (as applicable) should be quoted while making any queries -
  - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
  - ii. name and address of the Designated Intermediary, where the Application was submitted; or
  - iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.



iv. For further details, Applicants may refer to the Prospectus and the Application Form.

#### **B. INSTRUCTIONS FOR FILLING THE REVISION FORM**

- a) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their Application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise / withdraw their Application till closure of the Issue period.
- c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their Application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:



**COMMON APPLICATION REVISION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - R**

Registered Office:  
Tel. No.: Fax No.: Email: Website:  
Contact Person: CIN:

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

**LOGO** TO, THE BOARD OF DIRECTORS, XYZ LIMITED **FIXED PRICE SME ISSUE** ISIN : XXXXXXXX Application Form No. \_\_\_\_\_

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>
		Mr. / Ms. _____ Address _____ Tel. No. (with STD code) / Mobile _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE/FIRST APPLICANT</b>
		_____
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL <input type="checkbox"/> CDSL <input type="checkbox"/>
		For NSDL, enter 4 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION  PHYSICAL

**4. FROM (as per last Application or Revision)**

Options	No. of Equity Shares Application (Application must be in multiples of 1 Equity Share) (In Figures)	Price per Equity Share (₹) [4]			
		Issue Price	Discount, if any	Net Price	"Cut-off" (Please tick)
Option 1	ORIGINAL APPLICATION	ORIGINAL APPLICATION			
(OR) Option 2					
(OR) Option 3					

**5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")**

Options	No. of Equity Shares Application (Application must be in multiples of 1 Equity Share) (In Figures)	Price per Equity Share (₹) [4]			
		Issue Price	Discount, if any	Net Price	"Cut-off" (Please tick)
Option 1	REVISED APPLICATION	REVISED APPLICATION			
(OR) Option 2					
(OR) Option 3					

**6. PAYMENT DETAILS** PAYMENT OPTION : Full Payment

Additional Amount Blocked (₹ in Figures) \_\_\_\_\_ (₹ in words) \_\_\_\_\_

ASBA Bank A/c No. \_\_\_\_\_  
Bank Name & Branch \_\_\_\_\_  
OR  
UPI Id \_\_\_\_\_ (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>  Date: _____, 2019.	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> [We authorize the SCSB to do all acts as are necessary to make the Application in the issue]	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

**LOGO** **XYZ LIMITED** REVISION FORM - INITIAL PUBLIC ISSUE - R Acknowledgment Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA Application Form No. \_\_\_\_\_

DPID / CLID \_\_\_\_\_ PAN \_\_\_\_\_

Additional Amount Blocked (₹ in figures) \_\_\_\_\_ ASBA Bank & Branch \_\_\_\_\_ Stamp & Signature of SCSB Branch \_\_\_\_\_

ASBA Bank A/c No / UPI Id \_\_\_\_\_

Received from Mr./Ms. \_\_\_\_\_

Telephone / Mobile \_\_\_\_\_ Email \_\_\_\_\_

TEAR HERE

<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant _____
	No. of Equity Shares				
	Issue Price				
	Additional Amount Blocked (₹)				
ASBA Bank A/c No. / UPI Id: _____					<b>Acknowledgment Slip for Applicant</b>
Bank & Branch: _____					
Application Form No. _____					

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.





## **11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

## **12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’**

- a) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for [●] equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of [●] equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, Subsequent to revision, does not exceed ₹ 2,00,000. In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.
- d) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 2,00,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

## **13. PAYMENT DETAILS**

- a) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 2,00,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.
- d) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

## **14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.



## **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## **OTHER INSTRUCTIONS**

### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.





In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of “know your client” norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

#### **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

#### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;



- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

## **ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants 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 Applicant.

## **DESIGNATED DATE AND ALLOTMENT**

Our Company will ensure that the Allotment and credit to the successful Applicants' depository account will be completed within 2 (Two) working days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.

- a) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.



- b) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated July 12<sup>th</sup>, 2023 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated July 27<sup>th</sup>, 2023 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE0QIS01011.

