(Please scan this QR to view the RHP)

RED HERRING PROSPECTUS
Dated: May 22, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Issue

SCODA TUBES LIMITED
CORPORATE IDENTITY NUMBER: U28110GJ2008PLC055392

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Survey No. 1566/1, Village Rajpur, Kadi, Mehsana, Ahmedabad – 382740, Gujarat	Nishita Sanghvi Company Secretary and Compliance Officer	**Email:** cs@scodatubes.com **Tel:** 027 64278278	www.scodatubes.com

PROMOTERS OF OUR COMPANY: SAMARTH PATEL, JAGRUTKUMAR PATEL, RAVI PATEL, SAURABH PATEL, VIPULKUMAR PATEL

DETAILS OF THE ISSUE TO THE PUBLIC

TYPE	FRESH ISSUE SIZE[(1)]	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBS, NIIS AND RIIS
Issue	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,200.00 million	Not Applicable	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 2,200.00 million	The Issue is being made in terms of Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"). For further details, see "***Other Regulatory and Statutory Disclosure – Eligibility for the Issue***" on page 332. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Retail Individual Investors see "***Issue Structure***" on page 350.

[(1)] Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024, to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.

OFFER FOR SALE

Not Applicable

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of each Equity Share is ₹ 10. The Floor Price, the Cap Price and the Issue Price, as determined by our Company in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated in *"**Basis for Issue Price***" on page 142, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares, once issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being BSE Limited and National Stock Exchange of India Limited. For the purposes of the Issue, the Designated Stock Exchange is National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER

Name of Book Running Lead Manager	Contact Person	Email and Telephone
MONARCH NETWORTH CAPITAL **MONARCH NETWORTH CAPITAL LIMITED**	Saahil Kinkhabwala/Aayushi Poddar	**Telephone**: +91 22 6647 6400 **Email:** ecm@mnclgroup.com

REGISTRAR TO THE ISSUE

Name of Registrar	Contact Person	Email and Telephone
	Shanti Gopalkrishnan	**Tel:** + 91 81 0811 4949 **E-mail:** scodatubes.ipo@linkintime.co.in

MUFG INTIME INDIA PRIVATE LIMITED (FORMERLY LINK INTIME INDIA PRIVATE LIMITED)					
BID/ISSUE PERIOD					
ANCHOR INVESTOR BID/ISSUE PERIOD*	**Tuesday, May 27, 2025**	**BID/ISSUE OPENS ON***	**Wednesday, May 28, 2025**	**BID/ISSUE CLOSES ON****	**Friday, May 30, 2025^**

^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Issue Closing Date.

RED HERRING PROSPECTUS
Dated: May 22, 2025
Please read section 32 of the Companies Act, 2013
100% Book Built Issue

(Please scan this QR to view the RHP)

SCODA TUBES LIMITED

Our Company was incorporated as "Scoda Tubes Limited" under the provisions of the Companies Act,1956 vide Certificate of incorporation dated November 10, 2008, and Certificate of Commencement of Business dated November 12, 2008, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli.

Registered and Corporate Office: Survey No. 1566/1, Village Rajpur, Kadi, Mehsana, Ahmedabad – 382740, Gujarat **Contact Person:** Nishita Sanghvi.
Tel: 027 64278278, **E-mail:** cs@scodatubes.com, **Website:** www.scodatubes.com | **Corporate Identity Number:** U28110GJ2008PLC055392

OUR PROMOTERS: SAMARTH PATEL JAGRUTKUMAR PATEL, RAVI PATEL, , SAURABH PATEL, VIPULKUMAR PATEL

INITIAL PUBLIC OFFERING OF UP TO |●| EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ |●| PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ |●| PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 2,200.00 MILLION (THE "ISSUE") THE ISSUE SHALL CONSTITUTE |●|% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY HAS, IN CONSULTATION WITH THE BRLM, UNDERTAKEN A PRE-IPO PLACEMENT OF 4,400,000 EQUITY SHARES AT AN ISSUE PRICE OF ₹ 125 PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 115 PER EQUITY SHARE) AGGREGATING ₹ 550.00 MILLION ON OCTOBER 21, 2024 TO MALABAR INDIA FUND LIMITED AND CARNELIAN BHARAT AMRITKAAL FUND. THE SIZE OF THE ISSUE HAS BEEN REDUCED BY ₹ 550.00 MILLION PURSUANT TO THE PRE-IPO PLACEMENT AND THE REVISED SIZE OF THE ISSUE IS UP TO ₹ 2,200.00 MILLION. OUR COMPANY HAS APPROPRIATELY INTIMATED THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT THE ISSUE MAY COME THROUGH OR LISTING SHALL HAPPEN AND THE INVESTMENT IS BEING DONE SOLELY AT THE RISK OF THE INVESTOR. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT HAS BEEN APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THIS RED HERRING PROSPECTUS AND WILL BE MADE IN RELEVANT SECTIONS OF THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH AND THE ISSUE PRICE IS |●| TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND AHMEDABAD EDITIONS OF JAIHIND (A WIDELY CIRCULATED GUJRATI DAILY NEWSPAPER, GUJRATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the BRLM and at the terminals of the Syndicate Member(s) and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

This is an Issue in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process in terms of Regulation 6 (1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs and such portion, the "**QIB Portion**"), provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders ("**Non-Institutional Portion**") (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 0.20 million up to ₹ 1 million and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 1 million) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Issue through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA Process. For further details, see "***Issue Procedure***" on page 353

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Issue Price or the Price Band as (determined by our Company in consultation with the BRLM, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Issue Price*" on page 142 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, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue

have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 31.

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares, once offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated December 18, 2024, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Issue Closing Date, see "*Material Contracts and Documents for Inspection*" on page 416.

BOOK RUNNING LEAD MANAGER	**REGISTRAR TO THE ISSUE**
Monarch Networth Capital Limited 4th Floor, B Wing, Laxmi Towers, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **Telephone Number:** +91 22 66476400 **E-mail:** ecm@mnclgroup.com **Investor Grievance E-mail:** mbd@mnclgroup.com **Website:** www.mnclgroup.com **Contact Person:** Saahil Kinkhabwala/Aayushi Poddar **SEBI Registration No.:** INM000011013	**MUFG Intime India Private Limited** ***(formerly Link Intime India Private Limited)*** C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400 083, Maharashtra **Telephone**: +91 8108114949 **E-mail**: scodatubes.ipo@linkintime.co.in **Investor grievance e-mail**: scodatubes.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact person**: Shanti Gopalkrishnan **SEBI registration number**: INR000004058

BID/ISSUE PROGRAMME

BID/ISSUE OPENS ON	**Wednesday, May 28, 2025**
BID/ISSUE CLOSES ON	**Friday, May 30, 2025^**

^UPI mandate end time and date shall be at 5:00 p.m. on the Bid/issue Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Red Herring Prospectus, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

*The terms not defined herein but used in "**Objects of the Issue**", "**History and Certain Corporate Matters**", "**Financial Indebtedness**", "**Basis of Issue Price**", "**Statement of Special Tax Benefits**", "**Industry Overview**", "**Key Regulations and Policies**", "**Financial Information**", "**Outstanding Litigation and Other Material Developments**" "**Issue Procedure**" and "**Description of Equity Shares and Terms of Articles of Association**", on pages , 115, 226, 324, 142, 156, 165, 220, 254, 373, 353 and 373 respectively, will have the meaning ascribed to such terms in those respective sections.*

General Terms

Term	Description
our Company / the Company / the Issuer	Scoda Tubes Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered and Corporate Office at Survey No. 1566/1, Village Rajpur, Kadi, Mehsana, Ahmedabad – 382740, Gujarat
we / us / our	Unless the context otherwise indicates or implies, refers to our Company, on a basis as on the date of this Red Herring Prospectus.

Company Related Terms

Term	Description
Articles of Association / Articles / AoA	Articles of association of our Company, as amended from time to time
Audit Committee	Audit Committee of our Board. For more details see "***Our Management – Corporate Governance***" on page 234
Auditors / Statutory Auditors	Statutory auditors of our Company, currently being M/s. Dhirubhai Shah & Co LLP Chartered Accountants
Board / Board of Directors	Board of directors of our Company, as constituted from time to time or any duly constituted committee thereof. For details see "***Our Management – Board of Directors***" on page 230
Chairman	Chairman of our Company, namely Samarth Patel
Chief Financial Officer / CFO	Chief financial officer of our Company, namely Ravi Patel. For details, see "***Our Management – Key Managerial Personnel***" on page 244
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Nishita Sanghvi. For details, see "***Our Management – Key Managerial Personnel***" on page 244
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Company. For details see "***Our Management – Corporate Governance***" on page 234
Cost Vetting Report	The report issued by Dun & Bradstreet Information Services India Private Limited, an Independent Consultant dated May 22, 2025
Director(s)	The director(s) on the Board of Directors, as appointed from time to time
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
Executive Director(s)	Executive director(s) on our Board. For further details of the Executive Director, see "***Our Management***" on page 230
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations and the Materiality Policy of our Company. For details see "***Group Companies***" on page 252

Term	Description
Independent Chartered Engineer	Independent Chartered Engineer of our Company being Deepak C. Shah (Membership no. M/02916)
Independent Director(s)	The non-executive, Independent Director(s) on our Board appointed as per the Companies Act, 2013 and the Listing Regulations. For details of our Independent Directors, see "***Our Management-Board of Directors***" on page 230
IPO Committee	The IPO committee of our Board. For details see "***Our Management – Corporate Governance***" on page 234
Key Managerial Personnel / KMP	Key managerial personnel of our Company. For details see "***Our Management – Key Managerial Personnel***" on page 244
Managing Director	The managing director of our Company, namely Jagrutkumar Patel. For details, see "***Our Management***" on page 230.
Materiality Policy	The Materiality Policy adopted by our Board pursuant to a resolution of our Board dated September 10, 2024 for identification of the material: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.
Memorandum of Association / Memorandum/ MoA	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee / NRC Committee	The nomination and remuneration committee of our Company. For details see "***Our Management – Corporate Governance***" on page 234
Non – Executive Director(s)	A Director, not being an Executive Director. For further details of the Non-Executive Director, see *"**Our Management**"* on page 230.
Promoter(s)	The promoters of our Company namely, Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel and Vipulkumar Patel For details see in "***Our Promoters and Promoter Group***" on page 247
Promoter Group	Such persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "***Our Promoters and Promoter Group***" on page 247
Registered and Corporate Office	The Registered and Corporate Office of the Company is located at Survey No. 1566/1, Village Rajpur, Kadi, Mehsana, Ahmedabad – 382740, Gujarat
Registrar of Companies / RoC	Registrar of Companies, Gujarat at Ahmedabad, India. For further information, see "***General Information***" on page 89
Restated Financial Statements/ Restated Financial Information"	The Restated Financial Statements of Our Company which comprise of the Restated Statement of Assets and Liabilities as at the nine months period ended December 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 , the Restated Statement of Profit and Loss (including Other Comprehensive Income, as applicable) and the Restated Statement of Cash Flows for the nine months period ended December 31, 2024 and each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statement of Changes in Equity for the nine months period ended December 31, 2024 and each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of material accounting policies and other explanatory notes to the restated financial statements of the Company and included in "*Financial Information*" on page 254
Shareholders	The holders of the Equity Shares of our Company from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Company. For details see described in "***Our Management – Corporate Governance***" on page 234
Whole-time Director(s)	The whole-time director of our Company. For details see "*Our Management*" on page 230

Issue Related Terms

Term	Description
Abridged Prospectus	A memorandum containing such salient features of a prospectus as may be specified by SEBI in this regard

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of Equity Shares issued pursuant to the Issue
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus, and who has bid for an amount of atleast ₹ 100.00 million
Anchor Investor Allocation Price	Price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and in consultation with the BRLM during the Anchor Investor Bidding Date
Anchor Investor Application Form	Application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company and in consultation with the BRLM
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and in consultation with the BRLM, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIIs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Issue Account Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in "*Issue Procedure*" on page 353.
Bid	An indication to make an issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to

Term	Description
	subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad editions of Jaihind (a widely circulated Gujarat daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/Issue Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank(s), as required under the SEBI ICDR Regulations. Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, , which shall be notified in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad editions of Jaihind (a widely circulated Gujarat daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/ Issue Period also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Bank(s), as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
Bidder / Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor.
Book Building Process	The book building process as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Manager" or "BRLM"	The book running lead manager to the Issue, namely Monarch Networth Capital Limited
Broker Centre	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that RIBs may only submit ASBA Forms at such broker centres

Term	Description
	if they are Bidding using the UPI Mechanism, to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
CAN or Confirmation of Allocation Note	The notice or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	The agreement dated May 22, 2025 entered between our Company, the Registrar to the Issue, the BRLM, the Syndicate Member, the Banker(s) to the Issue, *inter alia*, for the appointment of the Sponsor Banks in accordance with the UPI Circular, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI ICDR Master Circular and other applicable circulars issued by SEBI, as per the list available on the websites of BSE and NSE, as updated from time to time.
CRISIL/CRISIL MI&A	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited
CRISIL Report	Report titled "Industry Report on Stainless Steel Tubes and Pipes" dated May, 2025 prepared by CRISIL, appointed by our company pursuant to an engagement letter dated June 06, 2024.
Cut-off Price	The Issue Price, as finalised by our Company, in consultation with the BRLM which shall be any price within the Price Band. Only Retail Individual Bidders Bidding under the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Cut-Off Time	For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cutoff time of 5:00 pm on after the Bid/Issue Closing Date.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, PAN, DP ID, Client ID and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors or IPO Committee may Allot Equity Shares to successful Bidders in the Issue.
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs with an application size of up to ₹0.20 million and Non-Institutional Bidders Bidding with an application size of up to ₹0.50 million (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.

Term	Description
	In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time.
Designated Stock Exchange	NSE
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated September 30, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Issue, including the price at which the Equity Shares will be Allotted and the size of the Issue.
Eligible FPIs	FPIs that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an issue/ invitation under the Issue and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares issued thereby.
Eligible NRIs	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, on a non-repatriation basis, from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account(s)	Accounts opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being Axis Bank Limited
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018
Floor Price	The lower end of the Price Band, i.e. ₹ [●] subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids, will be accepted
Fresh Issue / Issue	The Issue of up to [●] Equity Shares aggregating up to ₹ 2,200.00 million by our Company. See *"The Issue"* beginning on page 80. Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024 to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of

Term	Description
	the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Gross Proceeds	The Issue proceeds from the Issue
Issue Agreement	The agreement dated September 30, 2024, amongst our Company and the BRLM, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Issue
Issue Price	₹ [●] per Equity Share, being the final price within the Price Band, at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of this Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with the BRLM, in accordance with the Book Building Process on the Pricing Date and in terms of this Red Herring Prospectus.
Monitoring Agency	CRISIL Ratings Limited, being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement dated May 22, 2025 entered into between and amongst our Company and the Monitoring Agency prior to filing of this Red Herring Prospectus
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Proceeds	The Gross Proceeds less our Company's share of the Issue-related expenses applicable to the Issue. For further details about use of the Net Proceeds and the Issue related expenses, see "*Objects of the Issue*" on page 115
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders, that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue comprising of [●] Equity Shares which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations, to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price. The allocation to the NIIs shall be as follows: a) One-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million; and b) Two-thirds of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹1.00 million Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors
Non-Resident or NR	A person resident outside India, as defined under FEMA

Term	Description
Pre-IPO Placement	Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024, to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.
Pre – IPO Proceeds	Proceeds aggregating to ₹550.00 million received pursuant to the Pre-IPO Placement of 44,00,000 Equity Shares at an issue price of ₹125 per Equity Share (including premium of ₹115.00 per Equity Share)
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) and includes any revisions thereof. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the Book Running Lead Manager, which shall be notified in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad editions of Jaihind (a widely circulated Gujarat daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with a wide circulation, at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and in consultation with the BRLM, will finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account Bank(s)	The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Public Issue Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being HDFC Bank Limited.
Public Issue Account(s)	Bank account to be opened in accordance with the provisions of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue, consisting of [●] Equity Shares which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company and in consultation with the BRLM up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price.
"Qualified Institutional Buyers" or "QIBs"	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. However, non-residents which are FVCIs, and multilateral and bilateral development financial institutions are not permitted to participate in the Issue.
"Red Herring Prospectus" or "RHP"	This red herring prospectus dated May 22, 2025 including any corrigenda or addenda thereto, to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issue and the size of the Issue, including any addenda or corrigenda thereto. This red herring prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.

Term	Description
Refund Account(s)	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being Axis Bank Limited.
Registered Broker	Stock brokers registered with the stock exchanges having nationwide terminals other than the members of the Syndicate, and eligible to procure Bids in terms of the SEBI ICDR Master Circular and other applicable circulars issued by SEBI
Registrar Agreement	The agreement dated September 28, 2024 entered amongst our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of BSE and NSE, and the UPI Circulars
Registrar, or Registrar to the Issue	The Registrar to the Issue namely Link Intime India Private Limited.
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidders or RIB(s) or Retail Individual Investors or RII(s)	Individual Bidders (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the Bidding options in the Issue
Retail Portion	The portion of the Issue being not less than 35% of the Issue consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI vide circular no. CIR/OIAE/1/2014 dated December 18, 2014
Seamless Product	Seamless products includes: (i) seamless tubes/pipes; and (ii) welded tubes and pipes, under five (5) product lines, namely, (i) stainless steel seamless pipes; (ii) stainless steel seamless tubes; (iii) stainless steel seamless "U" tubes; (iv) stainless steel instrumentation tubes; and (v) stainless steel welded tubes and "U" tubes
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, issuing services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time.

Term	Description
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time.
Specified Securities	Equity Shares and/or, any other securities issued by our Company
Sponsor Bank(s)	The Banker(s) to the Issue registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being HDFC Bank Limited and Axis Bank Limited.
Stainless Steel Products	Stainless steel product means seamless products and welded products
Stock Exchanges	Collectively, BSE Limited and the National Stock Exchange of India Limited
Syndicate Agreement	Agreement dated May 22, 2025 entered into among our Company, the BRLM, and the Syndicate Member in relation to collection of Bid cum Application Forms by Syndicate
Syndicate Member	Intermediaries (other than BRLM) registered with SEBI who are permitted to accept bids, applications and place orders with respect to the Issue and carry out activities as an underwriter namely, Monarch Networth Capital Limited
Syndicate or members of the Syndicate	Together, the BRLM and the Syndicate Member
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] entered into amongst the Underwriters and our Company on or after the Pricing Date, but prior to filing of the Prospectus
UPI	Unified Payments Interface, which is an instant payment mechanism developed by NPCI
UPI Bidders	Collectively, individual investors applying as RIBs in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to SEBI ICDR Master Circular , all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	Collectively,SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, , the SEBI RTA Master Circular and SEBI ICDR Master Circular , along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment

Term	Description
UPI Mechanism	The Bidding mechanism that may be used by a UPI Bidder to make a Bid in the Issue in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Welded Product	Welded Product means stainless steel welded tubes and "U" tubes
Wilful Defaulter	A wilful defaulter, as defined under the SEBI ICDR Regulations
Working Day	All days, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Working Day shall mean all days except all Saturdays, Sundays and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays in India, as per the circulars issued by SEBI, including the SEBI UPI Circulars

Technical/ Industry Related Terms

Term	Description
ABC	Architecture, Building, and Construction
ASME	American Society of Mechanical Engineers
ASTM	American Society for Testing and Materials
ART	Automotive, Railways and Transportation
BEML	Bharat Earth Movers Limited
BHEL	Bharat Heavy Electricals Limited
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CAPEX	Capital Expenditure
CIF	Cost, Insurance and Freight
CNG	Compressed Natural Gas
CRISIL	CRISIL Limited
CRISIL MI&A	CRISIL Market Intelligence & Analytics
CSR	Corporate Social Responsibility
DDP	Delivery Duty Paid
ECT	Eddy Current
EIL	Engineers India Limited
EPC	Engineering, Procurement and Construction
FOB	Free-On-Board
FOR	Free-On-Road
GFCF	Gross Fixed Capital Formation
GNFC	Gujarat Narmada Valley Fertilizers and Chemicals Limited
HP	High Pressure
HPCL	Hindustan Petroleum Corporation Limited
HR	Hot Rolled
HYDRO	Hydrostatic Test
IBR	Indian Boiler Regulation
IFFCO	Indian Farmers Fertilizers Cooperative Limited
IGC	Intergranular Corrosion
IMF	International Monetary Fund
ISO	International Organization for Standardization
JPC	Joint Plant Committee
KPI	Key Performance Indicator
KRIBHCO	Krishak Bharati Cooperative Limited
LNG	Liquified Natural Gas
LP	Low Pressure
MCF	Modern Coach Factory
MIG	Metal Inert Gas
MoM	Month on Month
MT	Metric Tonne
MTPA	Metric Tonne Per Annum

MSMEs	Micro, Small and Medium Enterprises
NAFTA	North American Free Trade Agreement regions
NDT	Non-destructive testing
NSE	National Stock Exchange of India Limited
NSP	National Steel Policy
NTPC	National Thermal Power Corporation
PCB	Printed Circuit Board
PED	Pressure Equipment Directive
PLI	Production Linked Incentive
PMI	Positive material identification
QoQ	Quarter on Quarter
RCF	Rail Coach Factory
TIG	Tungsten Inert Gas
VDI	Visual Inspection
YoY	Year on Year

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
A/c	Account
AGM	Annual general meeting
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year / year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013 / Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970.
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository / Depositories	NSDL and CDSL
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
DP / Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortisation
EGM	Extraordinary general meeting
EPS	Earnings per share
EUR OR €	Euro
FAQs	Frequently asked questions
FCNR	Foreign currency non-resident account
FDI	Foreign direct investment

Term	Description
FDI Circular or Consolidated FDI Policy	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal / FY / F.Y.	Period of twelve months ending on March 31 on that particular year, unless stated otherwise
FI	Financial institutions
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
GDP	Gross domestic product
Central Government / GoI	Government of India
GST	Goods and service tax
HUF	Hindu undivided family
IT Act	The Information Technology Act, 2000
I.T. Act	The Income Tax Act, 1961
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended
IRDAI	Insurance Regulatory and Development Authority of India
IT	Information technology
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of fund-based lending rate
Mn / mn	Million
N.A / NA	Not applicable
NACH	National Automated Clearing House
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net asset value
NBFC	Non-Banking Financial Companies
NBFC - SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
NCLT	National Company Law Tribunal
NEFT	National electronic fund transfer
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India

Term	Description
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Deposit Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the issue
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit After Tax
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RONW	Return on net worth
Rs. / Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Term	Description
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
Specified Securities	Equity shares and/or convertible securities
State Government	Government of a state of India
Stock Exchanges	Collectively, the BSE and NSE
STT	Securities transaction tax
TAN	Tax deduction account number
TDS	Tax deducted at source
UAE	United Arab Emirates
U.S. Securities Act	United States Securities Act of 1933, as amended
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USA/ U.S/ U.S.	The United States of America
USD/ US$/ $	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

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

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

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

Financial Data

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Red Herring Prospectus to a particular Financial Year or FY or Fiscal, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Red Herring Prospectus are derived from the Restate Financial Information of our Company.

The Restated Financial Statements of Our Company which comprise of the Restated Statement of Assets and Liabilities as at the nine months period ended December 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss (including Other Comprehensive Income, as applicable) and the Restated Statement of Cash Flows for the nine months period ended December 31, 2024 and each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statement of Changes in Equity for the nine months period ended December 31, 2024 and each of the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of material accounting policies and other explanatory notes to the restated financial statements of the Company and included in "*Financial Information*" on page 31.

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

Our Restated Financial Information have been prepared in accordance with Ind AS. There are significant differences between International Financial Reporting Standards ("**IFRS**") and Generally Accepted Accounting Principles in the United States of America ("**U.S. GAAP**"). The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India. Accordingly, any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI and practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial information included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial information to those under U.S. GAAP or IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial information. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS see "***Risk Factors - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Red Herring Prospectus***." on page 72.

Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals, including percentages, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear

in this Red Herring Prospectus as rounded off to such number of decimal points as provided in their respective sources.

Non-Generally Accepted Accounting Principles Financial Measures

In evaluating our business, we consider and use non-GAAP financial measures and key performance indicators, including EBITDA, EBITDA Margin, Net Worth, Return on Net Worth, Net Asset Value, Net Debt – EBITDA, Total Debt – Equity, etc., which have been included in this Red Herring Prospectus. The presentation of these non-GAAP financial measures and key performance indicators is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with Ind AS. We present these non-GAAP financial measures and key performance indicators because they are used by our management to evaluate our operating performance and formulate business plans.

These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. The non-GAAP financial measures and key performance indicators have limitations as analytical tools. Further, these non-GAAP financial measures and key performance indicators may differ from the similar information used by other companies, including peer companies, and therefore their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to profit before tax, net earned premiums, gross earned premiums or any other measure of performance or as an indicator of our operating performance, liquidity or profitability or results of operations. In addition, non-GAAP financial measures used are not a standardised term, hence a direct comparison of non-GAAP financial measures between companies may not be possible. Other companies may calculate non-GAAP financial measures differently from us, limiting its usefulness as a comparative measure. For further details, see "***Management's Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Financial Measures"*** and *"**Risk Factor - We have in this Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the steel industry***." on page 70.

Currency and Units of Presentation

All references to "Rupee(s)", "Rs.", "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "$", "US$", "U.S. Dollars" or "USD" are to United States Dollars, the official currency of the United States of America.

All the figures in this Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million, unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000

Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than lakh or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the other currencies used in the Red Herring Prospectus:

(in ₹)

Currency	Exchange rate as on*			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
USD	85.62	83.37	82.22	75.81
EUR	89.09	90.22	89.61	84.66
GBP	107.46	105.29	101.87	99.55

Source: www.fbil.org.in

Note: Exchange rate is rounded off to two decimal point

**In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered. The exchange rate is rounded off to two decimal places.*

Industry and market Data

Unless stated otherwise, information pertaining to the industry in which our Company operates in, contained in this Red Herring Prospectus is derived from the Industry report on "Stainless Steel Tubes and Pipes" which has been exclusively commissioned and paid for by our Company, pursuant to an engagement letter dated June 06, 2024, for the purpose of understanding the industry in connection with this Issue, since no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the CRISIL Report. This Red Herring Prospectus contains certain data and statistics from the CRISIL Report, which is available on the website of our Company www.scodatubes.com.

CRISIL is an independent agency which has no relationship with our Company, our Promoters, any of our Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Manager.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. Although the industry and market data used in this Red Herring Prospectus is reliable, the data used in these sources may have been re-classified by us for the purposes of presentation however, no material data in connection with the Issue has been omitted. Data from these sources may also not be comparable. Further, CRISIL has confirmed that to the best of its knowledge no consent is required from any Government or other source from which any information is used in the CRISIL Report.

The CRISIL Report is subject to the following disclaimer:

"Crisil Intelligence, a division of Crisil Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. Crisil Intelligence operates independently of Crisil's other divisions and subsidiaries, including, Crisil Ratings Limited. Crisil Intelligence's informed insights and opinions on the economy, industry, capital markets and companies drive impactful decisions for clients across diverse sectors and geographies. Crisil Intelligence's strong benchmarking capabilities, granular grasp of sectors, proprietary analytical frameworks and risk management solutions backed by deep understanding of technology integration, makes it the partner of choice for public & private organisations, multi-lateral agencies, investors and governments for over three decades.

For the preparation of this report, Crisil Intelligence has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. This industry report is intended for use only within India."

For details of risks in relation to CRISIL Report, see "***Risk Factors – Certain sections of this Red Herring Prospectus contain information from the CRISIL Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***" on page 69. Accordingly, no investment decision should be made solely on the basis of such information.

In accordance with the SEBI ICDR Regulations, "***Basis for Issue Price***" beginning on page 142 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein. Accordingly, no investment decision should be made solely on the basis of such information.

FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain statements which are not statements of historical facts and may be described as "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "**aim**", "**anticipate**", "**are likely**", "**believe**", "**continue**", "**expect**", "**estimate**", "**intend**", "**will likely**", "**likely to**", "**may**", "**seek to**", "**shall**", "**objective**", "**plan**", "**project**", "**propose**", "**will**", "**will continue**", "**will pursue**", "**will achieve**", "**can**", "**could**", "**goal**" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

- Our Business is primarily concentrated with our top 10 customers. Any loss of our single largest customer or any number of our top ten customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial conditions.
- We rely on our network of stockists for the sale and distribution of our stainless-steel tubes and pipes, including one stockist based in Maharashtra, India and one based in the United States markets authorised to exclusively sell our products. Any termination of our sales arrangements with our stockists or any failure of our stockists to effectively sell or market our products could materially and adversely affect our business, results of operations and financial condition.
- Our business and profitability are substantially dependent on the demand for our products from engineering, EPC and industrial companies, stockists, in and outside of India. Any reduction in the activity and expenditure levels in such customers may adversely affect our business, prospects, results of operations and financial condition.
- We and our Promoters have limited experience in implementing our growth strategy to expand our welded tubes and pipes business which is presently smaller in scale. We may not be able to compete successfully, and it may be difficult to evaluate our business and future operating results on the basis of our past performance.
- Capital expenditure is being used for welded pipes despite low-capacity utilization rate and may not result in increase in revenue from operations.
- Our business and profitability are substantially dependent on the availability and cost of our raw materials, and we are dependent on third-party suppliers/manufacturers/stockists for meeting our raw material requirements. Any disruption to the timely and adequate supply, or volatility in the prices of, raw materials may adversely impact our business, results of operations and financial condition.
- Our business involves prolonged working capital days and an extended cash conversion cycle. If we are unable to anticipate and respond to changes in market demands and customer preferences in a timely and efficient manner, our business, results of operations, cash flows and financial condition may be adversely affected.

- We have had negative net cash flows in the past and may continue to have negative cash flows in the future.
- Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.
- Our revenue from operations is derived in part from our exports, which we intend to grow. Our growth plans and exports may be dependent on the policies passed by the governments of the markets into which we export and any unfavourable change in such policies may adversely affect our business.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial*** Position ***and Results of Operations***" on pages 31, 192 and 306 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters, the Book Running Lead Manager, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Issue from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

ISSUE DOCUMENT SUMMARY

*Our Company was incorporated as "Scoda Tubes Limited" under the provisions of the Companies Act,1956 vide Certificate of incorporation dated November 10, 2008, and Certificate of Commencement of Business dated November 12, 2008, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli. For further details of the history of our company, kindly refer to section "**History and Certain Corporate Matters**" beginning on page 226 of this Red Herring Prospectus.*

*The following is a general summary of the terms of the Issue included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled "**Risk Factors**", "**The Issue**", "**Capital Structure**", "**Objects of the Issue**", "**Industry Overview**", "**Our Business**", "**Our Promoters and Promoter Group**", "**Financial Information**", "**Outstanding Litigation and Other Material Developments**" and "**Issue Procedure**" on pages 31, 80 ,97 ,115 , 165 ,247 254,* 326, and 353 *respectively of this Red Herring Prospectus.*

Summary of Primary Business of our Company

We are a stainless-steel tubes and pipes manufacturer based in India having over 14 years of experience. Our products are broadly categorised into: (i) seamless tubes/pipes; and (ii) welded tubes and pipes, under five (5) product lines, namely, (i) stainless steel seamless pipes; (ii) stainless steel seamless tubes; (iii) stainless steel seamless "U" tubes; (iv) stainless steel instrumentation tubes; and (v) stainless steel welded tubes and "U" tubes ("**Products**" or **"Stainless Steel Products")**.

Seamless pipes are pipes without a seam (end joints) and are manufactured using Round Bars whereas welded pipes are manufactured by welding the flat steel strips into a round / circular shape.

We market our Products under the brand, *"Scoda Tubes Limited*". Our Products are used by a diverse range of customers like engineering companies, EPC and industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors. In addition, we operate a hot piercing mill for the production of mother hollow, which is the principal raw material for our stainless-steel seamless products. Currently, our hot piercing mill has a production capacity of 20,000 MT per annum. Our ability to produce our principal raw material enables us to achieve backward integration of our seamless products' processes, allowing us to control our production costs and reduce reliance on suppliers. Currently, any quantities of mother hollow in excess of our captive consumption are sold in the open market. In addition to our manufacturing business of seamless tubes/pipes and welded tubes and pipes, we also generate revenue from sale of services which consists of revenue earned from job work services like annealing, straightening, pickling and marking provided to other customers. For further details, see "Our Business" on page 192.

Summary of the Industry in which our Company operates

Global demand for stainless steel tubes and pipes increased from approximately 2.7 million tonnes per annum in 2019 to approximately 3.1 million tonnes per annum in 2023, clocking a CAGR of about 3%. The share of stainless-steel welded tubes and pipes in the overall global demand falls in 80-85% range with the stainless-steel seamless tubes and pipes accounting for the rest 15-20% share in the demand.

Domestic demand for stainless steel tubes and pipes increased from 0.23 million tonnes in fiscal 2020 to 0.32 million tonnes in fiscal 2024, clocking a CAGR of approximately 9% during the period. The share of stainless-steel welded tubes and pipes in the overall domestic demand has largely remained at around 65% with the stainless-steel seamless tubes and pipes accounting for the rest 35% share throughout the period. Between fiscals 2024 and 2029, the domestic demand for stainless steel tubes and pipes is expected to increase at a CAGR of 6-8% to 0.45-0.47 million tonnes in fiscal 2029. This healthy growth in the demand will primarily be led by strong growths in major end use industries of stainless-steel tubes and pipes such as building and construction, automobile, oil and gas, chemical manufacturing, food and beverage, etc.

Our Promoters

Our Promoters are Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel and Vipulkumar Patel. For further details, see "***Our Promoters and Promoter Group***" on page 247

Issue Size

Issue of Equity Shares [(1)(2)]	[●] Equity Shares of ₹ 10 each, aggregating up to ₹ 2,200.00 million

Notes:

1. *The Issue has been authorized by a resolution of our Board dated September 10, 2024 and the Issue has been authorized by a special resolution of our Shareholders dated September 18, 2024.*

2. *Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024, to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.*

The above table summarises the details of the Issue. For further details of the issue, see "*The Issue*" and "*Issue Structure*" on pages 80 and 350, respectively.

The Issue shall constitute [●] % of the post Issue paid up Equity Share capital of our Company, respectively.

Objects of the Issue

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

Sr. No.	Particulars	Amount in ₹ million [(2)]	% of Net proceeds[(1)]
1.	Capital expenditure towards expanding production capacity of seamless and welded tubes and pipes [(2)]	769.90	[●]
2.	Funding the part incremental working capital requirements of our Company	1,100	[●]
3.	General corporate purposes [(1) (2)]	[●]	[●]
	Total Net Proceeds[(1)(2)]	[●]	[●]

(1) To be finalised upon determination of the Issue Price and updated in the Prospectus at the time of filing with the RoC.

(2) After adjusting for the Pre-IPO Proceeds of ₹ 550.00 million out of which ₹ 279.94 million has been utilised for one of our object's capital expenditures towards expanding production capacity of seamless and welded tubes and pipes, ₹68.93 million has been utilized under General Corporate Purpose and ₹ 18.71 million has been utilised for Issue expenses. The remaining amount of ₹182.42 million will also be utilised towards General Corporate Purposes. The Statutory Auditors, pursuant to their certificate dated May 22, 2025 have certified the utilization of the abovementioned Pre-IPO Proceeds

For further details, see "***Objects of the Issue***" on page 115.

Aggregate Pre-Issue and Post-Issue shareholding of our Promoters and members of the Promoter Group as a percentage of the pre Issue and Post-Issue paid-up Equity Share Capital

The aggregate Pre-Issue and Post-Issue shareholding of our Promoters and members of the Promoter Group, as a percentage of the Pre-Issue and Post-Issue paid-up Equity Share capital of our Company is set out below:

Name of the Shareholder	Pre-Issue Equity Share capital		Post-Issue Equity Share capital*	
	Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue paid-up equity share capital (%)	Equity Shares of face value of ₹ 10 each	Percentage of post-Issue paid-up equity share capital (%)
Promoters				
Samarth Patel	6,199,008	14.03	[●]	[●]
Jagrutkumar Patel	3,979,470	9.00	[●]	[●]
Ravi Patel	3,979,470	9.00	[●]	[●]
Saurabh Patel	6,199,008	14.03	[●]	[●]
Vipulkumar Patel	1,430,526	3.24	[●]	[●]
Total (A)	**21,787,482**	49.30	[●]	[●]

Name of the Shareholder	Pre-Issue Equity Share capital		Post-Issue Equity Share capital*	
	Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue paid-up equity share capital (%)	Equity Shares of face value of ₹ 10 each	Percentage of post-Issue paid-up equity share capital (%)
Promoter Group				
Nisarg Patel	3,181,747	7.20	[●]	[●]
Ratanben Patel	2,387,682	5.40	[●]	[●]
Rameshbhai Patel	1,989,735	4.50	[●]	[●]
Ranchhodbhai K Patel HUF	1,989,735	4.50	[●]	[●]
Hardik Patel	1,325,157	3.00	[●]	[●]
Vinaben Patel	1,118,418	2.53	[●]	[●]
Heena Patel	1,064,354	2.41	[●]	[●]
Savitaben Patel	964,038	2.18	[●]	[●]
Bhagvatiben Patel	879,932	1.99	[●]	[●]
Prachi Patel	880,000	1.99	[●]	[●]
Payalben Patel	871,503	1.97	[●]	[●]
Avaniben Patel	795,894	1.80	[●]	[●]
Bipinkumar Patel	559,023	1.27	[●]	[●]
Total (B)	**18,007,218**	**40.74**	[●]	[●]
Total (A + B)	**39,794,700**	**90.04**	[●]	[●]

**To be updated at Prospectus stage*

Aggregate pre-Issue shareholding of our Promoters, our Promoter Group and the additional top 10 Shareholders

The aggregate pre-Issue and post-Issue shareholding, of each of our Promoters, our Promoter Group and any other top 10 Shareholders (apart from Promoters) as on the date of this Red Herring Prospectus is set forth below:

Name	Pre-Issue		Post-Issue shareholding as at Allotment			
			At the lower end of the price band (₹ [●])[(2)]		At the upper end of the price band (₹ [●])[(2)]	
	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Issue Equity Share capital (%)	Number of Equity Shares of face value of ₹10 each [(1)]	Percentage of post-Issue Equity Share capital (%)[(1)]	Number of Equity Shares of face value of ₹10 each [(1)]	Percentage of post-Issue Equity Share capital (%)[(1)]
Promoters						
Samarth Patel	6,199,008	14.03	[●]	[●]	[●]	[●]
Jagrutkumar Patel	3,979,470	9.00	[●]	[●]	[●]	[●]
Ravi Patel	3,979,470	9.00	[●]	[●]	[●]	[●]
Saurabh Patel	6,199,008	14.03	[●]	[●]	[●]	[●]
Vipulkumar Patel	1,430,526	3.24	[●]	[●]	[●]	[●]
Total (A)	**21,787,482**	**49.30**	[●]	[●]	[●]	[●]
Promoter Group						
Nisarg Patel	3,181,747	7.20	[●]	[●]	[●]	[●]
Ratanben Patel	2,387,682	5.40	[●]	[●]	[●]	[●]
Rameshbhai Patel	1,989,735	4.50	[●]	[●]	[●]	[●]
Ranchhodbhai K Patel HUF	1,989,735	4.50	[●]	[●]	[●]	[●]
Hardik Patel	1,325,157	3.00	[●]	[●]	[●]	[●]

Name	Pre-Issue		Post-Issue shareholding as at Allotment			
			At the lower end of the price band (₹ [●])[2]		At the upper end of the price band (₹ [●])[2]	
	Number of Equity Shares of face value of ₹10 each	Percentage of pre-Issue Equity Share capital (%)	Number of Equity Shares of face value of ₹10 each [1]	Percentage of post-Issue Equity Share capital (%)[1]	Number of Equity Shares of face value of ₹10 each [1]	Percentage of post-Issue Equity Share capital (%)[1]
Vinaben Patel	1,118,418	2.53	[●]	[●]	[●]	[●]
Heena Patel	1,064,354	2.41	[●]	[●]	[●]	[●]
Savitaben Patel	964,038	2.18	[●]	[●]	[●]	[●]
Bhagvatiben Patel	879,932	1.99	[●]	[●]	[●]	[●]
Prachi Patel	880,000	1.99	[●]	[●]	[●]	[●]
Payalben Patel	871,503	1.97	[●]	[●]	[●]	[●]
Avaniben Patel	795,894	1.80	[●]	[●]	[●]	[●]
Bipinkumar Patel	559,023	1.27	[●]	[●]	[●]	[●]
Total (B)	**18,007,218**	**40.74**	[●]	[●]	[●]	[●]
Top 10 Shareholders other than the above						
Malabar India Fund Limited	2,400,000	5.43	[●]	[●]	[●]	[●]
Carnelian Bharat Amritkaal Fund	2,000,000	4.53	[●]	[●]	[●]	[●]
Total (C)	**44,00,000**	**9.96**	[●]	[●]	[●]	[●]
Total (A+B+C)	**44,194,700**	**100.00**	[●]	[●]	[●]	[●]

(1) To be updated in the Prospectus

(2) To be updated upon finalisation of Price Band

Summary of Restated Financial Information:

(in ₹ million except per share data)

Particulars	As at and for the nine months period ended December 31, 2024	As at and for the Fiscal ended March 31, 2024	As at and for the Fiscal ended March 31, 2023	As at and for the Fiscal ended March 31, 2022
Equity Share Capital	441.95	12.84	12.84	12.84
Net worth	1,435.46	636.12	453.11	349.78
Revenue from operations	3,611.71	3,998.61	3,051.28	1,940.28
Total Borrowings	2,021.64	2,026.63	1,393.08	1,098.95
PAT	249.14	183.00	103.36	16.36
Earnings per share (basic and diluted) *(in ₹)* [(1)(2)]	6.08	4.60	2.60	0.72
NAV per equity share [(3)]	32.48	15.99	11.39	8.79

Notes:

1. *Basic EPS (₹) = Basic earnings per share calculated by dividing the Restated Profit for the year by the weighted average number of Equity Shares outstanding during the year, after considering impact of bonus*

issuance retrospectively, for respective periods presented before issuance of bonus on July 23, 2024. Not annualised for nine month period ended December 31, 2024.

2. *Diluted EPS (₹) = Diluted earnings per share is calculated by dividing the Restated Profit for the year by the weighted average number of equity Shares during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding at the year end, if any and after considering impact of bonus issuance retrospectively, for respective periods presented before issuance of bonus on July 23, 2024. Not annualised for nine month periods ended December 31, 2024.*
3. *Net Asset Value per Equity Share = Net worth divided by the number of equity shares outstanding at the end of the year/ period, after considering impact of bonus issuance retrospectively, for respective periods presented before issuance of bonus on July 23, 2024.*

For further details, see "***Other Financial Information***" on page 303.

Qualifications of the Auditors which have not been given effect to in the Restated Financial Information

There are no qualifications from the Statutory Auditors in the examination report that have not been given effect to in the Restated Financial Information. For further details, see "***Other Financial Information***" on page 303.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings of our Company, Directors, Promoters as disclosed in "***Outstanding Litigation and Material Developments***" on page 326, in terms of the SEBI ICDR Regulations and the materiality policy approved by our Board pursuant to resolution dated September 10, 2024, as of the date of this Red Herring Prospectus is set forth below:

(in ₹ million, unless otherwise specified)

Name of the Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate Amount Involved (in ₹ million)
Company						
By our Company	01	-	-	-	-	0.25
Against our Company	-	04	01	-	-	15.11
Directors (other than promoter)						
By our Directors	-	-	-	-	-	-
Against our Directors	-	-	-	-	-	-
Promoter						
By our Promoter	-	-	-	-	-	-
Against our Promoter	-	-	-	-	-	-
Key Managerial Personnel						
By our Key Managerial Personnel	-	N.A.	-	N.A.	N.A.	-
Against our Key Managerial Personnel	-	N.A.	-	N.A.	N.A.	-
Senior Managerial Personnel						
By our Senior Managerial Personnel	-	N.A.	-	N.A.	N.A.	-
Against our Senior Managerial Personnel	-	N.A.	-	N.A.	N.A.	-

Note- In accordance with the Materiality Policy

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 326.