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading "Applicants Depository Account Details" in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

### **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the 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. at below mentioned addresses:

To, Ms. Pooja Mangal; C/o. Shree Marutinandan Tubes Limited; Address: A-21 , Second Floor, Amrapali Complex, S.P Ring Road, Bopal Na Ahmedabad GJ 380058; Telephone No.: 079-29795873, 9998644587; Web site : <a href="http://www.shreemarutitubes.com">www.shreemarutitubes.com</a> ; E-Mail: <a href="mailto:cs@shreemarutitubes.com">cs@shreemarutitubes.com</a> .	To, Mr. Asif Sayyed; SEBI Registration Number: INR000001385; Address: 1 <sup>st</sup> Floor, Bharat Tin Work Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059; Tel. Number: +91 – 22626 38200; Email Id: ipo@bigshareonline.com; Investors Grievance Id: investor@bigshareonline.com; Website: www.bigshareonline.com.
---	---

### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEY AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, instructions to SCsBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days of closure of the issue.



## IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a. Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- 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 of Companies Act, 2013 and shall be treated as Fraud.

**Section 447 of the Companies Act, 2013, is reproduced as below:**

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

## BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 1000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 1,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,000 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:



- (a). minimum fifty per cent. to retail individual investors; and (b). remaining to:
- i) individual applicants other than retail individual investors; and
  - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for.

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

**Explanation:** If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “BASIS OF ALLOTMENT”.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of BSE.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **NAME OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Designated Stock Exchange, along with the LM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

#### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

- 1) that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (Three) Working Days of closure of the Issue;



- 3) that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 4) that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non-resident Indians shall be completed within specified time; and
- 5) that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
- 6) that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 7) Adequate arrangements shall be made to collect all Application forms.

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors 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 shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
- 5) Our Company shall not have recourse to utilize 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.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. 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. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. See “ISSUE PROCEDURE” beginning on page 169 of this Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See “ISSUE PROCEDURE” beginning on page 169 of this Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, 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 FDI Policy and the FEMA Non-debt 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 Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.



The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.





**SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

<b>TITLE OF ARTICLE</b>	<b>ARTICLE NUMBER</b>	<b>CONTENT</b>
<b>Preliminary</b>		The Regulations contained in Table “F” in the Schedule I to the Companies Act, 2013, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.
<b>Interpretation</b>		<ul style="list-style-type: none"><li>• In these regulation / articles —<ul style="list-style-type: none"><li>(a) “the Act” means the Companies Act, 2013,</li><li>(b) “the seal” means the common seal of the company.</li><li>(c) “Articles” means these articles of association of the Company or as altered from time to time.</li><li>(d) “Board of Directors” or “Board”, means the collective body of the directors of the Company.</li><li>(e) “The Chairperson” means the Chairperson of the Board of Directors for the time being or the Company.</li><li>(f) “The Company” is public limited company within the meaning of Section 2(17) of the Companies Act, 2013.</li><li>(g) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.</li></ul></li><li>• Unless the context otherwise requires, words or expressions contained in these regulations /articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations / articles become binding on the company.</li></ul>
<b>Share Capital and variation of rights</b>	<b>1.</b>	<p>i. Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company. If the share capital of the Company consists of Preference Shares, the Company shall have right to issue and redeem the preference shares in accordance with the provisions of the Act. 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 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>
	<b>2.</b>	<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 jointholders shall be sufficient delivery to all such holders.</p>



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
	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.	<p>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.</p>
	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.	<p>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.</p>
	8.	<p>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.</p>
<b>Lien</b>	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>
	10.	<p>The company may sell, in such manner as the Board thinks fit, any shares</p>



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		on which the company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (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.
	11.	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (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.
	12.	(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. (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.
Calls on Shares	13.	(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: 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. (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. (iii) A call may be revoked or postponed at the discretion of the Board.
	14.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
	15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
	16.	(i) 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. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
	17.	(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.	The Board— (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,