Risk Factors

Specific attention of the investors is invited to "***Risk Factors***" on page 31. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

Summary of Contingent Liabilities

As of December 31, 2024, contingent liabilities as per Ind AS 37 as indicated in our Financial Information are as follows:

(in ₹ million)

Particulars	As at December 31, 2024
Claims against the Company not acknowledged as debts - Bank Guarantee issued by Bank	30.84
Goods and Services Tax under Appeal	13.35
TDS default demand	1.76

For further details of contingent liabilities as at December 31, 2024, see "*Restated Financial Information – Note 34– Contingent liabilities and commitments"* on page 254.

Summary of Related Party Transactions

Summary of the related party transactions of our Company for the nine months period ended December 31, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations, derived from Restated Financial Information read with SEBI ICDR Regulations are set forth in the table below

(in ₹ million)

Particulars	Nature of transaction	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Jagrutkumar Patel	Loan Received from Director	10.95	56.89	36.87	38.49
	Loan Repaid to Director	29.10	17.67	37.12	91.49
	Interest on Loan Paid	-	4.14	1.01	6.11
	Remuneration to Director	3.00	4.00	3.00	1.50
Ravi Patel	Loan Received from Director	20.90	37.10	17.68	83.09
	Loan Repaid to Director	20.75	13.15	19.07	76.85
	Interest on Loan Paid	-	1.81	1.17	0.60
	Remuneration to Director	3.00	4.00	3.00	1.50
Samarth Patel	Loan Received from Director	7.95	22.63	12.11	70.36
	Loan Repaid to Director	55.84	4.46	8.28	88.91
	Interest on Loan Paid	-	4.83	4.13	6.59
	Remuneration to Director	3.00	4.00	3.00	1.50
Saurabh Patel	Loan Received from Director	20.66	22.58	6.35	65.80

Particulars	Nature of transaction	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
	Loan Repaid to Director	16.86	9.90	3.37	81.33
	Interest on Loan Paid	-	4.09	3.51	5.34
	Remuneration to Director	3.00	4.00	3.00	1.50
Vipulkumar Patel	Loan Received from Director	3.25	19.08	7.55	58.15
	Loan Repaid to Director	10.25	10.32	37.40	56.49
	Interest on Loan Paid	-	2.71	5.08	7.67
	Remuneration to Director	3.00	4.00	3.00	1.50
Nisarg Patel	Loan Received from Director	-	-	-	61.10
	Loan Repaid to Director	-	-	6.25	55.23
	Interest on Loan Paid	-	-	-	0.38
	Remuneration to Director	-	-	-	1.50
Bipinkumar Patel	Loan Received from Promoter	-	1.44	2.45	72.69
	Loan Repaid to Promoter	0.54	1.07	0.49	61.74
	Interest on Loan Paid	-	2.00	1.72	1.31
Bhagvatiben Patel	Loan Received from Promoter	-	9.94	-	-
	Loan Repaid to Promoter	-	8.77	-	-
	Interest on Loan Paid	-	0.45	-	-
Savitaben Patel	Loan Received from Promoter	-	14.35	-	-
	Loan Repaid to Promoter	0.22	5.10	-	-
	Interest on Loan Paid	-	0.99	-	-
Payalben Patel	Remuneration	-	0.30	1.07	0.38
Prachi Patel	Remuneration	-	1.20	1.07	0.38
Unnati Patel	Remuneration	-	1.20	1.07	0.12
Arvindbhai Patel	Commission Expenses	-	1.20	1.20	1.00
Rameshbhai Patel	Commission Expenses	-	-	1.50	1.00
Nishita Sanghvi	Remuneration	0.14	-	-	-
Shree Tubes Company	Sales including Job work	-	374.11	24.29	-
	Purchase including Job work	-	193.00	-	-

Particulars	Nature of transaction	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
	Advance paid for business purposes	-	-	42.00	-
	Advance return for business purpose	-	-	42.00	-

For details of the related party transactions in accordance with Ind AS 24, see "*Financial Information –- Note* 38– *Related Party Disclosures*" beginning on page 254.

Financing arrangements

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

Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Red Herring Prospectus

The weighted average price at which our Promoters acquired the Equity Shares in the last one year preceding the date of this Red Herring Prospectus are as follows: Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel and Vipulkumar Patel.

Name	Number of Equity Shares acquired	Weighted Average Price of Equity Shares acquired (₹)[(1)(2)]
Promoters		
Samarth Patel	59,99,040	Nil
Jagrutkumar Patel	38,51,100	Nil
Ravi Patel	38,51,100	Nil
Saurabh Patel	59,99,040	Nil
Vipulkumar Patel	13,84,380	Nil

(1) As certified by the Statutory Auditor, by way of their certificate dated May 22, 2025

(2) The Board of Directors pursuant to a resolution dated June 22, 2024 and the special resolution dated July 12, 2024 passed by our Shareholders, have approved the issuance of 3,85,11,000 bonus Equity Shares in the ratio of 30 equity shares for every one equity share held which were issued and allotted on July 23, 2024.

Weighted average cost of acquisition of all shares transacted (excluding bonus and gifts) in the three years, 18 months and one year preceding the date of the Red Herring Prospectus:

Period	Weighted average cost of acquisition per Equity Share (in ₹)[(1)(2)]	Cap Price is 'x' times the weighted average cost of acquisition[(1)(2)(3)]	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)[(1)]
Last one year preceding the date of this Red Herring Prospectus	13.17	[●]	12.00 - 125
Last 18 months preceding the date of this Red Herring Prospectus	13.81	[●]	12.00 - 125
Last three years preceding the date of this Red Herring Prospectus	15.09	[●]	9.55 - 125

(1) As certified by the Statutory Auditor, by way of their certificate dated May 22, 2025.

(2) The Board of Directors pursuant to a resolution dated June 22, 2024 and the special resolution dated July 12, 2024 passed by our Shareholders, have approved the issuance of 3,85,11,000 bonus Equity Shares in the ratio

of 30 equity shares for every one equity share held which were issued and allotted on July 23, 2024 and the weighted average cost of acquisition and the range of acquisition is adjusted for the bonus issue.

(3) To be updated in the Prospectus, following finalisation of the Cap Price.

(4) Range of acquisition is excluding shares issued through bonus and acquired by gifts. However, the acquisition price per share acquired prior to bonus issuance have been adjusted for the impact of bonus issue

Average cost of acquisition of Equity Shares of our Promoters

The average cost of acquisition per Equity Share of the Equity Shares held by our Promoters, as at the date of this Red Herring Prospectus, is set forth below:

Name	Number of Equity Shares	Average cost of acquisition per Equity Share[(1)](₹)
Promoters:		
Samarth Patel	6,199,008	8.90
Jagrutkumar Patel	3,979,470	9.22
Ravi Patel	3,979,470	9.22
Saurabh Patel	6,199,008	8.90
Vipulkumar Patel	1,430,526	8.90

[(1)]As certified the Statutory Auditor, by way of their certificate dated May 22, 2025.

For further details of the acquisition of Equity Shares of our Promoters, see "*Capital Structure – Details of Shareholding of our Promoter, members of Promoter Group in our Company*" at page 106.

Details of Pre-IPO Placement

Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024 to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.

Set out below are the details of the Pre-IPO Placement undertaken by our Company, in consultation with the Book Running Lead Managers:

Sr. No.	Name of Allottee	Number of Equity Shares	Percentage of issued, subscribed and paid up equity shares capital (%)	Price per Equity Share (₹)	Purchase Consideration (₹ in million)	Date of Allotment
1	Malabar India Fund Limited	24,00,000	5.43	125.00	300	October 21, 2024
2	Carnelian Bharat Amritkaal Fund	20,00,000	4.53		250	October 21, 2024
Total		**44,00,000**	**9.96**	**-**	**550**	-

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

Other than as disclosed in "***Capital Structure***" on page 97, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

Split or Consolidation of Equity Shares in the last one year

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

Exemption from complying with any provisions of securities laws

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Red Herring Prospectus.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares. The risks described in this section are those that we consider to be the most significant to our business, results of operations, cash flows and financial condition as of the date of this Red Herring Prospectus, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the stainless-steel tubes and pipes industry in which we currently operate. To obtain a more detailed understanding of our business and operations, please read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies in India", "Restated Financial Information", "Management's Discussion and Analysis of Financial Condition and Result of Operations" and "Outstanding Litigation and Material Developments" on pages 165, 192, 220, 254 and 326, respectively, as well as other financial and statistical information contained in this Red Herring Prospectus.

Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, you must rely on your own examination of us and the terms of the Issue, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Issue. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward- looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see "Forward-Looking Statements" on page 19.

Unless otherwise indicated, the industry-related information contained in this section is derived from a report titled Industry Report on "Stainless Steel Tubes and Pipes" dated May, 2025, prepared by CRISIL Research, which has been prepared exclusively for the purpose of understanding the industry in connection with the Issue and commissioned and paid for by our Company in connection with the Issue (the "CRISIL Report"). The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. copy of the CRISIL Report is available on the website of our Company at www.scodatubes.com.

Unless the context otherwise requires, references in this section to "our Company", "we", "us", or "our" are to Scoda Tubes Limited.

Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a "Fiscal" or "fiscal year" are to the 12-month period ended March 31 of the relevant year. Unless otherwise stated or the context otherwise requires, the financial information included in this section is as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, and for period ended December 31, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022. Restated financial information for December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 included in this Red Herring Prospectus has been derived from the Restated Financial Information on page 254.

We have also included various operational and financial performance indicators in this Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

Internal Risks

1. ***Our Business is primarily concentrated with our top 10 customers. Any loss of our single largest customer or any number of our top ten customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial conditions.***

   For the nine months period ended December 31, 2024, we had 236 customers, however, our business is

concentrated with our top ten customers. For the nine months period ended December 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, we derived 57.78%, 47.77%, 45.04% and 39.76%, respectively, of our revenue from operations from the sale of our stainless-steel tubes and pipes to our top ten customers. Our single largest customer contributed 18.50%, 16.26%, 16.33% and 6.70% of our revenue from operations for the nine months period ended December 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. The table below sets forth our revenue from our largest customer, top three customers, top five customers and top ten customers and their contribution to our revenue from operations for the periods indicated.

Customers	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% contribution to revenue from operations	in ₹ million	% contribution to revenue from operations	in ₹ million	% contribution to revenue from operations	in ₹ million	% contribution to revenue from operations
Largest Customer	668.28	18.50	650.10	16.26	498.17	16.33	130.01	6.70
Top 3 Customers	1334.28	36.94	1,149.01	28.74	798.48	26.17	327.68	16.89
Top 5 Customers	1589.13	44.00	1,462.03	36.56	1,004.40	32.92	480.02	24.74
Top 10 Customers	2086.93	57.78	1,910.12	47.77	1,374.30	45.04	771.52	39.76

The Company's top 10 customers comprise of Stockists, Engineering Companies and EPC Companies. Some of these customers vary year on year.

We rely and expect that we will continue to be reliant on, our top ten customers for a substantial portion of our revenue. The loss of any of our top ten customers (in particular our largest customer) for any reason, including due to loss of, or failure to renew existing arrangements; limitation to meet any change in quality specification, change in technology; regulatory changes, disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship or a reduction in the demand for our products by any of our top customers could have a material adverse effect on our business, results of operations and financial condition.

We do not have any long-term supply contracts with our major customers, and we rely on purchase orders to govern the volume and other terms of our sales of products and the purchase orders we receive from our customers specify a price per unit, delivery schedule and other terms. The purchase orders are typically subject to delivery schedule, quality conditions including, right of the buyer to conduct inspection of the delivered products to ensure conformity with the specifications and compliance with Indian standards, as well as international standards. However, such purchase orders/delivery schedules may be cancelled unilaterally with or without cause and should such cancellation take place, it may have an adverse impact on our revenue and results of operations. There can be no assurance that our large customers will not cancel orders in the future which may have an impact on our results of operations and business in the future.

There is no assurance that our customers (in particular our top ten customers) will continue to source products from us at volumes or rates consistent with, and commensurate to, the amount of business received from them historically, or at all. Any decrease in the demand for our products from our top ten customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow.

2. ***We rely on our network of stockists for the sale and distribution of our stainless-steel tubes and pipes, including one stockist based in Maharashtra, India and one based in the United States markets authorised to exclusively sell our products. Any termination of our sales arrangements with our stockists or any failure of our stockists to effectively sell or market our products could materially and adversely affect our business, results of operations and financial condition.***

Our customer base for the nine months period ended December 31, 2024 was spread across eleven (11) countries (not including India). In the domestic market, we sell our Products to stockists, engineering, EPC and industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors. In particular, we have a stockist based in Maharashtra authorised to exclusively sell our products in India. In the United States market, we have one stockist authorised to exclusively sell our products in United States market, Further, we supply our Products through stockist in Italy, Germany, Austria and Eastern Europe markets. The following table summarizes our revenue from sales to all our stockist authorised to sell our products, including as a percentage of our total revenue from operations, for the periods indicated:

Stockist	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ millions)	% of total revenue from operations	Revenue (in ₹ millions)	% of total revenue from operations	Revenue (in ₹ millions)	% of total revenue from operations	Revenue (in ₹ millions)	% of total revenue from operations
Stockist - Maharashtra	743.59	20.59	650.10	16.26	498.17	16.33	95.57	4.93
Stockist – United States	123.51	3.42	88.30	2.21	140.44	4.60	67.96	3.50
Other Domestic Stockists	191.43	5.30	282.35	7.06	219.15	7.18	202.96	10.46
Other International stockists[(1)]	886.45	24.54	743.94	18.60	800.77	26.24	524.18	27.02

[(1)]Other International Stockists includes all our international stockist in Italy, Germany, Austria and Eastern Europe markets and other countries.

Where we do not sell our products directly to engineering, EPC and industrial companies, we rely on our stockists for the sale and distribution of our stainless-steel tubes and pipes. Our ability to expand and grow our brands' reach significantly depends on the reach and effective management of our network of stockists. We export all our products through stockists.

We continuously seek to increase the penetration of our stainless-steel tubes and pipes by appointing new stockists to ensure wide distribution network targeted at different consumers and geographies. We cannot assure you that we will be able to successfully identify or appoint new stockists or effectively manage our existing distribution network. As sales and distribution of our products through such stockists is a material component of our sales activities, any one of the following events could cause fluctuations or declines in our revenue and could have an adverse effect on our financial condition, cash flows and results of operations:

- failure to maintain and establish relationships with our existing stockists (particularly, our stockist authorised to exclusively sell our products);
- inability to timely identify and appoint additional or replacement stockists upon the loss of one or more of our stockists;
- failure to obtain timely payments from stockists;
- reduction, delay or cancellation of orders from one or more of our stockists; and
- disruption in delivering of our products by stockists.

Further, except for our agreements with a stockist in Maharashtra and with a stockist in the United States authorised to exclusively sell our products, we do not have exclusive arrangements with stockists, which allows them to engage with our competitors. We also compete for stockists with other stainless-steel tubes and pipes manufacturing companies that may have greater brand recognition and financial resources, and a broader product portfolio than we do. If our competitors provide greater incentives to our stockists, they may choose to promote the products of our competitors instead of our products. We may also face disruptions in the delivery of our products for various reasons beyond our control, including poor handling by stockists of our products, transportation bottlenecks, natural disasters, infectious disease outbreaks such as the COVID-19 pandemic, and labour issues, which could lead to delayed or lost deliveries. In addition, failure to provide our stockist or dealers with sufficient inventories of our products may result in a reduction in the sales of our products.

3. ***Our business and profitability are substantially dependent on the demand for our products from engineering, EPC and industrial companies, stockists, in and outside of India. Any reduction in the activity and expenditure levels in such customers may adversely affect our business, prospects, results of operations and financial condition.***

Our business is heavily dependent on the demand for stainless-steel tubes and pipes from stockists, engineering, EPC and industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors in and outside of India, which are our major end-users of stainless-steel tubes and pipes. Our revenue from operations is concentrated with, and we are dependent on, such customers. The following table sets out our revenue from operations, broken down by end-user sector (including exports), for the periods indicated:

Category	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations
Stockists	935.02	25.89%	932.45	23.32%	717.32	23.51%	298.53	15.39%
Engineering Companies	1228.48	34.01%	1891.28	47.30%	1205.57	39.51%	1016.59	52.39%
EPC Contractor	387.03	10.72%	305.26	7.63%	113.50	3.72%	10.83	0.56%
Export - Stockists	1009.96	27.96%	832.24	20.82%	941.21	30.84%	592.14	30.52%
Industrial Companies	51.22	1.42%	37.37	0.93%	73.68	2.42%	22.20	1.14%
Total	3,611.71	100.00%	3998.61	100.00%	3051.28	100.00%	1940.28	100.00%

We expect that we will continue to be reliant on stockists, engineering, EPC and industrial companies for the foreseeable future. The demand for our products from such customers will be affected by various factors, such as fluctuating raw materials prices (e.g., nickel and chromium used to manufacture stainless-steel tubes and pipes), evolving environmental policies and regulations, import and export restrictions, and global macroeconomic conditions. Accordingly, any failure to retain these customers or any decrease in demand for our products from these customers for any reason could adversely affect our business, financial condition and results of operations.

We do not have long-term supply agreements with our stockists, engineering, EPC and industrial companies and instead rely on purchase orders to govern the volume and other terms of our sales of products. Many of the purchase orders we receive from our customers specify a price per unit and delivery schedule, and the quantities to be delivered. However, such orders may be amended or cancelled prior to dispatch, and should such an amendment or cancellation take place, it may adversely impact our production schedules and inventories. We sell our products through stockists under the name of "Scoda Tubes Limited".

Further, certain terms with the stockists are mentioned below-

1. The stockists shall provide all information relevant or useful for the business of our Company including market information, product reliability, sales prospects and other marketing information as well as any unauthorized use by the third parties of our Company's trademarks, patents etc.
2. Our Company shall provide the stockists with all relevant technical information, manuals and catalogues and pricing in time to enable the stockist to carry out his duties under the respective agreements with the stockists.
3. The stockists are under an obligation to pass all orders for the products to our Company, and our Company shall ensure that such orders are dealt with promptly.
4. The stockists shall be entitled to commission for all transactions completed.

Any cancellation or delay or reduction in orders from customers for any reason, including general reduction in demand from the engineering sector, or instances where anticipated orders fail to materialize can result in mismatch between our inventories of raw materials and of manufactured products, thereby

increasing our costs relating to maintaining our inventory and reduction of our margins, which may adversely affect our profitability and liquidity. Further, we may not find any customers or purchasers for the surplus or excess capacity, in which case we would be forced to incur a loss. Further, our inability to find customers for surplus products may result in excessive inventories which may become obsolete and may be required to be written off in the future.

4. ***We and our Promoters have limited experience in implementing our growth strategy to expand our welded tubes and pipes business which is presently smaller in scale. We may not be able to compete successfully and it may be difficult to evaluate our business and future operating results on the basis of our past performance.***

Our Company has a history of operating the welded pipes business on a smaller scale. As on December 31, 2024, our Company has manufacturing capacity of 1,020 MT per annum of welded tubes.

Set out in the table are the breakdown of our revenues from operations for nine month period ended on December 31, 2024, Fiscals 2024, 2023 and 2022 based on our Restated Financial Information:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operation	Amount (in ₹ million)	% of total revenue from operations
Sale of Seamless tubes and pipes	3,070.00	85.00%	3,132.86	78.35%	2,833.29	92.86%	1,699.34	87.58%
Sale of Welded tubes and pipes	22.55	0.62%	15.73	0.39%	70.39	2.31%	125.45	6.47%
Sale of Services	38.40	1.06%	27.05	0.68%	7.40	0.24%	0.15	0.01%
Others*	480.76	13.32%	823.27	20.59%	140.20	4.59%	115.34	5.94%
Total	**3,611.71**	**100.00%**	**3,998.91**	**100.00%**	**3,051.28**	**100.00%**	**1,940.28**	**100.00%**

*Others includes the sale of Mother hollow and scrap.

Our growth strategy includes expanding our welded tubes and pipes business, including investing in the construction of a new manufacturing facility for welded tubes and pipes. Further, we propose to enhance our production capacity of welded tube and pipes by 12,130 MTPA by Fiscal 2026. For further details, please see, "*Object of the Issue*" on page 115. However, while we and our Promoters have background and experience in the welded tubes and pipes business on a small scale, we may need to recruit additional skilled personnel to support our plans to expand such business line. Our track record in the welded tubes and pipes business as a smaller producer exposes us to risks that larger-scale competitors may not face.

The table below sets details of our manufacturing capacity and capacity utilisation, for the periods indicated:

Fiscal Year ended/Period ended	Seamless			Welded			Mother Hollow		
	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)
2022	4,410	3,905	88.55	1,020	463	45.39	-	-	-
2023	6,540	6,061	92.68	1,020	123	12.06	20,000	6,500	32.50
2024	10,068	7,165	71.17	1,020	39	3.82	20,000	9,900	49.50
December 31, 2024	10,068	7,954	79.01%	1,020	86	8.46%	20,000	9,950	49.75%

There can be no assurance that our experience will result in sales of welded tubes and pipes products at a comparable scale in the future as we implement our growth strategy, as the market for stainless-steel pipes is characterized by intense price competition, additional competitors, and evolving government regulation and industry standards. If we are not able to successfully compete in this larger business line, we may not be able to diversify our product offerings and implement our expansion strategies in a timely or cost-effective manner, or at all, which would adversely affect our business, prospects, results of operations and financial condition. Moreover, as a result of our relatively limited scale of operation in the welded tubes and pipes business, the limited historical performance data that is available for such business may not be indicative of our financial position or results of operations for any future periods.

5. ***Capital expenditure is being used for welded pipes despite low-capacity utilization rate and may not result in increase in revenue from operations***

As on the December 31, 2024, our Company has manufacturing capacity of 1,020 MT per annum of welded tubes. We propose to enhance our production capacity of welded tubes and pipe by 12,130 MTPA by fiscal 2026 For further details, please see, "*Object of the Issue*" on page 102. The details of our current capacity utilisation for welded tubes and pipes are mentioned below: -

Fiscal Year	Welded				
	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)	Revenue from Welded Products	Revenue from Welded Products as a % of Total Revenue from Operations
2022	1,020	463	45.39	125.45	6.47%
2023	1,020	123	12.06	70.39	2.31%
2024	1,020	39	3.82	15.73	0.39%
For the nine months period ended December 31, 2024	1,020	86	8.46	22.55	0.62%

We are not fully utilising our existing capacity of 1,020 MT. So, there is a significant risk that the increased capacity may not result in a proportionate increase in revenue from operations. This capital expenditure may adversely impact our overall financial performance.

6. ***Our business and profitability are substantially dependent on the availability and cost of our raw materials, and we are dependent on third-party suppliers/manufacturers/stockists for meeting our raw material requirements. Any disruption to the timely and adequate supply, or volatility in the prices of, raw materials may adversely impact our business, results of operations and financial condition.***

Our basic raw materials include SS round bars for stainless steel seamless products and SS CR coils for stainless steel welded products. We mainly procure our raw materials domestically and a certain portion of raw materials are procured from China based on market availability, pricing and quality. SS round bars and SS coils are mainly procured through stainless steel manufacturers, suppliers and stockists depending on various factors including price.

Our major raw materials and components for our manufacturing processes include stainless-steel round bars and stainless-steel CR coils ("SS coils and round bars"). Our cost of materials consumed in our operations amounted to ₹ 2,625.81 million, ₹2,855.18 million, ₹2,474.51 million and ₹1,811.42 million, representing 79.54%, 75.82%, 84.34%, and 93.98% of our total expenses for the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. The table below sets forth our cost of raw materials and components consumed for periods indicated.

Particulars	As at for the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	In ₹ million	% of total expenses
Costs of	2,625.81	79.54%	2,855.18	75.82%	2,474.51	84.34%	1,811.42	93.98%

Particulars	As at for the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	In ₹ million	% of total expenses
raw materials and components consumed								

The table below sets forth cost of materials purchased from our top supplier and top ten suppliers for the periods indicated.

Suppliers	As at for the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	In ₹ million	% costs of raw materials and components consumed	In ₹ million	% costs of raw materials and components consumed	In ₹ millions	% costs of raw materials and components consumed	In ₹ millions	% costs of raw materials and components consumed
Largest Supplier	1044.96	39.80%	735.10	25.75	358.45	14.49	306.04	16.90
Domestic	1044.96	39.80%	735.10	25.75	358.45	14.49	Nil	Nil
International	Nil	Nil	Nil	Nil	Nil	Nil	306.04	16.90
Top 10 Suppliers	2116.40	80.60%	2,275.47	79.70	1,788.54	72.28	1,273.12	70.28
Domestic	2116.40	80.60%	2275.47	79.70%	1209.75	48.89%	380.50	21.01%
International	Nil	Nil	Nil	Nil	578.80	23.39%	892.62	49.28%

The table below states the bifurcation of raw materials being imported and purchased domestically:

Particulars	As at for the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	Percentage	Amount (in ₹ million)	Percentage	Amount (in ₹ million)	Percentage	Amount (in ₹ million)	Percentage
Domestic	2668.23	100.00	2,555.95	93.14 %	1,641.01	65.76 %	760.67	42.13 %
Imports	Nil	Nil	188.20	6.86%	854.42	34.24 %	1,045.01	57.87 %
Total	2668.23	100.00	2,744.15	100.00 %	2,495.43	100.00 %	1,805.68	100.00 %

Our business and profitability are substantially dependent on the availability and cost of such materials, components and equipment and we are dependent on third party suppliers for meeting these requirements. We have not entered into long-term contracts for the supply of our raw materials and components, including SS coils and round bars. We source raw materials and components from suppliers/manufacturers/stockists under purchase orders. Accordingly, we may encounter situations where we might be unable to manufacture and deliver our products due to, amongst other reasons, our inability to procure raw materials for our products cost effectively or at all. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers.

The absence of long-term supply contracts subjects us to risks, such as price volatility caused by various factors, such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic government policies, and regulatory and trade sanctions. Additionally, any inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials.

Further, our suppliers may not perform their obligations in a timely manner or at all, resulting in possible delays in our operations. There is no assurance that we would be able to locate such alternate supplies of raw material and components in the future in a timely manner or at all or at commercially acceptable terms if our suppliers fail to deliver in a timely manner.

Moreover, pursuant to current Government regulations/policies, the import of certain raw materials and components may be restricted due to the imposition of anti-dumping duties. Thus, in the event that the domestic availability of major raw materials and components necessary for our operations becomes limited for any reason, we may not be able to locate alternate supplies from outside India, which could have an adverse effect on our ability to deliver products to our customers, business and results of operations.

The prices of our raw materials and components (including SS coils and round bars) are based on, or linked to, the global pricing of such raw materials and components. Volatility in commodity prices can significantly affect our raw material costs. While we endeavour to pass on all raw material price increases to our customers, we may not be able to compensate for or pass on our increased costs to our customers in all cases. If we are not able to compensate for or pass on our increased raw materials costs to our customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows. Currently, our raw materials expenditures are denominated in Indian rupees and we do not have raw material expenses in foreign currencies.

7. ***Our business involves prolonged working capital days and an extended cash conversion cycle. If we are unable to anticipate and respond to changes in market demands and customer preferences in a timely and efficient manner, our business, results of operations, cash flows and financial condition may be adversely affected.***

Our results of operations are dependent on our ability to anticipate, gauge and respond to changes in the market demand and customer preferences for stainless-steel tubes and pipes, develop new products or modify and improve our existing product offerings in line with these changes. We need to maintain sufficient inventory levels to meet customer expectations at all times. However, due to the long production cycle, time lag between purchasing raw materials and realizing sales from finished products, our business requires significant working capital to maintain optimum inventory levels of raw materials, work-in-progress and finished goods, as well as to offer credit to our customers, which is necessary to bridge the timing gap between fulfilling our payment obligations towards our suppliers and the receipt of revenue from our customers. For the last three Fiscals, our suppliers on average have provided us with 48 days credit terms, whereas we have provided our customers with credit terms averaging 56 days.

While our inventory of raw materials has increased for the nine months period ended December 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, this increase is in line with the growth in sale of our products and our revenue from operations. We use our customized enterprise resource planning software to evaluate our inventory balances of raw materials. The table below sets forth our inventory, average inventory and inventory turnover ratio of our Company and Peer Average as at, or for, the periods indicated:

Particulars	As at for the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Inventories *(in ₹ million)*	1,335.93	1,119.37	994.92	625.61
Inventory turnover ratio of our Company ("in times")[(1)]	1.84	2.34	2.14	2.57
Peer average for inventory turnover ratio[(2)]	N/A	2.45	2.37	2.02

Notes:

(1) Inventory turnover ratio is calculated as Cost of Goods Sold divided by Closing Inventory Cost of Goods sold is calculated as aggregate of Cost of raw materials and components consumed and Changes in inventories of finished goods and work in progress

(2) Peer Average for Inventory turnover ratio is Calculated as a ratio of Sum of costs of goods sold for all peers divided by the Sum of inventories of all peers. For Peer Average the following Peers are considered Ratnamani Metals and Tubes Limited, Venus Pipes and Tubes Limited, Welspun Specialty Solutions Limited and Suraj Limited.

High inventory days may indicate challenges in managing stock levels efficiently, which may lead to an increase in carrying cost. Further, an extended cash conversion cycle may impact liquidity, which may impact our ability to meet short-term obligations, which may impact our financial performance and cash flows. Accumulating excess inventory could increase our inventory costs, and a failure to have adequate inventory in stock to fulfil customer orders could result in inability to meet customer demand or loss of customers. To the extent that we misjudge the market for our products or unable to offer new products or modify existing products in line with changes in customer demand and preferences, our sales may get adversely affected. We may not successfully anticipate and respond to changes or recoup the costs of responding to these changes. If we are unable to do so, demand for our products may decline, we may lose, or fail to attract customers, we may be unable to maintain an optimal level of inventory, our inventory may become obsolete and we may be subject to pricing pressure to sell our inventory at a discount or take impairment charges to dispose of the excess or obsolete inventory, which could have an adverse effect on our business, results of operations and prospects.

The table below sets forth our working capital and working capital days as at the dates and for the periods indicated:

(*in ₹ million, except days*)

Particulars	As at for the nine months period ended December 31, 2024	As at, or for the fiscal year ended,		
		March 31, 2024	March 31, 2023	March 31, 2022
Working capital [(1)]	2,234.09	1,631.79	1,111.32	898.34
Working capital days [(2)]	153*	162	151	189

**Taken as per a period of 270 days*

Notes:

(1) Working capital has been calculated as current assets less current liabilities (excluding borrowings).

(2) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by cost of goods sold multiplied by 365 days. Trade receivables days is calculated as Trade receivables divided by revenue from operation multiplied by 365 days. Trade payable days is calculated as Trade payable divided by cost of goods sold multiplied by 365 days.

We have experienced an increase in our working capital days in Fiscal 2024 due to the implementation of our backward integration strategy of producing in-house hot-pierced mother hollow from SS round bars to be used in our stainless-steel seamless tubes and pipes production and surplus production of mother hollow for direct sales.

Further we have funded our working capital requirements through a combination of equity, internal accruals, unsecured loans and external borrowings.

Our working capital requirements may increase if payment terms in the purchase orders issued to us, lead to reduced advance payments from our customers or longer payment schedules or if we may be required to maintain higher inventory levels if we anticipate increases in customer demand for our products; in such instances, we may need to raise additional capital from time to time to meet these requirements. Our estimates and forecasts may not always be accurate. While we do not anticipate seeking additional working capital financing in the immediate future, an inability to do so when needed, on acceptable commercial terms or at all, could adversely affect our business, results of operations and financial condition.

Our sources of additional financing, where required to meet our capital expenditure plans or working capital requirements, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, would result in a dilution of your shareholding. For details in relation

to the terms of our existing financing arrangements, see "*Financial Indebtedness*" on page 324.

8. *We have had negative net cash flows in the past and may continue to have negative cash flows in the future.*

We have experienced negative cash flows from operations in the recent past. The following table sets forth our cash flows for the periods indicated:

(in ₹ million)

Particulars	As at for the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash generated from/(used in) operating activities	54.23	22.64	203.46	(468.65)
Net cash generated (used in) investing activities	(426.38)	(465.76)	(385.23)	(334.36)
Net cash from financing activities	382.98	442.65	179.36	801.57
Net increase / (decrease) in cash and cash equivalents	10.83	(0.47)	(2.40)	(1.44)

For further details, see "*Restated Financial Statements*" and "*Management 's Discussion and Analysis of Financial* Condition *and Results of* Operations" on pages 254 and 306, respectively. We cannot assure you that our net cash flows will be positive in the future.

Our Company had negative cash flow from operation in Fiscal 2022 due to lack of availability of credit from suppliers. The cash flow from operations turned positive in Fiscal 2023 and 2024 due to increased profitability on account of setting up of backward integration vis a vis the incremental working capital requirement. Our working capital requirement has increased year on years as follows-

(*in ₹ million, except days*)

Particulars	As at for the nine months period ended December 31, 2024	As at, or for the fiscal year ended,		
		March 31, 2024	March 31, 2023	March 31, 2022
Working capital [(1)]	2,234.09	1,631.79	1,111.32	898.34
Working capital days [(2)]	153*	162	151	189

**Taken as per a period of 270 days*

Notes:

(1) Working capital has been calculated as current assets less current liabilities (excluding borrowings).

(2) Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by revenue from operations multiplied by 365 days. Trade receivables days is calculated as Trade receivables divided by total revenues multiplied by 365 days. Trade payable days is calculated as Trade payable divided by cost of goods sold multiplied by 365 days

The significant expansion requires substantial investments in inventory and production capabilities to meet increasing demand. Additionally, the inherent nature of our long working capital cycle further exacerbated the situation, as extended payment terms from customers combined with the need to maintain sufficient raw material inventory resulted in delayed cash inflows. The long production cycle in our industry also contributed to negative cash flow, as the time required to manufacture and deliver stainless steel pipes and tubes can be lengthy. This process often involves multiple stages, from sourcing raw materials and processing them to completing quality control checks before the final product is dispatched. As a result, the combination of extended production timelines and the need for upfront capital tied up in inventory has significantly delayed cash generation, ultimately impacting our overall liquidity and financial performance.

The company experienced negative cash flow primarily due to rapid growth, as evidenced by our compound annual growth rate (CAGR) of revenue by 27.26% from Fiscal 2022 to Fiscal 2024. This significant expansion required substantial investments in inventory and production capabilities to meet

increasing demand. Additionally, the inherent nature of our long working capital cycle further exacerbated the situation, as extended payment terms from customers combined with the need to maintain sufficient raw material inventory resulted in delayed cash inflows. The long production cycle in our industry also contributed to negative cash flow, as the time required to manufacture and deliver stainless steel pipes and tubes can be lengthy. This process often involves multiple stages, from sourcing raw materials and processing them to completing quality control checks before the final product is dispatched. As a result, the combination of extended production timelines and the need for upfront capital tied up in inventory has significantly delayed cash generation, ultimately impacting our overall liquidity and financial performance.

The Company requires high working capital primarily due to rapid growth, as evidenced by our compound annual growth rate (CAGR) of revenue by 27.26% from Fiscal 2022 to Fiscal 2024.

9. *Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.*

Our Restated Financial Information disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets for the periods indicated.

(in ₹ million)

Nature of Contingent Liabilities	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Claims against the Company not acknowledged as debts: Bank Guarantee issued by Bank	30.84	31.38	11.78	10.88
Goods and Services Tax under Appeal	13.35	7.06	-	-
TDS default demand	1.76	1.76		

For further information, see *"Restated Financial Information – Note [34] – Contingent Liabilities and Commitments"* on page 254.

Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition.

10. *Our revenue from operations is derived in part from our exports, which we intend to grow. Our growth plans and exports may be dependent on the policies passed by the governments of the markets into which we export and any unfavourable change in such policies may adversely affect our business.*

For the nine months period ended December 31, 2024. we have exported our products to 11 countries. Our largest export jurisdictions for the nine months period ended December 31, 2024 were Germany, United States, Spain, Netherlands Switzerland and others. The table below sets forth our total export sales and export sales in our top jurisdictions as a percentage of our revenue from operations for the periods indicated:

Jurisdictions	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue in Mn (₹)	% of Revenue from operations	Revenue in Mn (₹)	% of Revenue from operations	Revenue in Mn (₹)	% of Revenue from operations	Revenue in Mn (₹)	% of Revenue from operations
Germany	485.77	13.45	366.65	9.17	211.24	6.92	66.01	3.40
United States	123.51	3.42	88.30	2.21	140.44	4.60	67.96	3.50
Spain	113.02	3.13	98.50	2.46	277.56	9.10	237.37	12.23
Netherlands	111.10	3.08	132.62	3.32	108.50	3.56	91.04	4.69
Switzerland	99.47	2.75	-	-	-	-	-	-
Others[(1)]	77.09	2.13	146.17	3.65	203.46	6.66	129.76	6.70
Total	1009.96	27.96	832.24	20.81	941.21	30.84	592.14	30.52

(1) Others Include Italy, UK, Denmark, UAE, Romania, Czech Republic, Brazil, Sweden, Austria, Saudi Arabia, Poland, Qatar and Estonia

Note- sale of our products in the international markets is through network of stockists

Our export markets are subject to inherent risks which could have an adverse effect on our business, results of operations and prospects, including:

- the impact of adverse geo-political and economic conditions in foreign countries affecting our customers' confidence and behaviour;
- volatility in foreign currency rates and volatility and laws, rules and regulations governing convertibility;
- difficulties in managing exports to multiple international locations and their market conditions;
- changes in steel industry and stainless-steel tubes and pipes industry practices or trends;
- changes in customs laws and regulations;
- sensitivity to traceability of goods and human rights and labour issues (such as forced labour and child labour) in connection with the sourcing of raw materials and components;
- trade and financing barriers, and differing business practices; and
- economic instability or political unrest such as crime, strikes, riots, civil disturbances, terrorist attacks and wars.

Due to heightened competition in international trade, foreign countries may from time to time impose anti-dumping or countervailing measures or other trade restrictions, such as imposition of duties on stainless-steel tubes and pipes exported from India so as to protect their own industries. There is no assurance that the tax policies of foreign countries will not change in the future. If such change occurs and results in the increase in tax liabilities on us or on our overseas customers, our business, results of operations and financial condition may be adversely affected.

Economic slowdowns or other factors in key export countries may lead to reduced demand for our products, impacting our revenues and profitability. Losing any significant export market could detrimentally affect our business, results of operations and financial condition.

11. ***We currently rely on our Manufacturing Facility located in Mehsana, Gujarat in India as our only manufacturing facility. Our business is dependent and will continue to depend on our Manufacturing Facility, and any slowdown or shutdown in our manufacturing operations, including as a result of adverse developments affecting this facility and the region could have an adverse effect on our business, results of operations and financial condition.***

We currently operate only one Manufacturing Facility near Mehsana, Gujarat, India for manufacturing all of our Products. For further information, see "*Our Business – Description of Our Business – Manufacturing* Facility *and Capacity Utilization*" on page 214. While we intend to expand our manufacturing capacity for welded tubes and pipes by constructing a separate manufacturing facility (see "*Our Business – Our Strategies*" on page 198, we expect that, for the foreseeable future, our business will continue to be dependent upon our ability to manage and continue to maintain the operations of our Manufacturing Facility, which is subject to various operating risks, including those beyond our control. On the operating level, we may experience the malfunction or failure of our machinery, our equipment, our automation systems, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") or power supply or processes, industrial accidents or the underperformance of manufacturing operations. Our operations are also susceptible to local and regional factors, such as economic conditions, severe weather, natural disasters, political, demographic and population changes, adverse regulatory developments, civil unrest and other unforeseen events and circumstances. Any significant malfunction or failure of our Manufacturing Assets may entail significant repair and maintenance costs and cause delays in our operations. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in shipments of our products and/or otherwise materially adversely affect our business, financial condition and results of operations. The occurrence of any of the foregoing events could require us to incur significant capital expenditure or change our business structure or strategy, which could have an adverse effect on our business, results of operations, future cash flows and financial condition. While we have not faced any such disruptions in the past in the operations of our Manufacturing Facility, we cannot assure you that there will not be any significant developments in these regions in the future that may adversely affect our business, results of operations and financial condition. Our inability to effectively respond to such events and rectify any such disruption in a timely manner and at an acceptable cost, could

lead to the slowdown or shutdown of our operations or the under-utilization of our Manufacturing Facility. In the event that we are forced to shut down our Manufacturing Facility for a significant period of time, it would have a material adverse effect on our business, earnings, results of operations and our financial condition as a whole.

12. *Any delays and/or defaults in payment of statutory dues by the Company may attract financial penalties from the respective governmental authorities and in turn may have an adverse impact on our financial condition.*

We are subject to laws and government regulations in India, including in relation to safety, health and environmental protection. For details, see section titled "*Key Regulations and Policies in India*" on page 220. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, processing, transport or disposal of hazardous substances including employee exposure to hazardous substances and other aspects of our manufacturing operations. In addition, our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. Further, laws and regulations may limit the amount of hazardous and pollutant discharge that our Manufacturing Facility may release into the air and water.

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax and excise duty. The table below sets forth the details of the statutory dues paid by our Company for the periods indicated below:

Nature of Payment	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Provident Fund *(in ₹ million)*	1.14	1.36	1.26	1.14
Number of employees for whom provident fund has been paid	34	16	29	26
Tax Deducted at Source on salaries ("TDS") *(in ₹ million)*	0.11	0.48	0.59	0.04
TDS on payments other than salaries *(in ₹ million)*	10.08	122.54	14.02	12.14
Number of employees for whom TDS has been paid	2	7	6	1

The table below provides the delays in payment of statutory dues by our Company during the years indicated*:*

Fiscal	Nature of Payment					
	GST		TDS		Professional Tax	
	Number of instances	Amount (in ₹ million)	Number of instances	Amount (in ₹ million)	Number of instances	Amount (in ₹ million)
Delay for the nine months period ended December 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil
Delay for Fiscal 2024	1	15.79	3	2.65	Nil	Nil
Delay for Fiscal 2023	2	8.64	1	0.43	Nil	Nil
Delay for Fiscal 2022	6	30.10	3	7.70	Nil	Nil

The table below sets out the number of our employees as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Number of employees	153	135	132	94

Except mentioned above, there have been no instances of failure to pay statutory dues in the three preceding Fiscals, we cannot assure you to that we will be able to pay our statutory dues timely, or at all, in the future. Any failure or delay in payment of such statutory dues may expose us to statutory and

regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

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

We have, from time to time, entered into various transactions with related parties, including loans received from and repaid to directors, interest paid on loans to directors, remuneration paid to directors, commission expenses, sales, purchases, advance payments paid to and repaid from related party for business purposes. In addition, certain of our Promoters have provided personal guarantees for certain borrowings obtained by our Company.

The table below sets forth the total amount of our related party transactions recorded along with its % of revenue from operations in the ordinary course of business for the periods indicated:

Transactions with related parties	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% revenue from operations	in ₹ million	% revenue from operations	in ₹ million	% revenue from operations	in ₹ million	% revenue from operations
Remuneration	15.14	0.42%	22.70	0.57%	18.21	0.60%	9.88	0.51%
Interest on loan paid	-	-	21.03	0.53%	16.62	0.55%	27.99	1.44%
Commission expenses	-	-	1.20	0.03%	2.70	0.09%	2.00	0.10%
Purchases	-	-	193.00	4.83%	-	-	-	-
Sales	-	-	374.11	9.36%	24.29	0.80%	-	-

The table below summarizes the total amount of borrowings of the Company owed to related parties as at the dates indicated:

(in ₹ million)

Balances Outstanding	Amount outstanding as at December 31, 2024	% of the total borrowings	Amount outstanding as at March 31, 2024	% of the total borrowings	Amount outstanding as at March 31, 2023	% of the total borrowings	Amount outstanding as at March 31, 2022	% of the total borrowings
Loan balances owed to related parties	178.46	8.83	300.63	14.83	144.10	10.34	143.72	13.08

For information on all our related party transactions, see "*Restated Financial Information – Note 38 – Related Party Disclosures as Per Ind AS-24*" on page 254.