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		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.	<p>(i) Any member may transfer his/her shares to any other existing members but Board shall have right, subject to appeal as prescribed u/s 58 of the Act, to refuse registration of transfer of shares;</p> <p>(ii) If any member wants to transfer/sell his shares to a person other than existing member, he shall give to the Company intimation of his intention to do so and he shall transfer his shares to such non-members only if approval by the Board is granted any communicated in writing to that person to transfer the shares to the non-member;</p> <p>(iii) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee and shall be deposited with the Company for the registration of transfer of shares within 60 days from the date of execution;</p> <p>(iv) 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.</p>
	20.	<p>The Board may, subject to the right of appeal conferred by section 58 decline to register—</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the company has a lien.</p>
	21.	<p>The Board may decline to recognise any instrument of transfer unless—</p> <p>(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</p> <p>(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</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p>
	22.	<p>On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, 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.	<p>(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee 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.</p> <p>(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.</p>
	24.	<p>(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—</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(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.</p>
	25.	<p>(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.</p> <p>(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(iii) All the limitations, restrictions and provisions of these regulations</p>



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		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.	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: 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.
Forfeiture of Shares	27.	If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
	28.	The notice aforesaid shall— (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.	(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.	(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.	(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 nonpayment of any sum which, by the terms of issue of a share,



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		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.
<b>Alteration of Capital</b>	<b>34.</b>	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.
	<b>35.</b>	Subject to the provisions of section 61, the company may, by ordinary resolution,— (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) 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.
	<b>36.</b>	Where shares are converted into stock,— (a) 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. (b) 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. (c) 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 “stockholder” respectively.
	<b>37.</b>	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,— (a) its share capital; (b) any capital redemption reserve account; or (c) any share premium account.
<b>Capitalisation of Profits</b>	<b>38.</b>	(i) The company in general meeting may, upon the recommendation of the Board, resolve— (a) 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 (b) That such sum be accordingly set free for distribution in the manner specified in clause (i) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) 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— (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); (D) A securities premium account and a capital redemption reserve



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		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; (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
	<b>39.</b>	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have power— (a) 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 (b) 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; (iii) Any agreement made under such authority shall be effective and binding on such members.
<b>Buy-Back of Shares</b>	<b>40.</b>	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.
<b>General Meetings</b>	<b>41.</b>	All general meetings other than annual general meeting shall be called extraordinary general meeting.
	<b>42.</b>	(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 maybe called by the Board.
<b>Proceedings at General Meetings</b>	<b>43.</b>	(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.
	<b>44.</b>	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
	<b>45.</b>	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.
	<b>46.</b>	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.



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
<b>Adjournment of Meeting</b>	<b>47.</b>	(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.
<b>Voting Rights</b>	<b>48.</b>	Subject to any rights or restrictions for the time being attached to any class or classes of shares,— (a) on a show of hands, every member present in person shall have one vote; and (b) 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.
	<b>49.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
	<b>50.</b>	(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.
	<b>51.</b>	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 and no member shall exercise any voting rights in respect of any shares in regards to which the Company has or have exercised any right of lien.
	<b>52.</b>	(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.
<b>Proxy</b>	<b>53.</b>	i. Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting instead of himself, and that a proxy must be a member of the Company.  ii. 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.
	<b>54.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
	<b>55.</b>	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.
<b>Board of</b>	<b>56.</b>	The number of the directors and the names of the first directors shall be





TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
<b>Directors</b>		<p>determined in writing by the subscribers of the memorandum or a majority of them.</p> <p>-The persons hereinafter named shall be the First Directors of the Company:</p> <ol style="list-style-type: none"> <li>1. Mr. Shivratan Jivram Sharma;</li> <li>2. Mr. Vikram Shivratan Sharma;</li> <li>3. Kusumlata Shivratan Sharma;</li> <li>4. Bharat Shivratan Sharma.</li> </ol> <p>-The first Directors of the Company shall be permanent Directors, till he/she resigns.</p> <p>-The Directors shall not be required to hold any qualification shares.</p>
	<b>57.</b>	<p>(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>(ii) 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—</p> <ol style="list-style-type: none"> <li>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>(b) in connection with the business of the company.</li> </ol>
	<b>58.</b>	<p>The Board may pay all expenses incurred in getting up and registering the company.</p>
	<b>59.</b>	<p>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.</p>
	<b>60.</b>	<p>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.</p>
	<b>61.</b>	<p>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.</p>
	<b>62.</b>	<p>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 as per Companies Act, 2013. 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.</p> <p>ii. In compliance of and in manner prescribed u/s 161 or other provisions of the Act, the Board shall have power to appoint Additional Director or Alternate Director or Nominee Director or Director to fill casual vacancy.</p> <p>iii. A company in General Meeting appoint a director in accordance with the provisions of Section 160 of the Act except that the proposed candidate for the post of director shall not be required to deposit a sum of Rs. 1.00 Lakh as provided in that Section.</p> <p>(i) Appointment of directors need not to be voted individually. Any number of directors subject to the limit imposed by the Act can be appointed by a single resolution.</p> <p>iv. Subject to the restrictions imposed under the Act, the Directors shall have the right to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers</p>