Although all the related party transactions for the nine months period ended December 31, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 have been carried out on arm's length basis in accordance with the Companies Act and other applicable regulation, we cannot assure you that each of the related party transactions will be carried out on an arm's length basis in the future and on more favourable terms as compared to unrelated parties. It is likely that we will continue to enter into related party transactions in the future. Some of these transactions may require significant capital outlay and there can be no assurance that we will be able to make a return on these investments. Although all related-party transactions that we may enter into will be subject to Audit Committee, Board or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will perform as expected/ result in the benefit envisaged therein.

14. *Our current profit margins are low, and we may not be able to improve our profit margins in the future*

Our Company for the nine-month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 has witnessed low profit margins. Our profit margins are affected by various expenses such as costs of raw materials and components consumed, employee benefit expenses, finance costs, depreciation and amortization expenses, electricity, power and fuel expenses etc. Out of these majority of our expenses

leading to lower EBITDA margins and net profit margins are cost of material consumed details of which are set forth below:

The table below sets forth our cost of raw materials and components consumed for periods indicated:

Particulars	Nine month period ended on December 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	in ₹ million	Total Expenses (in ₹ million)	% of Total Expenses	in ₹ million	Total Expenses (in ₹ million)	% of Total Expenses	in ₹ million	Total Expenses (in ₹ million)	% of Total Expenses	in ₹ million	Total Expenses (in ₹ million)	% of Total Expenses
Costs of raw materials and components consumed	2625.81	3301.17	79.54%	2,855.18	3,765.49	75.82	2,474.51	2,934.09	84.34	1,811.42	1,927.43	93.98

Below mentioned are the details of our EBITDA and EBITDA Margin for nine-month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	As of and for the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
EBITDA (₹ million)	606.28	587.91	347.84	99.89
EBITDA Margin (%)	16.79%	14.70%	11.40%	5.15%

Further, our EBITDA margins although are growing for nine-month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, we cannot assure the same will continue in the future or if we will be able to maintain our EBITDA margins, if our EBITDA margins do not continue to grow and improve in the future it will lead to lower net profit margin and net profits.

Below mentioned are the details of our PAT and PAT Margin for nine-month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	As of and for the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Profit After Tax (₹ million)	249.14	183.00	103.36	16.36
Profit After Tax Margin (%)	6.90%	4.58%	3.39%	0.84%

Although we have not recorded any losses and our profit margins are growing for nine-month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, we cannot ensure that our net profit margins will continue to grow in the future or if we will be able to maintain our current profit margins.

For further details please see Management Discussion and Analysis of Financial condition and results of operations chapter on page 306 of this Red Herring Prospectus.

We also plan to make further capital expenditures in our factories which could further affect our profitability, for further details see Objects of the Issue on page 115 Any problems in implementing our expansion plans could affect our business operations and profit margins.

Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to a chieve the intended economic benefits of these projects which include maintaining and improving our profit margins, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects.

15. ***Our Promoters have provided personal guarantees for certain borrowings obtained by our Company and any failure or default by our Company to repay such loans could trigger repayment obligations on our Promoters which may impact their ability to effectively service their obligations and thereby, adversely impact our business and operations.***

As of December 31, 2024, there are certain borrowings availed by our Company for which our Promoters have given guarantees. For further details in relation to our borrowings, see "*Financial Indebtedness*" on page 324. Any default or failure by our Company to repay loans in a timely manner or at all could trigger repayment obligations on the part of our Promoters in respect of such loans. This, in turn, could have an impact on the Promoters' ability to effectively service his obligations as the Promoters of our Company, thereby having an adverse effect on our business, results of operations and financial condition.

Further, in the event that our Promoters' withdraw or terminate the guarantees, our lenders for such facility may ask for alternate guarantees, repayment of amounts outstanding under such facility, or even terminate such facility. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facility or seek additional sources of capital, which could affect our business, results of operations and financial condition.

16. ***Our Company has unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate funds to make timely payments or at all.***

Our Company has availed unsecured loans from our Promoters and Promoter Group, which may be recalled at any time. The table set out below provides details of unsecured loans provided by our Promoters and Promoter Group as at December 31, 2024:

Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled at any time. In the event that any lender seeks repayment of any such unsecured loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations.

Name of Promoter	Purpose	Amount outstanding as at December 31, 2024 (in ₹ million)
Samarth Patel	Working capital and capacity expansion	11.77
Jagrutkumar Patel	Working capital and capacity expansion	30.82
Ravi Patel	Working capital and capacity expansion	31.35
Saurabh Patel	Working capital and capacity expansion	51.91
Vipulkumar Patel	Working capital and capacity expansion	23.28

17. ***Any downgrade of our credit ratings could adversely affect our business.***

As of the date of this Red Herring Prospectus, we have received the following credit ratings on our debt and credit facilities.

Facilities	in ₹ million	Date	Ratings
Long Term Bank Facility	356.80	October 19, 2023	Care BB+; Stable (Double B plus; Outlook: Stable)
Long Term / Short Term Bank Facility	900.00	October 19, 2023	Care BB+; Stable/Care A4+ (Double B plus; Outlook: Stable / A4 Plus)
Short Term Bank Facility	50.00	October 19, 2023	Care A4+ (A Four Plus)

These ratings assess our overall financial capacity to pay our obligations and are reflective of our ability

to meet financial commitments as they become due. Further, there can be no assurance that these ratings will not be revised or changed by the above rating agencies due to various factors. Any downgrade in our credit ratings may increase interest rates for refinancing our outstanding debt, which would increase our financing costs, and adversely affect our future issuances of debt and our ability to raise new capital on a competitive basis.

18. ***We may not have sufficient insurance coverage to cover our economic losses as well as certain other risks, not covered in our insurance policies, which could adversely affect business, results of operations and financial condition.***

Our operations are subject to various risks inherent to the stainless-steel tubes and pipes industry and to the sale and maintaining inventory of products, as well as other risks, such as theft, robbery or acts of terrorism and other force majeure events. We maintain insurance coverage for anticipated risks which are standard for our type of business and operations.

Details of our insurance policies as on December 31, 2024, are as follows:

Sr. No.	Insurance Company	Description	Sum Insured (in ₹ million)	% of total tangible assets	Period	Persons/Assets Insured
1.	TATA AIG Insurance	Standard Fire and Special Perils Insurance	2,212.60	111.80%	10/10/2024 to 09/10/2025	Plant, Machinery and Building, Solar System, Furniture, Fixtures and Fittings
2	TATA AIG Insurance	Burglary Insurance Policy	1,500.00	75.79%	10/10/2024 to 09/10/2025	Inventory
3	Go Digit General Insurance Ltd	Digit Employees Compensation Insurance Policy	50.00	2.53%	17/03/2024 to 16/06/2025	Employees
4	Go Digit General Insurance Ltd	Digit Group Total Protect Policy	295.00	14.91%	17/03/2024 to 16/06/2025	Employees
5	Tata AIG General Insurance Company Ltd	Marine Cargo	500.00	25.26%	Open policy	Material

Note: Tangible Assets is the sum of Inventory and Property, Plant and Equipment excluding Right of Use of Assets and land

Our insurance policies cover our Manufacturing Facility and corporate office from losses in the case of natural calamities and fire. Our incoming and outgoing material (for purchase and sales) are typically insured. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations and financial condition could be adversely affected. For further details of insurance, see "*Our Business*" on page 192.

We have not taken insurance to protect against all risk and liabilities. For example, we do not have key man insurance, and we do not take insurance for potential product liability claims.

Further, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business. While none of our insurance policies are due for renewal as of the date of this RHP, we cannot assure you that such renewals in the future (on expiry) will be granted in a timely manner, at acceptable cost or at all.

19. ***Our inability to collect receivables in time or at all, and any default in payment from our customers, could result in the reduction of our profits and affect our cash flows.***

We have to purchase raw materials from our suppliers from time to time based on our procurement policy. We sell our products on various payment terms including on a cost, insurance and freight (CIF) basis, Freight on Board (FOB) basis, open credit basis, against Letter of Credit, on a consignee basis and door delivery or delivery duty paid basis. We rely on cash inflow from our customers to meet our payment obligations to our suppliers. There have been instances of delays in payments by some of our stockists and customers in the past. However, as the said receivables are expected to be realised in the normal course of business, these have not been considered as impaired. Our sales to customers are on an open credit basis, with a standard payment period of generally between 45 to 95 days. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit we extend to what we believe is reasonable based on an evaluation of each stockist's or customer's financial condition and payment history, we may still experience losses because of a customer's inability to pay. As a result, we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate, and we cannot assure you that we will not experience such delays in payment or default by our customers in the future.

The table set forth below sets forth our trade receivables and receivable turnover days in the periods indicated:-

Particulars	As at, or for the period ended December 31, 2024		As at, or for the fiscal year ended March 31, 2024		As at, or for the fiscal year ended March 31, 2023		As at, or for the fiscal year ended March 31, 2022	
	in ₹ million	Receivable turnover days	in ₹ million	Receivable turnover days	in ₹ million	Receivable turnover days	in ₹ million	Receivable turnover days
Trade receivables	1,080.51	81	893.38	82	515.58	62	353.27	66

*Taken as per a period of 270 days

Any increase in our receivable turnover days in the future will negatively affect our business, results of operations and financial condition. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, results of operations and financial condition.

As we are subject to the credit risks of our customers and our liquidity and cash position are dependent on the timely settlement of payments by our customers, we cannot assure you that our customers will pay us on time and that they will be able to fulfil their payment obligations. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our major distributors, customers and stockists, and as a result could cause distributors or customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. Any prolonged receivables settlement or increase in bad debts or in defaults by our distributors, customers or stockists may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our liquidity position, results of operations, financial condition and cash flows.

20. ***We may be required to import certain raw materials in which case we could be subject to foreign currency fluctuations in respect of purchases of raw materials.***

While we have not imported any raw materials since Fiscal 2022, we previously sourced a portion of our raw materials from suppliers in China. We may be required to resume imports of raw materials for any number of reasons, including lack of availability of raw materials in the domestic market on commercially reasonable terms or at all, in which case would become subject to foreign currency fluctuations in respect of such transactions made in various foreign currencies. Raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, tariffs and duties, transportation and labour costs, labour unrest, natural disasters, pandemic, competition, import duties, tariffs and currency exchange rates, and there are uncertainties inherent in estimating such variables, regardless of the methodologies and assumptions that we may use. This volatility in commodity prices can significantly affect our raw material costs. Further, volatility in fuel prices can also affect commodity prices worldwide which may significantly increase our raw material costs.

While most of our revenues and our expenses are denominated in Indian Rupees, we may enter into agreements, including agreements to acquire raw materials are denominated in foreign currencies and which

may require us to bear the cost of adverse exchange rate movements. The exchange rate between the Rupee and other currencies, including the U.S. Dollar and the Euro, has changed substantially in recent years and may fluctuate substantially in the future. Accordingly, any fluctuation in the value of the Rupee against these currencies has and may affect the cost of servicing and repaying any obligations we may incur that expose us to exchange rate risk.

21. ***We have incurred indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.***

As at December 31, 2024, we had aggregate outstanding borrowings (including current borrowings and non-current borrowings) of ₹ 2,021.64 million. The table below sets forth certain information on our total borrowings, debt to equity ratio, finance cost and interest coverage ratio as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total Borrowings [(1)] (₹ million)	2,021.64	2,026.63	1,393.08	1,098.95
Debt to equity ratio [(2)]	1.41	3.19	3.06	3.14
Finance Costs (₹ million)	162.03	190.92	115.88	71.75
Debt service coverage ratio [(3)]	1.00	1.34	0.15	0.05

[(1)] Total borrowing is calculated as the sum of current and non-current borrowings.
[(2)] Debt-Equity Ratio is calculated as Total Debt divided by total equity. Total Debt is calculated as the sum of (i) non-current borrowings and (ii) current borrowings (including the current maturities of non-current borrowings).
[(3)] Debt service coverage ratio is calculated as EBITDA divided by total of interest and principal repayments made during the year.

As at December 31, 2024, we had total borrowings (current and non-current borrowings) of ₹ 2,021.64 million. Some of the borrowings are secured, *inter alia*, through a charge by way of hypothecation on our entire current assets, and, in case of our term loans, on fixed assets that includes land and building on which our Manufacturing Facility is located in favour of lenders. Below mentioned is the detailed description of the property on which charge by way of hypothecation is created –

1. Survey No. 1570, Village Raipur, Taluka - Kadi, Dist.- Mehsana, admeasuring 6703.58 sq. yds of land and construction thereon.
2. R.S. No. 917/1, 918/1 &2, 1060, TPS No. 5, FP No 167/1, 168, & 242 New Panchvati are, B/h Govardhan pal at Kalol, Dist. Gandhinagar
3. New Survey/ Block No. 2446 admeasuring 4244.00 sq. mtr and New survey No 2443 admeasuring at 5185.00 sq. mtr at Rajpur Sim, Tal. Kadi, Dist. Mehsana.
4. Block Survey no 682 Old survey no 106, Paiki ward No NA 99 and City no NA 682 village Sarsaav Taluka Kadi Dist. Mehsana, Gujarat, 38400.
5. Survey No. 2439, 2428, 2400 Village Rajpur, Talika Kadi, Dist. Mehsana, Gujarat.

For further details, see "*Financial Indebtedness*" on page 324 and "*Restated Financial Information – Note 16 – Borrowings*" on page 254. As some of these secured assets pertain to our Manufacturing Facility, our rights in respect of transferring or disposing of these assets are restricted. In the event we fail to service our debt obligations, our lenders have the right to enforce the security in respect of our secured borrowings and dispose of our assets to recover the amounts due from us. Any such shut down of our Manufacturing Facility would adversely affect our business, results operations and financial condition.

Furthermore, our loan agreements with our lenders also contain certain negative covenants, including but not limited to, effecting any change in ownership, control, constitution and operating structure capital structure or shareholding pattern and/or management of our Company, any amendment in the constitutional documents, and restrictions on fund raising.

Any failure on our part to comply with these terms in our financing agreements including the security agreements would generally result in events of default under these financing agreements. In such a case, the lenders under each of these respective loan agreements may, at their discretion, accelerate payment and declare the entire outstanding amounts under these loans due and payable, and in certain instances, enforce their security which has been constituted.

22. ***We are dependent on third parties for the supply of utilities, such as water, gas and electricity, at our Manufacturing Facility, and any disruption in the supply of such utilities could adversely affect our manufacturing operations.***

Our business is dependent on the delivery of an adequate and uninterrupted supply of electricity, water and natural gas. We procure utilities, such as natural gas and electricity, from third parties for use at our Manufacturing Facility. The water requirements at our Manufacturing Facility are met through a borewell located on our property through which water is provided by the Central Ground Water Authority on a need-basis during the course of our business operations. Reliance on third parties for such utilities exposes us to risks such as shortage or breakdown in supply, the correction of which is in the hands of such third parties.

The table below sets forth our expenses for (i) natural gas, and (ii) power, for the periods indicated:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses
Natural gas expenses	70.49	2.14%	108.12	2.87%	72.00	2.45%	24.36	1.26%
Power expenses	32.92	1.00%	47.50	1.26%	30.08	1.03%	10.14	0.53%

Although we have our own borewell for water, any interruption in the continuous supply, water, power and fuel in the future may negatively impact our manufacturing processes, which may result in delays in delivery of our products or non-delivery, resulting in loss of revenue and damage to our reputation or customer relationship. In case of the unavailability of any supply from, any of our utility providers for any reason, we are unable to assure you that we shall be able to source such utilities from alternate sources in a timely manner and at a commercially reasonable cost, which could adversely affect our business, results of operations and financial condition.

Our utilities expenses have increased significantly in recent years due to increase in power prices, and further increases in power expenses may impact our margins if we are not able to pass these price increases to our customers.

23. ***Exchange rate fluctuations may adversely affect our results of operations as our sales from exports and a portion of our expenditures are denominated in foreign currencies such as in the U.S. Dollar and the Euro.***

A material portion of our business is export-oriented. The revenues from exports aggregated to ₹ 1,009.96 million, ₹832.24 million ₹941.21 million and ₹592.14 million for the nine months period ended December 31, 2024, Fiscals 2024, 2023 and 2022, respectively, and as a percentage of our revenue from operations, were 27.96%, 20.81%, 30.85%, and 30.52%, respectively. For the nine months period ended December 31, 2024, we exported our products to 11 countries, including Germany, the Netherlands, Spain, the United States of America, among others. Our sales from exports are denominated in foreign currencies, mostly the U.S. Dollar and the Euro. Our financial statements, however, are prepared in Indian Rupees. Accordingly, we have currency exposures relating to buying and selling in currencies other than in Indian Rupees, particularly the U.S. Dollar and the Euro. Therefore, changes in the relevant exchange rates could also affect sales, operating results and assets and liabilities reported in Indian Rupees as part of our financial statements.

24. ***A part of our Manufacturing Facility is not owned by us. We may not be able to renew the lease for our Manufacturing Facility on favourable terms.***

Our business depends significantly on our ability to maintain and continue to operate our Manufacturing Facility. We do not own a part of the premises on which our Manufacturing Facility is located, which we occupy on a leasehold basis. Since a part of our Manufacturing Facility is operated on properties that are leased by us from third parties, which are not related parties, we are exposed to the typical risks relevant to lessors. Further, none of the lessor are related parties or related to the Company, its Directors, its Promoters and member of the Promoter Group.

Details of property, area and information of the lessor is mentioned below –

Sr. No.	Purpose	Property Description	Area (square meters)	Lessor
1.	Manufacturing Plant	Moje Rajpur Old Block No. 1564/1 New Block No. 2437	1,568	Thakor Ishaben wd/o Kalaji Amthaji & Thakor Sursangji Kalaji
2.	Manufacturing Plant	Moje Rajpur Old Block No 1564/2 New Block No. 2444	1,753	Thakor Ishaben wd/o Kalaji Amthaji & Thakor Sursangji Kalaji
3.	Manufacturing Plant	Moje Rajpur Old Block No. 1565 New Block No. 2445	2,844	Thakor Ishaben wd/o Kalaji Amthaji & Thakor Sursangji Kalaji

The terms of our leases for the leased properties on which our Manufacturing Facility is located have a term of 19 years and 11 months beginning from October 01, 2021 until September 01, 2041. While the lease agreements for our Manufacturing Facility are long term in nature, they also provide the lessor(s) with the right to terminate the lease for non-compliance of the terms of the agreement (e.g., failure to pay rent). For further details of our properties, see *"Our Business –Properties"* on page 218 of this Red Herring Prospectus. We cannot assure you that we will be able to continue the above lease agreements on commercially acceptable / favourable terms in the future or at all. If we are unable to renew such lease agreements on favourable terms, in particular the rental charges, we may be required to relocate our Manufacturing Facility to alternative premises (which can be a potentially less desirable location), and we would likely incur significant costs in doing so; moreover, our operations may face significant disruptions from the move of our Manufacturing Facility. Considering the scarcity of desirable and suitable locations, we cannot assure that any new arrangements for alternative premises for our Manufacturing Facility will be at a suitable location or leased on commercially acceptable/favourable terms. If we are required to relocate our manufacturing operations, or have to pay higher charges, our business, prospects, results of operations and financial condition could be materially and adversely affected.

25. *The objects of the Issue include orders for plant and machinery which have not yet been placed and we have not entered into any definitive agreements with any of the vendors. Further, we are yet to place orders for capital expenditures. In the event of any delay in placement of such orders, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary.*

We intend to utilize a portion of the Net Proceeds towards capital expenditure towards expanding production capacity of seamless and welded tubes and pipes. Our Company proposes to utilize an amount of ₹ 1,049.84 million towards capital expenditure towards expanding production capacity of seamless and welded tubes and pipes, based on our current estimates. While we have procured quotations from vendors in relation to the capital expenditure to be incurred, as on the date of this Red Herring Prospectus, orders for purchase of the plant equipment and utilities towards expanding production capacity of seamless and welded tubes and pipes for an amount aggregating to ₹ 682.78 million (inclusive of GST), which constitutes 100% of the total estimated cost of plant equipment and utilities, orders for are yet to be placed. Further, we have not entered into any of the definitive agreements with any of the vendors. See *"Objects of the Issue- Details of the Objects of the Issue-* capital expenditure towards expanding production capacity of seamless and welded tubes and pipes" on page 117.

Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotation or that there will not be cost escalations. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the plant and machinery or in the event the vendor is not able to provide the plant and machinery in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure the requisite plant and machinery from the vendors from whom we have procured the quotation, we cannot assure you that we may be able to identify alternate vendor to provide us with the materials which satisfy our requirements at acceptable prices.

Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule of implementation and deployment of

the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

26. ***If we do not obtain, renew, or maintain the statutory and regulatory permits and approvals required to operate our business, it could have a material adverse effect on our business***

We are required to obtain and maintain various approvals, licences, registrations and permits, including, various consents from pollution control boards. We are required and will continue to be required, to obtain and hold relevant licences, approvals, consents and permits at the local, state and central government levels for undertaking our business. We may need to apply for additional approvals for our future plan of expanding production capacity of seamless and welded tubes and pipes. For details in relation to our material approvals, please see Government and Other Approvals" and "Objects of the Issue" on page 330 and 115.

Further, there can be no assurance that the relevant authorities will issue such approvals on time or at all. There is no assurance that the government may not implement new regulations which will require us to obtain approvals and licences from the government and other regulatory bodies or impose onerous requirements and conditions on our operations. Though we have not faced any adverse action by the authorities in relation to any approvals, we cannot assure you that no adverse action will be taken against us in relation to any non-compliances in the future. Furthermore, we cannot assure you that the approvals, consents which we have applied will be granted and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action and we may be subject to penalty and other statutory and regulatory action.

27. ***Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel and Senior Management as well as our ability to attract and retain personnel with technical expertise. Our inability to retain our Directors, Key Managerial Personnel and Senior Management or our inability to attract and retain other personnel with technical expertise could adversely affect our business, results of operations and financial condition.***

Any loss of our Promoters, Directors, Key Managerial Personnel and Senior Management or our inability to attract and retain them and other skilled personnel could adversely affect our business, results of operations and financial condition. We depend on the management skills and guidance of our Promoters and Board of Directors for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, results of operations and financial condition could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

The table below set forth the attrition rate for our employees for the periods indicated:

Particulars	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Attrition Rate (%)	19.93%	9.74%	9.73%	Nil

Note: Attrition rate is calculated as the number of employees who left in the fiscal year divided by the Average Employees during the fiscal year. Average Employees is the average of the number of employees at the beginning of the year and employees at the end of the year.

While these positions have been appropriately filled and we have not faced any impact due to the resignations, we cannot assure that future resignations will not have impact on the Company's business or operations.

There is significant competition for management and other skilled personnel in the stainless-steel tubes and pipes industries, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. Further, as on the date of this Red Herring Prospectus, we

do not have key man insurance policies. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, results of operations and financial condition may be adversely affected. For further information, see "*Our Management*" on page 230.

28. ***The demand and pricing in the stainless-steel tubes and pipes sector is volatile and sensitive to the cyclical nature of the industries it serves and raw material prices. A decrease in stainless-steel tubes and pipes prices and/or an increase in raw material prices may have a material adverse effect on our business, results of operations, prospects and financial condition.***

Stainless-steel tubes and pipes prices, as well as steel prices, generally fluctuate based on a number of factors, such as the availability and cost of raw material inputs, fluctuations in domestic and international demand, the available supply of stainless-steel tubes and pipes, domestic production and capacity, transportation costs, protective trade measures and various social and political factors in the economies in which the stainless-steel tubes and pipes producers sell their products, and the cyclical trends of key industries and sectors in which we operate and. According to the CRISIL Report, the raw materials used in the manufacturing of stainless-steel tubes and pipes include nickel and chromium, which have volatile prices. The sudden change in prices of these raw materials affect stainless-steel pipe manufacturers from the perspective of production costs.

When downturns occur in the economies into which we sell our products or sectors in which our customers are engaged, we may experience decreased demand for our products, which may lead to a decrease in prices for our stainless-steel tubes and pipes, which may, in turn, have a material adverse effect on our business, results of operations, financial condition and prospects.

29. ***We may not accomplish our growth strategies, and our business may suffer if we fail to execute our growth strategies efficiently or effectively.***

Although the stainless-steel tubes and pipes industry provides for entry barriers due to the high capital requirements, we face increasing competition from our existing and potential competitors in India and from overseas. Our operations have expanded as a result of our strategies to expand into domestic and international markets and competitively positioning us in the domestic and overseas markets and to expand our manufacturing capacity and Product lines. We continue to make investments and other decisions in connection with our long-term business strategies, including expanding our geographic presence to reach a wider network of customers and locations and expanding our manufacturing capacity to expand our Product lines.

We endeavour to continue our export focus on the United States, Germany, Netherlands, Italy, Spain and France markets, in particular, due to expected future increases in demand. We also intend to increase exports of our Products to the Middle East, primarily in Kuwait and the United Arab Emirates. We also intend to expand our manufacturing capacity for welded tubes and pipes. To execute this growth strategy, we have purchased a vacant land parcel measuring approximately 30,064 sq.mtrs. on which we are planning to construct a new manufacturing facility for production of welded tubes and pipes. While welded tubes and pipes are currently a smaller part of our business and contributing 0.39% of total revenue from operations for Fiscal 2024, we plan to grow this segment significantly in the future as a part of our business strategies. We have purchased vacant land parcel measuring approximately 30,064 sq. mtrs. that is reserved for future expansion of our manufacturing capacity for welded tubes and pipes (out of which approximately 5,250 sq. mtrs. would be used for manufacturing facility for welded tubes and pipes). For further details see, *"Objects of the Issue"* on page 115.

Such initiatives and enhancements require us to make capital expenditures. As at December 31, 2024, our long term and short-term borrowings were ₹506.77 million and ₹1,514.87 million, respectively. A portion of our indebtedness is secured by charges over immovable and movable properties and other collaterals, receivables and bank accounts. If we are unable to repay or refinance our outstanding indebtedness, or if we are unable to obtain additional financing on terms acceptable to us to finance our capital expenditure, we may be unable to implement our growth strategy, and our business, prospects, financial condition and results of operations may be adversely affected.

Additionally, continued growth and expansion increase the challenges we face in:

- strengthening our internal control system for purchases of inventory to be commensurate with the size of our Company;
- improving the scope and coverage of our internal audit systems to keep pace with our growth;

- recruiting, training and retaining sufficiently skilled technical, sales and management personnel;
- identifying, establishing, maintaining and expanding relationships with other tubes and pipes manufacturers and after-sales services partners in each of the markets in which we operate;
- managing economies of scale, including a larger number of distributors and stockists;
- identifying, understanding and responding to challenges and risks that are unique to the different markets in which we operate;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems; and
- maintaining high levels of product quality and customer satisfaction.

There can be no assurance that our personnel, systems, procedures and controls shall be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects."

30. *We face competition from domestic and international players, and our inability to compete effectively may have a material adverse impact on our business, results of operations and financial condition.*

Although the stainless-steel tubes and pipes industry provides for significant entry barriers due to the high capital requirements, we face increasing competition from our existing and potential competitors in India and in overseas markets. We believe that competition in our business is significantly based on pricing, extent and efficiency of the distribution network, relationships with customers particularly in the engineering industry, product quality, delivery time, payment terms and compliance with government regulation, including environmental regulation. Further Indian steel produced faced high competition in the export market from the cheaper products made in other countries, resulting in decline in demand for India-made stainless-steel tubes and pipes in the export market (Source*: CRISIL Report*).

We face pricing pressures from domestic and international steel / stainless-steel tubes and pipes companies that may be able to produce stainless-steel tubes and pipes at lower costs and, consequently, may be able to offer their products at lower prices. We are unable to assure you that we will be able to meet the pricing pressures imposed by such competitors, which would adversely affect our business, results of operations and financial condition. Additionally, some of our competitors may have greater financial, research and technological resources, larger sales and marketing teams and more established reputations. They may also be in a better position to identify market trends, adapt to changes in the steel or stainless-steel tubes and pipes industries, innovate with new products, offer competitive prices due to economies of scale and ensure product quality and compliance. Further, our competitors may enter into contract manufacturing arrangements with our customers for products that they are currently purchasing from us that could result in the loss of such customer or loss of revenue from such customer. In addition, our customers may decide to backward integrate their businesses, which could reduce their purchases of our products. For more information regarding our industry peers, please see the "*Industry Overview – Stainless steel pipes and tubes – player wise market share*" on page 179.

To remain competitive, we must continue to invest significant resources in capital expenditure, research and development, sales and marketing and customer support. There is no assurance that we will have sufficient resources to make these investments or that we will be able to make the technological advances necessary to be competitive. In case we fail to effectively compete, including any delays in responding to changes in the industry and the market, we may also have to incur additional costs and expenses to conduct marketing campaigns, market research and investing in newer technologies and infrastructure to effectively compete. Increased competition could result in, amongst other things, a slowdown in customer orders, a loss of our market share, price reductions, reduced demand for our Products, reductions in revenue and reduced margins and profitability.

31. *There are outstanding legal proceedings against our Company. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business, results of operations and financial condition.*

Certain legal proceedings involving our Company, Promoters, and certain of our Directors are pending at different levels of adjudication before various courts, tribunals and authorities. In the event of adverse rulings in these proceedings or consequent levy of penalties, we may need to make payments or make provisions for future payments, and which may increase expenses and current or contingent liabilities.

Further there is one material tax litigation involving our Company the details of which is mentioned below-

Our Company, Scoda Tubes Limited ("**Taxpayer**") had claimed an Input Tax Credit of ₹31,43,306/- of central and state tax. However, upon examination of the Taxpayer's GSTR-2A of the Taxpayer, it was observed that the said amount was not reflected in the relevant GSTR-2A. On May 31, 2024, the Assistant commissioner of Central Goods and Service Tax division, Kadi, passed an order against the Taxpayer requiring repayment of the inadmissible Input tax credit of ₹31,43,306/- along with the penalty of ₹31,43,306/. Subsequently, on October 18, 2024, the Taxpayer filed an appeal against the order before the Deputy Central Tax Commissioner-Appeal, Mehsana. The matter is currently pending.

A summary of outstanding litigation proceedings involving our Company, Promoters, and Directors, as disclosed in "*Outstanding* Litigation *and Material Developments*" on page 326 in terms of the SEBI ICDR Regulations as at the date of this Red Herring Prospectus is provided below.

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material civil litigation	Aggregate* amount involved (in ₹ million)
Company						
By our Company	01	-	-	-	-	0.25
Against our Company	-	04	01	-	-	15.11*
Directors (*other than our Promoters*)						
By our Directors	-	-	-	-	-	-
Against our Directors	-	-	-	-	-	-
Promoters						
By our Promoters	-	-	-	-	-	-
Against our Promoters	-	-	-	-	-	-
Key Managerial Personnel						
By our Key Managerial Personnel	-	N.A.	-	N.A.	N.A.	-
Against our Key Managerial Personnel	-	N.A.	-	N.A.	N.A.	-
Senior Managerial Personnel						
By our Senior Managerial Personnel	-	N.A.	-	N.A.	N.A.	-
Against our Senior Managerial Personnel	-	N.A.	-	N.A.	N.A.	-

**Amount to the extent quantifiable*

For further information, see "*Outstanding Litigation and Material Developments*" on page 326.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour, or that no (additional) liability will arise out of these proceedings. We are in the process of litigating these matters. Further, such proceedings could divert management time and attention and consume financial resources in their defence. In addition to the foregoing, we could also be adversely affected by complaints, claims or legal actions brought by persons, before various forums such as courts, tribunals, consumer forums or sector-specific or other regulatory authorities in the ordinary course or otherwise, in relation to our products, our technology, our branding or our policies or any other acts/omissions. Further, we may be subject to legal action by our employees and/or ex-employees in relation to alleged grievances such as termination of their employment with us. There can be no assurance that such complaints or claims will not result in investigations, enquiries or legal actions by any courts, tribunals or regulatory authorities against us.

32. *Under-utilisation of our manufacturing capacities and any inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance. Our inability to accurately forecast demand for our products may have an adverse effect on our business, results of operations and financial condition.*

We manufacture our products at our Manufacturing Facility in Mehsana, Gujarat. Our installed capacity, actual production and utilization for our Manufacturing Facility is as follows –

Fiscal Year ended/Period ended	Seamless			Welded			Mother Hollow		
	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)	Production Capacity (MT per Annum)	Actual Production (MT)	Capacity utilisation (in %)
2022	4,410	3,905	88.55	1,020	463	45.39	-	-	-
2023	6,540	6,061	92.68	1,020	123	12.06	20,000	6,500	32.50
2024	10,068	7,165	71.17	1,020	39	3.82	20,000	9,900	49.50
For December 2024	10,068	7,954	79.01	1,020	86	8.46	20,000	9,950	49.75

The success of our proposed capacity expansions and expected return on investment on capital expenditure is subject to, among other factors, our ability to utilize our existing and expanded manufacturing capacities. Under-utilization of our existing manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities in the future could have an adverse effect on our business, prospects and future financial performance.

We make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders for our products. We adjust our production periodically to meet the anticipated demand of our customers significantly reduce production of certain products depending on potential orders. Changes in demand for our products could make it difficult to schedule production and lead to a mismatch of production and capacity utilization. Any such mismatch leading to over or under utilization of our Manufacturing Facility could adversely affect our business, results of operations and financial condition.

33. ***We may not be able to optimally utilise our backward integration to enhance and support our business which may affect our business, results of operations and financial condition.***

We have made, and continue to make, investments to backward integrate our manufacturing of stainless-steel tubes and pipes. In May 2022, we completed the construction of a brand-new piercing mill for the production of mother hollow, which is the principal raw material for our seamless stainless-steel products. Integrating our own cutting-edge in-house piercing mill, which has a mother hollow production capacity of 20,000 MT per annum as of December 31, 2024, enables us to realise efficiencies in production, deliver quality benefits and ideally position us to fulfil the ever-growing demand for the raw material needed for the production of seamless stainless-steel products. We rely on backward integration to secure a stable supply of mother hollow, which helps to ensure timely and quality manufacturing of our stainless-steel tubes and pipes to fulfil our customers' demands. Should there be any disruptions or malfunctions at any of our Manufacturing Facility as a result of which mother hollow required for manufacturing our stainless-steel tubes and pipes are not available on time, we may have to procure such raw materials from third party suppliers, which may not be available at short notice in the volume required by us, within the timelines required by us or at the rates favourable to us, which may have an adverse effect on our business, results of operations and financial condition. Such failure to procure mother hollow on time or at all may also harm our reputation and cause our customers to terminate purchase orders or purchase agreements with us.

Further, our backward-integrated production of mother hollow is relevant only for our stainless-steel seamless products. Such raw material is not used for the production of welded tubes. Therefore, as we expand our welded tubes business, including constructing a new manufacturing facility for production of welded tubes and pipes, we will not be able to realize any economies of scale from the investments we have made in the backward integration our manufacturing of stainless-steel tubes and pipes for such newer line of business.

34. ***Our business may expose us to potential product recalls and returns, which could adversely affect our results operation, goodwill and the marketability of our products. Further, we may be exposed to potential product liability claims which could adversely affect our results of operation, goodwill and the marketability of our products.***

We may be exposed to risks of products recalls and returns or where products are returned to be reworked.

The table below sets forth our total returns and rejections in terms of tonnes and such returns and rejections as a percentage of total tonnes sold in the periods indicated:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in tonnes	% of total tonnes sold	in tonnes	% of total tonnes sold	in tonnes	% of total tonnes sold	in tonnes	% of total tonnes sold
Customer Rejection	3.93	0.14%	27.59	0.31%	2.19	0.04%	2.48	0.06%

We manufacture and market stainless-steel tubes and pipes. Our products go through various forms of testing, quality checks at various stages including random sampling checks and quality checks internally. Our products must also meet the standards set by the Bureau of Indian Standards ("BIS") and the following domestic and international standards: DNV (Germany), Norsok (Norway), EIL (India), IBR (India), Lloyds Marine (UK), PED (Europe), BIS (India), Bureau Veritas Marine (France), Rina Marine (Italy). As on the date of this Red Herring Prospectus we have received the certification from Lloyds Marine (UK), Norsok (Norway), DNV (Germany), PED (Europe), EIL (India), IBR (India) and we have made an application for certifications of Bureau Veritas Marine (France) and Rina Marine (Italy). Further we have made an application for renewal of our BIS licence for stainless steel seamless pipes and tubes for general service. Any failure of our products to meet prescribed quality standards may result in rejection, returns and reworking of our products by customers.

Our Company maintains number of quality management system certificates in line with industry standards, including ISO 9001:2015 for quality management standards, ISO 45001:2018 for occupational, health and safety management system standards and ISO 14001:2015 for environmental management system standards. While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. While we have not faced such challenges in past, any failure on our part to successfully maintain quality standards for our products may affect our customer relationships, which may adversely affect our business, results of operations and financial condition.

In addition, we may be exposed to potential product liability claims, and the severity and timing of such claims are unpredictable. We have not been subject to product liability lawsuits in the past, but we nevertheless face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether such claims are valid. We may also be subject to claims resulting from manufacturing defects, contamination, adulteration, product tampering or negligence in production, storage or handling of our products. We have not been subject to lawsuits or litigation relating to such claims during the nine months period ended December 31, 2024 Fiscal 2024, Fiscal 2023 or Fiscal 2022. Product liability claims, regardless of their merits or the ultimate success of the defence against them, are expensive. Even unsuccessful product liability claims would likely require us to incur substantial amounts on litigation and require our management's time and focus. We do not have insurance to protect us from such claims. Accordingly, such product liability claims, may adversely affect our results of operation, goodwill and the marketability of our products.

35. ***We may be subject to industrial unrest and increased employee costs, which may adversely affect our business and results of operations.***

As of December 31, 2024, our workforce is a total of 503 employees, comprised of 153 permanent employees and 350 working on a contractual basis.

Our employee benefits expense comprise payments made to all the personnel on our payroll and engaged in our operations (apart from contract labour). The table below sets forth our employee benefits expenses, including as a percentage of revenue from operations, for the periods indicated:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses
Employee benefits expense	61.30	1.86%	73.69	1.96%	54.79	1.87%	28.72	1.49%

Our manufacturing operations are significantly dependent on the cooperation and continued support of our workforce, particularly our shop-floor employees and operating personnel. Strikes or work stoppages by our workforce at our Manufacturing Facility could halt our production activities which could impact our ability to deliver customer orders in a timely manner or at all, which could adversely affect the results of our operations and reputation. We do not have any registered labour unions at our Manufacturing Facility and there have been no disruptions to our manufacturing operations for the nine months period ended December 31, 2024 and in Fiscal 2024, Fiscal 2023 or Fiscal 2022 on account of labour-related disputes including strikes, lockouts, or collective bargaining arrangements. However, there can be no assurance that we will not experience work disruptions in the future due to disputes or other problems with our workforce. Any such event, at our current facility or at any new facility that we may commission in the future, may adversely affect our ability to operate our business and serve our customers, and impair our relationships with certain key customers, which may adversely impact our business, results of operations and financial condition.

36. *Certain of our Promoter Group have interest in entities that are in businesses similar to ours and this may result in a conflict of interest with us.*

Avaniben Patel, a member of our Promoter Group, had an interest in Shree Tubes Company, which is engaged in the business of manufacturing of a range of steel products, including tubes and pipes. Avaniben Patel has disassociated from Shree Tubes Company on April 01, 2024. As this entity is in similar lines of business to our Company, there can be no assurance that conflicts of interest will not occur between our business and the businesses of such entities, which could have an adverse effect on our business, financial condition and results of operations.

37. *We are dependent on contract labour and any disruption to the supply of such labour for our Manufacturing Facility or our inability to control the composition and cost of our contract labour could adversely affect our operations.*

Our workforce includes personnel that we engage through independent contractors. The table below sets forth details of our contract labourers as at the dates indicated:

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Number of contract labourers	350	357	138	35

We incur certain contract labour charges for engaging workforce through independent contractors. The table below sets forth the contractual labour charges and such charges as percentage of revenue from operations for the periods indicated.

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses
Contractual labour charges	61.31	1.86%	77.14	2.05%	38.46	1.31%	1.96	0.10%

Although we do not engage these labourers directly, we may be held responsible for any wage payments to these labourers in the event of default by our independent contractors. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged labourers or delay in recovering such amounts from the contractors may have an adverse effect on our cash flows and results of operations.

We are also subject to the laws and regulations in India governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. For instance, the Government of India ("***GoI***") has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. Furthermore, any upward revision of wages that may be required by the state government to be paid to such contract labourers would increase our costs and may adversely affect the business and results of our operations. For

instance, recently the Labour, Skill Development and Employment Department, Government of Gujarat, has pursuant to a notification dated March 27, 2023 under the Minimum Wages act, 1948, increased the basic wage of workers by approximately 24% for skilled, semi-skilled and unskilled labour under the Minimum Wages Act, 1948. Any similar upward revisions could have an adverse impact on our costs and profitability in the future.

If we are unable to obtain the services of skilled and unskilled workmen or at reasonable rates, it may adversely affect our business and results of operations. In addition, our manufacturing process is dependent on a technology driven production system and any inability of the contract labourers to familiarize themselves with such technology could adversely affect our business, results of operations and financial condition.

38. ***All the Directors on our board do not possess experience of being on the board of a listed company***

All the Directors of our Company do not have experience of holding a directorship in a listed company. Accordingly, they have limited exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting which is significantly higher than that of an unlisted company. The Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies.

As a result, the Board of Directors of the Company may have to provide increased attention to such procedures and their attention may be diverted from our business operations, which may adversely affect our results of operations and financial condition.

39. ***We use third-party transportation and logistics service providers for delivery of our products to our customers, as well as raw materials to our Manufacturing Facility. Any delay in delivery of our products or raw materials or increase in the charges of these entities could adversely affect our business, results of operations and financial condition. We also may be exposed to the risk of theft, accidents and/or loss of our products in transit.***

Our manufacturing operations are dependent on timely and cost-efficient transportation of raw materials to our Manufacturing Facility and of the products we manufacture to our customers. We do not own any vehicles for the transportation of our products but use third-party transportation and logistics providers for delivery of our raw materials to our Manufacturing Facility, as well as of our products to our customers. We do not have any long-term contractual arrangements with such third-party transportation and logistics providers. Any disruption in services by such third-party transportation providers could impact our manufacturing operations and delivery of our products to our customers. Further, transportation strikes could also have an adverse effect on supplies and deliveries to and from our customers and suppliers. Although during the nine months period ended December 31, 2024 and for Fiscal 2024, Fiscal 2023 or Fiscal 2022 we did not face any significant disruptions due to our use of third-party transportation and logistics service providers, any disruptions of logistics in the future could impair our ability to deliver our products on time, which could materially and adversely affect our business, results of operations and financial condition.

The following table sets forth our freight outward expense and export, import and shipping line expense charges and such charges as a percentage of total expenses in the periods indicated.

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses
Freight outward expense	14.74	0.45%	17.22	0.46%	13.49	0.46%	6.20	0.32%

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses	in ₹ million	% of total expenses
Export, import and shipping line expense	55.44	1.68%	37.88	1.01%	86.95	2.96%	59.56	3.09%

In addition, we pay for transportation costs in relation to the delivery of our certain of raw materials and other inputs to our Manufacturing Facility. We are subject to the risk of increases in freight costs. If we cannot fully offset any increases in freight costs through increases in the prices for our products, we would experience lower margins. In addition, any increase in export tariffs would increase our operating expenses which in turn may adversely affect our business, results of operations and financial condition.