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		<p>v. The Board shall not require approval of the members for exercising any powers as referred to under Section 180 of the Act and accordingly the provisions of the said section shall not be applicable to the Company</p> <p><b>vi. BORROWING POWERS :</b></p> <p>The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums exceeding paid up capital and free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper, without such approval from the members. Any such money may be raised or the payment or repayment of thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.</p> <p><b>vii. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR</b></p> <p>a) The Board of Directors may, from time to time, appoint one or more of their body to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment will be automatically terminated if he ceases to be a Director. Such appointment can be made with the formal Letter of Appointment and by passing of resolution as may be required in the Act. However -</p> <p>(i) Ratification from shareholder's for appointment of Managing Director or Whole Time Director shall not be required</p> <p>(ii) A notice of the Board Meeting proposing a resolution required to be passed for appointment of Managing Director or Whole Time Director shall not mandatorily contain Terms &amp; Conditions of appointment and details pertaining to remuneration.</p> <p>(iii) Any provisions contained in Schedule V shall not be applicable to Managing Director or Whole Time Director.</p> <p>b) A Managing or whole time Director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board of Directors may determine.</p> <p>c) The Board of Directors, subject to the provisions of the Act, may entrust to and confer upon a Managing or whole time Director or Committee of Directors any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.</p>
Proceedings of the Board	63.	<p>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(ii) A director may, and the manager or secretary on the requisition of a director shall, at anytime, summon a meeting of the Board.</p>
	64.	<p>(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.</p> <p>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
	65.	<p>i. 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.</p> <p>ii. An interested director can participate in any item of business at the board meeting in which he is interested after disclosure of his interest and he shall be counted for the purpose of ascertaining the quorum.</p>
	66.	<p>(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</p> <p>(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.</p>
	67.	<p>(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.</p> <p>(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.</p>
	68.	<p>(i) A committee may elect a Chairperson of its meetings.</p> <p>(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.</p>
	69.	<p>(i) A committee may meet and adjourn as it thinks fit.</p> <p>(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.</p>
	70.	<p>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.</p>
	71.	<p>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.</p>
<b>Chief Executive Officer, Manager, Company Secretary Or Chief Financial Officer</b>	72.	<p>Subject to the provisions of the Act,—</p> <p>(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;</p> <p>(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p>
	73.	<p>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.</p>
<b>The Seal</b>	74.	<p>No Common Seal is required as per the provisions of the Companies Act, 2013.</p>
<b>Dividends and</b>	75.	<p>The company in general meeting may declare dividends, but no dividend</p>



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
<b>Reserve</b>		shall exceed the amount recommended by the Board.
	76.	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.
	77.	(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, think 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.
	78.	(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.
	79.	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.
	80.	(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.
	81.	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.
	82.	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.
	83.	No dividend shall bear interest against the company.
<b>Accounts</b>	84.	(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.
<b>Winding Up</b>	85.	Subject to the provisions of Chapter XX of the Act and rules made there under— (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.



TITLE OF ARTICLE	ARTICLE NUMBER	CONTENT
		<p>(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.</p> <p>(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 contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
<b>Indemnity</b>	<b>86.</b>	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.
<b>Others</b>	<b>87.</b>	<p><b>A) EMPLOYEE STOCK OPTION SCHEME</b></p> <ul style="list-style-type: none"><li>• Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any, the Company may frame guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS).</li><li>• ESOP or ESPS may provide for the issue of shares/warrants, bonds or other debt instruments including the terms of payment.</li><li>• The Board of Directors shall have the power to vary, alter or amend the terms and conditions of the ESOP or ESPS, at their sole discretion, in such manner as they may deem fit in the best interest of the Company.</li></ul> <p><b>B) ISSUE OF SWEAT EQUITY SHARES</b></p> <p>Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity shares to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act, 2013 and any statutory amendments or re-enactment thereof.</p>



## SECTION XV – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus, will be delivered to the ROC for registration of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at A-21, Second Floor, Amrapali Complex, S.P Ring Road, Bopal Na Ahmedabad GJ - 380058, from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### A. MATERIAL CONTRACTS

1. Memorandum of understanding dated 01<sup>st</sup> August, 2023 between our Company and the Lead Manager.
2. Agreement dated 01<sup>st</sup> August, 2023 executed between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated 01<sup>st</sup> August, 2023 between our Company, the Lead Manager and Underwriter.
4. Market Making Agreement dated 01<sup>st</sup> August, 2023 between our Company, the Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated 12<sup>th</sup> July, 2023.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated July 27<sup>th</sup>, 2023.
7. Bankers to the Issue Agreement dated 04<sup>th</sup> September, 2023 between our Company, the Lead Manager, Bankers to the Issue, Sponsor and Refund Banker and the Registrar to the Issue.

#### B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation and certificates of incorporation after conversion.
2. Board Resolution dated 20<sup>th</sup> July, 2023, and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EoGM by the shareholders of our Company held on 27<sup>th</sup> July, 2023.
3. Statement of Tax Benefits dated 17<sup>th</sup> July, 2023 issued by our Statutory Auditors S K JHA & Co., Chartered Accountants.
4. Copy of Restated Financial Statement along with Report from the peer review certified auditor - JPMK & Co., Chartered Accountant for the stub period ended on September 30<sup>th</sup>, 2023 dated 19<sup>th</sup> December, 2023 included in the Prospectus.
5. Copy of Restated Financial Statement along with Report from the peer review certified auditor - JPMK & Co., Chartered Accountant for the financial year ended on March 31<sup>st</sup>, 2023, 2022 and 2021 dated 18<sup>th</sup> August, 2023 included in the Prospectus.
6. Copy of Audited Financial Statement for the stub period September 30<sup>th</sup>, 2023 and for the financial years ended on March 31<sup>st</sup>, 2023, 2022 and 2021.
7. Copy of Certificate from M/s S. K. Jha and Co., Chartered Accountants dated 12<sup>th</sup> August, 2023, regarding the source and deployment of funds towards the objects of the offer.
8. Consent of Promoter, Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Consent act as Legal Advisor, Bankers to our Company, Lead Manager to the Issue, Underwriter to the Issue, Market Maker, Registrar to the Issue and Banker to the Issue, to include their names in the Prospectus to act in their respective capacities.
9. Due Diligence Certificate from Lead Manager dated 28<sup>th</sup> August, 2023 addressing BSE for Draft Prospectus and dated 05<sup>th</sup> January, 2024 addressing BSE and SEBI for Prospectus.
10. Copy of In-principle approval letter dated 08<sup>th</sup> December, 2023 from the BSE.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



## DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 2013 and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued there under, as the case may be. We further certify that all statements in this Prospectus are true and correct.

### Signed by the Directors of the Company:

Name	Designation	Signature
Mr. Vikram Shivratn Sharma	Chairman and Managing Director	Sd/-
Mr. Bharat Shivratn Sharma	Whole Time Director	Sd/-
Ms. Shwetaben Arvindbhai Saparia	Independent Director	Sd/-
Mr. Ankitkumar Surendrakumar Agrawal	Independent Director	Sd/-
Ms. Madhuri Niconkumar Mistry	Independent Director	Sd/-

### Signed by:

Name	Designation	Signature
Ms. Dhruv Rajesh Karia	Chief Financial Officer	Sd/-
Ms. Pooja Mangal	Company Secretary & Compliance Officer	Sd/-

**Place:** Ahmedabad

**Date:** 05<sup>th</sup> January, 2024