Furthermore, we are exposed to the risk of theft, accidents and/or loss of our products in transit. While we believe we have adequately insured ourselves against such risk, we cannot assure you that our insurance will be sufficient to cover the losses arising due to such theft, accidents and/or loss of our products in transit. While there have been no material instances of theft, accident or loss not covered by insurance or transportation strikes during the nine months period ended December 31, 2024 and Fiscal 2024, Fiscal 2023 or Fiscal 2022, we cannot assure you that such incidents will not occur in future. Any such acts could result in serious liability claims (for which we may not be adequately insured) which could adversely affect our business, results of operations and financial condition.

40. ***We have undertaken a bonus issue of Equity Shares in the past in the ratio of thirty (30) Equity Share for every one (1) Equity Share held, however there can be no assurance that we will undertake the bonus issue of equity shares going forward.`.***

Pursuant to the approval of the Board of Directors vide its meeting held on June 22, 2024 and the Shareholders of our Company through an extraordinary general meeting held on July 12, 2024, our Company has allotted 38,511,000 bonus Equity Shares having face value of ₹10 each on July 23, 2024 to the then existing Shareholders of our Company in the ratio of thirty (30) bonus Equity Share per one (1) fully paid Equity Share, in accordance with the provisions of the Companies Act, 2013. The free reserves and securities premium account was applied in the paying up of such bonus Equity Shares. As we have undertaken a bonus issue of equity shares in the past, there can be no assurance that we will undertake the bonus issue of equity shares going forward.

Please see below the details of utilisation of reserves pre and post bonus issue.

Utilisation of reserves for Bonus Issue

(in ₹ million)

Sr. No.	Nature of reserves	Balance as on March 31, 2024	Bonus Issue Adjusted	Balance post Bonus Issue
1.	Retained earnings	349.71	349.71	Nil
2.	Securities Premium Account	273.47	35.40	238.07
	Total	**623.18**	**385.11**	**238.07**

Note- The retained earnings and securities premium balance post bonus is not adjusted for fiscal 2025 earnings and allotment respectively

41. ***"Our Promoters are not the original Promoters of the Company and limited experience of our Promoters in managing the operations of our Company and limited experience in the industry in which our Company operates may pose operational and financial risks***

Our Promoters, Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel ("Present Management") are not the original promoters of our Company and become the director of our Company between 2016 and 2020. Details of the same are as follows:

Name	Date of appointment
Samarth Patel	December 29, 2017
Jagrutkumar Patel	September 26, 2016
Ravi Patel	September 26, 2016

Saurabh Patel	October 5, 2016
Vipulkumar Patel	October 22, 2020

An application under Sections 241, 242 and 244 of the Companies Act, 2013 filed before the National Company Law Tribunal, Ahmedabad Bench by certain shareholders of our Company against our Company and the directors of the Company for oppression mismanagement and in relation to transfer of equity shares of our Company to then existing shareholders between the year 2015 to 2016. Further, an application under Section 59 of the Companies Act, 2013 was filed by the certain shareholders of our Company before the National Company Law Tribunal, Ahmedabad Bench for oppression mismanagement against our Company and the directors of the Company and a criminal complaint under section 154 of the Code of Criminal Procedure before the Police Inspector, Nandasan Police Station, Mehsana. Pursuant to the Memorandum of Understanding dated February 22, 2022, the parties who were the shareholders of our Company along with the Present Management had amicably settled the abovementioned disputes and confirmed that they will have no rights in the ownership in our Company and thereby the Present Management continued to have control of our Company. During that period, the Present Management had infused the capital in the form of unsecured loans to our Company which was later converted into equity shares. The Present Management has acquired the shares of the Company on November 01, 2021 and November 27, 2021. The complete details of the allotment in given in the Capital Structure – Share capital history of our Company on page 97 of the Red Herring Prospectus.

As our Promoters are not the original promoters of our Company and have recently acquired shareholding in the Company, they do not have a long track record in managing the operations of the Company.

Given that the Promoters recently acquired shareholding and control over the Company, they do not have a long-standing track record of managing the operations of our Company. This could impact the Company's ability to run its business effectively posing operational and financial risks to its performance.

42. ***We are subject to strict quality requirements, regular inspections and audits] by our customers, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our business, financial condition, results of operations and prospects.***

Our business is capital intensive as we require significant capital to operate and expand our manufacturing facility. Our historical capital expenditure has been and is expected to be primarily used towards development and enhancement of production capacities. Historically, we have funded our capital expenditure requirements through a combination of equity internal accruals, unsecured loans and external borrowings.

We develop, manufacture and market a wide range of stainless-steel seamless and welded tubes and pipes, which are used by a diverse range of end-user sections, such as Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors. Accordingly, our customers maintain strict qualification and/or certification procedures, and we are required to pre-qualify with such customers before we are eligible to supply products. We are ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certified by TUV SUD South Asia Private Limited. We follow international standard manufacturing practises, including ASTM standards, ASME standards and EN standards. Our products sold to the European market are certified under PED 2014/68/EU and ADW/AD 2000 – Merkblatt – W0 from TUV Nord. Further, we hold accreditation from the Indian Boiler Regulation for manufacturing and supply of stainless steel seamless and welded pipes, tubes and U-tubes, DNV-CP-0252 certification for steel pipes and steel pipe fitting and DNV marine certificate for application in ship building and marine industry. We also comply with relevant standards stipulated by Engineers India Limited and we have made an application for renewal of our Bureau of Indian Standard licence for stainless steel seamless pipes and tubes for general service.

While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. Any failure on our part to successfully maintain quality standards for our products may affect our customer relationships and may cause us to lose our pre-qualification status, which may adversely affect our business, financial condition, results of operations and prospects.

43. ***We have incurred significant capital expenditures in the past and there can be no assurance that our past or planned capital expenditures will result in growth and/or additional revenue for our Company.***

We have already incurred significant capital expenditure in the past few years, including expansion of manufacturing capacity, setting up of new facilities, acquisition of land. For the nine-period ended on December 31, 2024, Fiscals 2024, 2023 and 2022, our capital expenditure was ₹ 98.16 million, ₹ 358.80 million, ₹ 639.23 million and ₹ 17.49 million, respectively. The total estimated expenditure towards expanding production capacity of seamless tubes and pipes is ₹ 554.41 million and up to ₹ 445.44 million towards setting up of additional capacity for manufacturing of welded tubes and pipes. For further details see, "Objects of the Issue" on page 115.

To compete effectively, we must be able to develop and produce new products to meet our customers' demand in a timely manner, which requires a significant capital expenditure. Our capital expenditures may also lead to unsuccessful projects which may cause loss to our business. Additionally, we incur certain bare minimum capital expenditure for maintenance irrespective of the business or revenue, such as for upgradation and modernization of our manufacturing facilities, infrastructure, machines, equipment and technology to allow us to offer a diverse product suite, reduce operating costs and drive productivity and in the event of any negative impact of the business, such capital expenditure may result in negative cash flows. Our failure to manage our growth effectively may have an adverse effect on our business, results of operations and financial condition. Further, expansion and acquisitions may require us to incur or assume new debt, expose us to future funding obligations or integration risks and we cannot assure you that such expansion or acquisition will contribute to our revenue.

44. ***We have substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.***

Our business is capital intensive as we require significant capital to operate and expand our Manufacturing facility. Our historical capital expenditure has been and is expected to be primarily used towards development and enhancement of production capacities. Historically, we have funded our capital expenditure requirements through a combination of equity, internal accruals, unsecured loans and external borrowings.

The table below sets forth our capital expenditure for the periods indicated:

Particulars	December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	in ₹ million	% of total expenditure	in ₹ million	% of total expenditure	in ₹ million	% of total expenditure	in ₹ million	% of total expenditure
Capital expenditure	98.16	2.97%	358.80	8.70%	639.23	17.89%	17.49	0.90%

As part of our strategy, we intend to expand our stainless-steel tubes and pipes and welded tubes and pipes businesses in India and internationally. We intend to utilise part of the Net Proceed towards capital expenditure for expanding production capacity of seamless and welded tubes and pipes and propose to enhance our production capacity of seamless tubes and pipes by 10,000 MTPA and welded tubes and pipes by 12,130 MTPA. There can be no assurance that our expansion plans will be implemented as planned or on schedule, or that we will achieve our increased planned output capacity or operational efficiency. Although we have not experienced time or cost overruns in the past, if in the future we experience significant delays or mishaps in the implementation of the expansion plans or if there are significant cost overruns, then the overall benefit of such plans to our revenues and profitability may decline. To the extent that the planned expansion does not produce anticipated or desired output, revenue or cost-reduction outcomes, our business, results of operations and financial condition would be adversely affected.

Further, as we pursue our growth plan, we may be required to raise additional funds by incurring further indebtedness or issuing additional equity to meet our capital expenditures in the future. There can be no assurance that we will generate sufficient cash flows or be able to borrow funds in a timely basis, or at all, to meet our working capital and other requirements, or to pay our debt, which could materially and adversely affect our business and results of operations.

45. ***Pricing pressure from our customers may adversely affect our gross margin, profitability and ability to increase our prices, which may in turn have a material adverse effect on our results of operations and financial condition.***

We manufacture in India and supply stainless-steel tubes and pipes domestically and internationally. Our stockists, and engineering, EPC and industrial company customers generally pursue aggressive but systematic price reduction initiatives and objectives each year with their suppliers.

In addition, as any price reduction is the result of negotiations and factors that may be beyond our control, we, like other manufacturers, must be able to reduce operating costs and increase operating efficiencies to maintain profitability. As our business is very capital intensive, requiring us to maintain a large, fixed cost base, our profitability is dependent, in part, on our ability to spread fixed costs over higher sales volume. However, we may not be able to spread such fixed costs effectively as our customers generally negotiate for larger discounts in price as the volume of their orders increases. If we are unable to offset customer price reductions in the future through improved operating efficiencies, new manufacturing processes, sourcing alternatives and other cost reduction initiatives, our results of operations and financial condition may be materially adversely affected.

46. ***Our high debt-to-equity ratio may adversely affect our financial condition and results of operations.***

As of March 31, 2024, our debt-to-equity ratio was 3.19, reflecting a significant reliance on borrowings. High debt levels may increase our finance costs, limit our ability to raise additional funds, and reduce our financial flexibility. Servicing this debt could strain our cash flows, particularly during periods of lower revenue or operational challenges. Additionally, any rise in interest rates may increase our borrowing costs. If we fail to manage our debt effectively, it could adversely impact our financial condition, operations, and growth prospects

47. ***We own a vacant land parcel which we are not planning to utilise in our proposed expansion plan, and our inability to monetize or utilize it effectively may adversely affect our business and financial condition***

We have a vacant land situated at Old Survey no. 442, new survey no. 857 village- Untava, Ta, Kadi, District- Mehsana which we are not planning to utilise in our proposed expansion plan. Owning vacant land can tie up significant capital without generating any immediate returns, which may limit our financial flexibility and hinder our ability to capitalize on other growth opportunities. Without a clear and feasible strategy for its utilization, there is a risk of missing out on potential development or sale opportunities. Additionally, the land could be subject to adverse regulatory changes, such as alterations in laws, land use restrictions, or taxation policies, that could reduce its value, restrict its use, or impact its future development. If we are unable to effectively monetize or utilize this land in a timely manner, it could have an adverse effect on our business, financial condition, and growth prospects

48. ***We could incur losses under our purchase orders and contracts with our customers or be subjected to disputes or contractual penalties as a result of delays in delivery or failures to meet contract specifications or delivery schedules which may have a material adverse effect on our business, results of operations and financial condition.***

We could incur losses under our purchase orders and contracts with our customers or be subjected to disputes or contractual penalties as a result of delays in delivery or failures to meet contract specifications or delivery schedules. In the past, there have been instances of time overruns, due to which we have been required to re-negotiate some of the terms, such as date of delivery of our purchase orders and customer contracts due to a delay in delivery (owing to a combination of internal as well as external factors beyond our control). There can be no assurance that our customers in the future will not rescind their contracts with us if there is a delay in delivery beyond the time stipulated in the contract or we may need to renegotiate some of our customer contracts. This may have an impact on our reputation, which could have a material adverse effect on our business, results of operations and financial condition. Further, payment of damages and renegotiation of terms of purchase orders/ contracts could also have an adverse impact on our business, results of operations and financial condition.

49. ***Non-compliance with and changes in, safety, health, environmental laws and other applicable regulations in India, may adversely affect our business, results of operations and financial condition.***

We are subject to laws and government regulations in India, including in relation to safety, health and environmental protection. For details, see section titled "*Key Regulations and Policies in India*" on page 220. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, processing, transport or disposal of hazardous substances including employee exposure to

hazardous substances and other aspects of our manufacturing operations. In addition, our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. Further, laws and regulations may limit the amount of hazardous and pollutant discharge that our Manufacturing Facility may release into the air and water.

Our operations, particularly at our Manufacturing Facility, are subject to stringent scrutiny, inspection and audit from third party environmental agencies, including governmental authorities to ensure our compliance with applicable laws and regulations or the relevant regulatory bodies may require us to shut down our manufacturing plants for purported violations of safety, health, environmental laws, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers.

The discharge of materials that are chemical in nature or of other hazardous substances into the air, soil or water beyond the limits required by applicable law or regulation may cause us to be liable to regulatory bodies or third parties. Any such legal proceedings in the future could adversely affect our business, results of operations and financial condition.

Furthermore, if the authorities deem that our responses do not sufficiently address the concerns raised in these notices, there is also a possibility that the environmental authorities may cancel, suspend or withdraw the approvals, permits or consents granted to us or may order the closure of the manufacturing unit until the concerns are sufficiently addressed or remedied. If such environmental notices result in litigation, fines or the cancellation of our licenses, it could adversely affect our business, results of operations and financial condition.

50. ***We own a trademark. We also rely on a combination of trade secret and contractual restrictions to protect our intellectual property. If we are unable to protect our intellectual property rights, our business, results of operations and financial condition may be adversely affected.***

We have one registered trademark with the Trademark Registry for the following mark:

Particulars of Mark	Class	Trade Mark Number	Validity
SCODA TUBES LIMITED	6	4308782	Valid till 30th September 2029

We may not be able to protect our intellectual property rights against third-party infringement and unauthorised use of our intellectual property, including by our competitors. Any failure to protect our intellectual property rights may adversely affect our business, results of operations and financial condition. Further, a failure to obtain or maintain these registrations may adversely affect our competitive business position. This may in turn affect our brand value, and consequently, our business. Despite our efforts to protect our proprietary rights, unauthorized parties may copy aspects of our proprietary products, technology, systems and processes and use information that we consider proprietary. Further, unauthorized parties may also attempt, or successfully endeavour, to obtain our intellectual property, confidential information, and trade secrets through various methods, including through cybersecurity attacks, and legal or other methods of protecting this data may be inadequate. In addition, our trade secrets may become known or independently developed by our competitors, and in such cases, we may no longer enjoy the exclusive use of some of our confidential information relating to our products.

While our agreements with our employees and consultants who develop our intellectual property including our proprietary products, technology, systems and processes on our behalf include confidentiality provisions and provisions on ownership of intellectual property developed during employment or specific assignments, as applicable, these agreements may not effectively prevent unauthorized use or disclosure of our confidential information, our intellectual property including our proprietary products, technology, systems and processes and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information or infringement of our intellectual property.

Although no such proceedings have been initiated during the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 or Fiscal 2022, we may need to litigate to protect our intellectual property or to defend against third party infringement. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorised use or take appropriate and timely steps to enforce or protect our intellectual property. Any inability to use or protect our intellectual property could affect our relationships with our customers, which could materially and

adversely affect our brand, business, results of operations and financial condition.

51. ***We require various licenses and approvals for undertaking our businesses and the failure to obtain or retain such licenses or approvals in a timely manner, or at all, may adversely affect our business, results of operations and financial condition.***

Our business operations are subject to various laws, the compliance of which is supervised by multiple regulatory authorities and government bodies in India. In order to conduct our business, we are required to obtain multiple licenses, approvals, permits and consents. For further information, see "*Government and Other Approvals*". Additionally, our government approvals and licenses are subject to numerous conditions, some of which are onerous including making an application for amending the existing approval. If we are unable to comply with any or all of their applicable terms and conditions or seek waivers or extensions of time for complying with such terms and conditions, our operations may be interrupted and penalties may be imposed on us by the relevant authorities. Further, a majority of these approvals and licenses are subject to ongoing inspection and compliance requirements and are valid only for a fixed period of time subject to renewals. Although no proceedings have been initiated against us where a license or approval was not renewed during the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 or Fiscal 2022, we may need to apply for more approvals in the future including renewal of approvals that may expire from time to time. If we fail to renew, obtain or retain any of such approvals, in a timely manner, or at all, our business, results of operations and financial condition may be adversely affected.

52. ***After the completion of the Issue, our Promoters will continue to collectively hold substantial shareholding in our Company.***

Currently, our Promoters own an aggregate of 49.30% of our issued, subscribed and paid-up Equity Share capital. Following the completion of the Issue, our Promoters will continue to hold approximately [●] % of our post-Issue Equity Share capital. For details of their shareholding pre and post-Issue, see "*Capital Structure*" on page 97. By virtue of their shareholding, our Promoters will have the ability to exercise significant control over the outcome of the matters submitted to our shareholders for approval, including the appointment of Directors, the timing and payment of dividends, the adoption of and amendments to our Memorandum and Articles of Association, the approval of a merger or sale of substantially all of our assets and the approval of most other actions requiring the approval of our shareholders. The interests of our Promoters in their capacity as our Shareholders could be different from the interests of our other shareholders. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

53. ***Our Independent Director's do not have sufficient experience of being an Independent Director in a Company***

Our independent directors, Piyush Shah, Vipul Patel, and Neha Soni, do not currently serve as independent directors in any other company. While they bring significant professional experience in their respective domains, they may lack specific experience in fulfilling the responsibilities of independent directors in our company. This limited exposure to governance practices may impact their ability to effectively oversee our operations, ensure compliance with regulatory requirements.

54. ***Any variation in the utilisation and period of utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

Our proposed objects of the Issue are set forth under "*Objects of the Issue*" on page 115. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot

assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, or vary the terms of any contract referred to in the Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

Further, we will appoint a monitoring agency for monitoring the utilisation of proceeds of the Issue in accordance with Regulation 41 of the SEBI ICDR Regulations and the monitoring agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

55. *Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will have broad discretion over the use of the Net Proceeds.*

We intend to utilize the Net Proceeds of the Issue as set forth in "Objects of the Issue" beginning on page 115. The funding requirements mentioned as a part of the objects of the Issue are based on internal management estimates and have not been appraised by any bank or financial institution. This is based on current conditions and is subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. Various risks and uncertainties, including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

56. *Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business.*

As part of our strategy aimed towards business growth and improvement of market position, we intend to implement several business strategies, which include:

- increasing our existing production capacity;
- increasing efficiencies through backward integration;
- expanding the geographic coverage of our customer base; and
- strengthening our brand value.

Our strategies may not succeed due to various factors, including our inability to reduce our debt and our operating costs, our failure to develop new products with sufficient growth potential as per the changing market preferences and trends, our failure to execute agreements with our distributors and customers, our failure to effectively market our products or foresee challenges with respect to our business initiatives, our failure to sufficiently upgrade our infrastructure, machines, automation, equipment and technology as required to cater to the requirement of changing demand and market preferences, our failure to maintain highest quality in our operations or to ensure scaling of our operations to correspond with our strategy and customer demand, changes in GoI policy or regulation, our inability to respond to regular competition, and other operational and management difficulties. For further details of our strategies, see "*Our Business – Our Strategies*" on page 198.

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

We believe that going forward, our profitability and competitiveness will depend in large part on our ability to maintain low cost of operations, including our ability to process and supply sufficient quantities of our products as per the agreed specifications. As we expand our manufacturing capacity, including constructing a new manufacturing facility for welded tubes and pipes, we will need to procure sufficient quantities of equipment and machinery with technologies capable of helping us maintain our competitiveness in the manufacture of our products. If we are unable to respond or adapt to changing trends and standards in machines, equipment and technologies, or otherwise adapt our machines, equipment and technologies to changes in market conditions or requirements, in a timely manner and at

a reasonable cost, we may not be able to compete effectively and our business, financial condition and results of operations may be adversely affected.

58. ***We might infringe upon the intellectual property rights of others and any misappropriation of our intellectual property could harm our competitive position.***

Although we have faced no instances of intellectual property claims during the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 or Fiscal 2022, and while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may require us to alter our technologies, obtain licenses or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If such claims are raised, those claims could: (a) adversely affect our relationships with current or future customers: (b) result in costly litigation; (c) cause supplier delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into potentially expensive royalty or licensing agreements and (g) require us to cease certain activities. While during the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 or Fiscal 2022, we have not been involved in litigation or incurred litigation expenses in connection with our intellectual property rights, in the case of an infringement claim made by a third party, we may be required to defend such claims at our own cost and liability and may need to indemnify and hold harmless our customers. Furthermore, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement that we are not aware of. Any of the foregoing could adversely affect our business, results of operations and financial condition.

59. ***There have been instances of delayed compliances in the statutory filings.***

In past, there have been instances of delayed compliances with the provisions of the Companies Act by our Company including delay in filing certain statutory forms with the RoC. There might be other delays or non - compliances or erroneous disclosures by us which may invoke any action under the Companies Act and other applicable laws. Although till date, we have not received any show cause notice from the RoC or other authorities for the said delayed compliances, we cannot assure that we will not be subject to any action including levy of penalty by the RoC or other authorities."

60. ***Our business operations are subject to certain threats and weaknesses***

Our company faces several risks and challenges that could impact its operations and profitability. Increasing debtor days, which have risen from 62 in fiscal 2023 to 82 to fiscal 2024, have led to higher working capital days, straining cash flow and liquidity. The declining current ratio, from 1.22 in fiscal 2022 to 1.09 in fiscal 2024, highlights reduced ability to meet short-term obligations. Volatility in raw material prices, particularly stainless-steel round bars, along with fluctuations in oil prices and gas pipeline costs, pose a threat to margins and overall cost efficiency. Geopolitical conflicts, trade restrictions, and regulatory changes can disrupt raw material sourcing, limit exports, and hinder access to new markets. Competition from less expensive imports also pressures sales volumes and profitability. Additionally, changes in government policies, custom duties, and economic conditions in major oil-importing and exporting nations further exacerbate business uncertainty. Addressing these risks will require strict working capital management, cost optimization, product differentiation, and market diversification. For further details refer Industry Overview chapter on page 165.

61. ***There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all.***

There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and the NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all.

Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024, to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor.

Further, any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

62. ***Failure or disruption of our ERP and/or IT systems may adversely affect our business, results of operations and financial condition.***

We have implemented a customized enterprise resource planning ("**ERP**") solutions to cover key areas of our operations, procurement, dispatch and accounting. In addition, information technology ("**IT**") is important to our manufacturing processes. Our IT solutions are potentially vulnerable to damage or interruption from a variety of sources, which could result from (among other causes) cyber-attacks on or failures of such infrastructure or compromises to its physical security, as well as from damaging weather or other acts of nature. A significant or large-scale malfunction or interruption of our IT and ERP systems, or manufacturing IT systems, could adversely affect our ability to keep our operations running efficiently and affect product availability, particularly in the country, region or functional area in which the malfunction occurs, and wider or sustained disruption to our business cannot be excluded. In addition, it is possible that a malfunction of our data system security measures could enable unauthorized persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our customers. While we have not faced significant disruptions in past, any such malfunction or disruptions in future could cause economic losses for which we could be held liable or cause damage to our reputation. Any of these developments, alone or in combination, could have a material adverse effect on our business, results of operations and financial condition. Although we have had no incidents during the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 or Fiscal 2022, the unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT, and/or ERP systems may lead to inefficiency or disruption of our operations and thereby adversely affecting our business, results of operations and financial condition.

63. ***Our employees may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements.***

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include inventory loss and intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. There can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. Although we have had no material incidents of employee misconduct during the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 or Fiscal 2022, if our employees engage in any such future misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business, results of operations or financial condition.

64. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, results of operations and financial condition. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

65. *Information relating to the installed manufacturing capacity, actual production and capacity utilisation of our Manufacturing Facility included in this Red Herring Prospectus is based on various assumptions and estimates and future production and capacity may vary.*

Information relating to the historical installed capacity, actual production and estimated capacity utilization of our Manufacturing Facility included in this Red Herring Prospectus is based on various assumptions and estimates of our management and independent chartered engineers, including assumptions relating to standard capacity calculation practice of the stainless-steel tubes and pipes industry, the period during which the Manufacturing Facility operates in a year, expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies. For detailed information on our manufacturing facility and capacity utilization, see "*Our Business – Description of Our Business – Manufacturing Facility and Capacity Utilization"* on page 214. Actual production volumes and capacity utilization rates may differ significantly from the estimated production capacities and historical capacity utilization of our Manufacturing Facility. Investors should therefore not place undue reliance on our historical installed capacity information for our existing Manufacturing Facility included in this Red Herring Prospectus.

66. *Certain sections of this Red Herring Prospectus contain information from the CRISIL Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.*

Certain sections of this Red Herring Prospectus include information based on, or derived from, the CRISIL Report prepared by CRISIL Research, which is not related to our Company, Directors, Key Managerial Personnel or Senior Management. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Issue. All such information in this Red Herring Prospectus indicates the CRISIL Report as its source. Accordingly, any information in this Red Herring Prospectus derived from, or based on, the CRISIL Report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. Further, the CRISIL Report is not a recommendation to invest / disinvest in any company covered in the CRISIL Report. Accordingly, prospective investors should not place undue reliance on or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Red Herring Prospectus based on, or derived from, the CRISIL Report. You should consult your own advisors and undertake an independent assessment of information in this Red Herring Prospectus based on, or derived from, the CRISIL Report before making any investment decision regarding the Issue. See "*Industry* Overview" on page 165. For the disclaimers associated with the CRISIL Report, see "*Certain*

Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 16.

67. ***We have in this Red Herring Prospectus included certain Non-GAAP Measures that may vary from any standard methodology that is applicable across the stainless-steel tubes and pipes industry and may not be comparable with financial information of similar nomenclature computed and presented by other companies.***

Certain Non-GAAP Measures relating to our operations have been included in this Red Herring Prospectus. For more information on the key performance indicators and non-GAAP financial measures used in this Red Herring Prospectus, see "*Certain Conventions, Use of Financial Information and* Market *Data and Currency of Presentation – Non-GAAP financial measures*", on page 16. We compute and disclose such Non-GAAP Measures as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of Indian stainless-steel tubes and pipes companies, many of which provide such Non-GAAP Measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited and restated financial statements as reported under applicable accounting standards disclosed elsewhere in this Red Herring Prospectus. These Non-GAAP Measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and are not measures of operating performance or liquidity defined by generally accepted accounting principles, and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other stainless-steel tubes and pipes companies.

External Risks

Risks Relating to India

68. ***A slowdown in economic growth in India could have a negative impact on our business, results of operations and financial condition.***

Our performance and the growth of our business are dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, or a decline in India's foreign exchange reserves could negatively affect liquidity, which could adversely affect the Indian economy and our business. In particular, the COVID-19 pandemic caused an economic downturn in India and globally. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations and financial condition.

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

69. ***If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate thereby reducing our margins.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or entirely offset any increases in costs with increases in prices for our products. In such case, our business, results of operations and financial condition may be adversely affected. Further, the Government has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

70. ***Our business is affected by global economic conditions, which may have an adverse effect on our***

business, results of operations and financial condition.

The Indian economy and its securities markets are influenced by global economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

China is one of India's major trading partners and there are rising concerns of a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

Developments in the ongoing conflict between Russia and Ukraine, Israel and Hamas, Iran and the Houthi rebels and certain western countries, have resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, adversely impact availability of natural gas, increase in supply chain, logistics times and costs, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition may be adversely affected.

71. ***Changing laws, rules, regulations or Government policies and legal uncertainties in India may adversely affect our business, results of operations, financial condition and cash flows.***

The regulatory and policy environment in which we operate is evolving and is subject to change. The GoI or State of Gujarat may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the GoI, State or Gujarat and other regulatory bodies, or impose onerous requirements. Further, any unfavourable changes to the Government's policies to support and boost production by domestic India companies and increase the competitiveness of Indian industries could reduce the benefits that we currently enjoy.

For instance, in light of India's decision in 2022 to impose anti-dumping duty on stainless steel seamless tubes and pipes imports from China for five years would also present an opportunity to domestic stainless-steel tubes and pipes manufacturing industry. This policy has historically resulted in increase in the capacity utilization rates of domestic stainless-steel tubes and pipes manufacturers, is expected to continue to provide benefits to the domestic players in terms of operational efficiencies and margins. Additionally, in September 2024, the government extended the anti-subsidy duty, initially imposed in 2019, on the imports of welded steel tubes and pipes from China and Vietnam to India. The government has imposed a 29.88% duty on goods falling under 7304 covering all tubes, pipes and hollow profiles, seamless, of iron (other than cast iron) or steel). ~30% of import duty is expected to keep a check on the steel tubes and pipes that are imported at predatory prices and hence, will support the growth in domestic steel tubes and pipes industry. (*Source: CRISIL Report*) Should such favourable Government policies fail to be renewed, be terminated or change in a manner that reduces our Company's competitive position, our business, results of operations, financial condition and cash flows could be materially and adversely affected.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and financial condition.

72. ***Natural calamities, climate change and health epidemics and pandemics in India could adversely affect our business, results of operations and financial condition. In addition, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect our business, results of operations and financial condition.***

India has experienced natural calamities, such as earthquakes and floods in recent years. Natural

calamities could have an adverse impact on the Indian economy which, in turn, could adversely affect our business, and may damage or destroy our manufacturing plant which are concentrated in one location Gujarat. Any of these natural calamities could adversely affect our business, results of operations and financial condition.

Our operations including our manufacturing of stainless-steel tubes and pipes may be damaged or disrupted as a result of natural calamities. Such events also may lead to the disruption of information systems, electrical systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations. Damage or destruction that interrupts our operations could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our manufacturing facility or equipment. Any of the above factors may adversely affect our business, results of operations and financial condition.

India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult. Such political tensions also could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia and Europe, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies.

73. ***Any downgrading of India's sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such funding is available. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which is outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

74. ***The extent and reliability of Indian infrastructure, to the extent insufficient, could adversely impact our business, results of operations and financial condition.***

India's physical infrastructure is less developed than that of many developed nations. Any congestion or disruption with its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies including our stainless-steel tubes and pipes products, and add costs to doing business in India. These problems could interrupt our business operations, which could have adverse effect on our business, results of operations and financial condition.

75. ***Significant differences exist between Ind-AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Red Herring Prospectus.***

Our Restated Financial Information has been compiled from our audited financial statements prepared and presented in accordance with Ind-AS and restated in accordance with the SEBI ICDR Regulations. Ind-AS differs from accounting principles with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Ind-AS, U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is dependent on the prospective investor's familiarity with Ind-AS and the Companies Act. Any reliance by persons not familiar with Ind-AS on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

76. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act may in turn adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("AAEC"). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC, is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**"), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. The Competition Amendment Act, inter alia, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

77. ***Investors may not be able to enforce a judgment of a foreign court against us.***

Our Company is a company incorporated under the laws of India. Our Board of Directors comprises members all of whom are Indian citizens. All of our Key Managerial Personnel and Senior Management are residents of India and majority of the assets of our Company and such persons are located in India. As a result, it may not be possible for investors outside India to effect service of process upon our Company or such persons in India, or to enforce against them judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes, among others, the United Kingdom, Singapore, United Arab Emirates and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India, cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us or our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgment.

Risks Relating to the Issue and the Equity Shares

78. ***The Issue Price, market capitalization to revenue from operations multiple and price to earnings ratio based on the Issue Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.***

Set forth below are details regarding our revenue from operations and restated profit / (loss) after tax for the periods indicated.

(in ₹ million)

Particulars	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	3,611.71	3,998.61	3,051.28	1,940.28
Restated profit for the year	249.14	183.00	103.36	16.36

Our market capitalization to revenue from operations (Fiscal 2024) multiple is [●] times and our price to earnings ratio (based on Fiscal 2024 restated profit / (loss) after tax for the year) is [●] at the upper end of the Price Band and [●] at the lower end of the Price Band. The Issue Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in "*Basis for Issue Price*" on page 142, and the Issue Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. Investors are advised to make an informed decision while investing in our Company taking into consideration the price per share that will be published in price advertisement, the revenue generated per share in the past and the market capitalization of our company vis-à-vis the revenue generated per share.

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

Accordingly, any valuation exercise undertaken for the purposes of the Issue by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the stainless-steel tubes and pipes industry in which we operate, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching significant new projects, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

79. ***The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices.***

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the Book Running Lead Managers. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the Book Running Lead Manager through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Issue Price*" on page 142 and may not be indicative of the market price for the Equity Shares after the Issue.

Additionally, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Book Running Lead Manager is below their respective issue price. For further details, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the* BRLM" commencing on page 340. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

80. ***Subsequent to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measures and Graded Surveillance Measures by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

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

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

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long-term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India.

In terms of the Finance Act, 2018, with effect from April 1, 2018, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 10%, where the long-term capital gains exceed ₹100,000, subject to certain exceptions in case of resident individuals and Hindu Undivided Families. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

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

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

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

Prior to the Issue, there has been no public market for our Equity Shares, and an active trading market for our Equity Shares may not develop. Listing and quotation does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for our Equity Shares. Investors might not be able to rapidly sell the Equity Shares at the quoted price if there is no active trading in the Equity Shares. The Issue Price of our Equity Shares will be determined through a book-building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Red Herring Prospectus. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company's performance. In addition, following the expiry of the six-month locked-in period on certain portions of the pre-Issue Equity Share capital, our Promoters may sell its shareholding in our Company, depending on market conditions and its investment horizon. Any perception by investors that such sales might occur could additionally affect the trading price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Issue Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

85. ***We cannot assure payment of dividends on the Equity Shares in the future.***

Our Company has a formal dividend policy as on the date of this Red Herring Prospectus. Our Company, however, has not declared dividends on our Equity Shares during the current Fiscal Year and the last three Fiscal Years. Our ability to pay dividends in the future will depend upon our dividend policy, future results of operations, financial condition, cash flows, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. Our ability to pay dividends may also be restricted under certain financing arrangements that we may enter into. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details pertaining to dividend policy, see "*Dividend Policy*" on page 253.

86. ***Investors may be subject to Indian taxes arising out of income arising on the sale of and dividend on the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Securities transaction tax ("**STT**") will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, STT paid, the quantum of gains and any available treaty relief. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. The capital gains tax applicable at the time of sale of equity shares, on a stock exchange or off-market sale, is subject to amendments from time to time.

Further, the Finance Act, 2019 has made various amendments in the taxation laws and has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of Equity Shares.

Additionally, the Finance Act, 2020, has, amongst others things, notified changes and provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident, and are subject to tax deduction at source. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

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

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

88. ***There is no guarantee that our Equity Shares will be listed on the BSE and NSE in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

89. ***Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian***

law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution. However, if the laws of the jurisdiction that holders are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, the holders will be unable to exercise such pre-emptive rights unless we make such a filing. The Company may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to the holders. To the extent that the holders are unable to exercise pre-emptive rights granted in respect of the Equity Shares, they may suffer future dilution of their ownership position and their proportional interests in our Company would be reduced.

90. ***Any future issuance of Equity Shares or convertible securities or other equity linked securities by our Company may dilute holders' shareholding and sales of the Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our shareholders, or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. Additionally, the disposal, pledge or encumbrance of the Equity Shares by our Promoters or other shareholders, or the perception that such transactions may occur, may affect the trading price of the Equity Shares. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Such securities may also be issued at prices below the Issue Price.

91. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Although the SEBI Takeover Regulations have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated.

Shareholders' rights under Indian law and our Articles of Association may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face more challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

92. ***Non-resident investors are subject to investment restrictions under Indian laws, which limit the ability to attract foreign investors, which may adversely impact the market price of Equity Shares.***

Foreign ownership of Indian securities is subject to Government regulation. Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or does not fall under any of the exceptions specified by the RBI, then prior approval of the RBI will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no objection or a tax

clearance certificate from the Indian income tax authority. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

Further, pursuant to Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a 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, can only be made through Government approval route, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. The Company cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms, or at all. For further details, please see "*Restriction on Foreign Ownership of Indian Securities*" on page 371.

SECTION III – INTRODUCTION

THE ISSUE

The following table summarizes details of the Issue:

Issue of Equity Shares [(1)] [(4)]	Up to [●] Equity Shares of ₹10 each, aggregating up to ₹ 2,200.00 million
The Issue comprises of:	
A. QIB Portion [(2)(3)]	Not more than [●] Equity Shares of ₹10 each aggregating to ₹ [●] million
of which:	
(i) Anchor Investor Portion	Up to [●] Equity Shares of ₹10 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of ₹10 each
of which:	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares of ₹10 each
b. Balance for all QIBs including Mutual Funds	Up to [●] Equity Shares of ₹10 each
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10 each aggregating to ₹ [●] million
of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 0.20 million to ₹ 1.00 million	Up to [●] Equity Shares of ₹10 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	Up to [●] Equity Shares of ₹10 each
C. Retail Portion	Not less than [●] Equity Shares of ₹10 each aggregating to ₹ [●] million
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as at the date of this Red Herring Prospectus)	44,194,700 Equity Shares of ₹10 each
Equity Shares outstanding post the Issue	[●] Equity Shares of ₹10 each
Use of Net Proceeds	See "*Objects of the Issue*" on page 115 for information on the use of proceeds arising from the Issue. Our Company will not receive any proceeds from the Issue.

Notes*:*

1. *The Issue has been authorized by a resolution of our Board dated September 10,2024, and the Issue has been authorized by a special resolution of our Shareholders dated September 18, 2024.*

   For details, see *"Other Regulatory and Statutory Disclosures – Authority for the Issue"* on page 332.

2. *Subject to valid bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

3. *Our Company, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds,*

subject to valid Bids being received at or above the Issue Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. The Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. For details, see "Issue Procedure" on page 353.

4. *Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024 to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.*

5. *Allocation to Bidders in all categories except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price, as applicable.*

The allocation to each of the RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each of the NIIs shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. For further details, see "***Terms of the Issue***", "***Issue Structure***" and "***Issue Procedure***" on pages 344, 350 and 353 respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with "***Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 254 and 306, respectively.

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SUMMARY OF RESTATED ASSETS AND LIABILITIES

(in ₹ million unless otherwise stated)

Particulars	For the nine months period ended December 31, 2024	For the Fiscal Ended		
		2024	2023	2022
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	779.85	815.68	620.59	105.64
Capital Work-in-Progress	88.24	-	-	345.89
Intangible Assets	1.02	0.73	0.88	-
Financial Assets				
Investments	9.20	9.20	9.20	4.70
Other Financial Assets	63.80	62.45	50.37	3.16
Deferred Tax assets (net)	9.57	-	4.37	3.25
Other non-current assets	282.90	155.58	57.69	94.36
Current Assets				
Inventories	1,335.93	1,119.37	994.92	625.61
Financial Assets				
Trade Receivables	1,080.51	893.38	515.58	353.27
Cash and Cash Equivalents	10.90	0.07	0.54	2.94
Bank Balances other than cash and cash equivalents	476.08	223.92	103.67	4.07
Loans	-	-	-	1.61
Other Financial Assets	13.15	2.82	0.57	0.06
Other Current Assets	133.75	21.04	24.24	16.08
Total Assets	4,284.90	3,304.24	2,382.62	1,560.64
EQUITY AND LIABILITIES				
Equity		-	-	-
Equity Share Capital	441.95	12.84	12.84	12.84
Other Equity	993.51	623.28	440.27	336.94
Total Equity	1,435.46	636.12	453.11	349.78
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
Borrowings	506.77	574.84	438.43	382.32
Lease Liabilities	3.77	3.77	3.75	3.74
Provisions	7.80	5.80	4.47	2.86
Deferred Tax Liabilities (Net)	-	3.11	-	-
Current Liabilities				
Financial Liabilities				
i. Borrowings	1,514.87	1,451.79	954.65	716.63
ii. Lease Liabilities	0.02	0.02	0.02	0.02
Trade Payables				
i. Micro and Small Enterprises	-	-	-	-
ii. Other than Micro and Small Enterprises	682.76	539.22	474.62	86.85
Other Financial Liabilities	2.68	2.05	1.09	-
Other Current Liabilities	34.15	25.85	26.70	16.35
Provisions	2.22	2.88	2.03	0.36
Current Tax Liabilities (Net)	94.40	58.79	23.75	1.73

Particulars	For the nine months period ended December 31, 2024	For the Fiscal Ended		
		2024	2023	2022
Total Liabilities	2,849.44	2,668.12	1,929.51	1,210.86
Total Equity and Liabilities	4,284.90	3,304.24	2,382.62	1,560.64

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(in ₹ million unless otherwise stated)

Particulars	For the nine months period ended December 31, 2024	For the Fiscal Ended		
		2024	2023	2022
Income				
Revenue from Operations	3,611.71	3,998.61	3,051.28	1,940.28
Other Income	23.09	26.27	26.57	10.25
Total Income	3,634.80	4,024.88	3,077.85	1,950.53
Expenses				
Cost of Materials Consumed	2,625.81	2,855.18	2,474.51	1,811.42
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	(174.13)	(235.48)	(348.39)	(200.61)
Employee Benefits Expenses	61.30	73.69	54.79	28.72
Finance Costs	162.03	190.92	115.88	71.75
Depreciation and Amortization Expense	133.71	163.87	114.77	15.29
Other Expenses	492.45	717.31	522.53	200.86
Total Expenses	3,301.17	3,765.49	2,934.09	1,927.43
Profit Before Exceptional Items and Tax	333.63	259.39	143.76	23.10
Exceptional Items	-	-	-	-
Profit Before Tax and after Exceptional Items	333.63	259.39	143.76	23.10
Income Tax Expense				
Current Year	98.24	68.90	41.46	7.18
Deferred Tax Charge	(12.75)	7.49	(1.11)	(0.49)
Tax adjustments of earlier years	(1.00)	-	0.05	0.05
Total Tax Expense	84.49	76.39	40.40	6.74
Non-Controlling Interest	-	-	-	-
Profit for the Year	249.14	183.00	103.36	16.36
Profit before tax and after exceptional items for the year from continuing operations	333.63	259.39	143.76	23.10
Tax expense of continuing operations	84.49	76.39	40.40	6.74
Profit for the year from continuing operations	249.14	183.00	103.36	16.36
Profit/(Loss) before tax for the year from discontinuing operations	-	-	-	-
Tax expense of discontinuing operations	-	-	-	-
Profit for the year from discontinuing operations	-	-	-	-
Profit for the year from Continuing and Discontinuing Operations	249.14	183.00	103.36	16.36
Other Comprehensive Income				
Items that will not be reclassified to Profit or Loss				
Remeasurements of Defined benefit plans	0.27	0.02	(0.05)	0.15

Particulars	For the nine months period ended December 31, 2024	For the Fiscal Ended		
		2024	2023	2022
Income Tax relating to items that will not be reclassified to Profit or Loss	(0.07)	(0.01)	0.02	(0.04)
Total Other Comprehensive Income for the Year, Net of Tax	0.20	0.01	(0.03)	0.11
Total Comprehensive Income for the Year	249.34	183.01	103.33	16.47
Earnings per Equity Share for Continuing Operations				
Basic	6.08	4.60	2.60	0.72
Diluted	6.08	4.60	2.60	0.72
Earnings per Equity Share for Discontinuing Operations		-	-	-
Basic	-	-	-	-
Diluted	-	-	-	-

SUMMARY OF RESTATED CASH FLOW STATEMENT

(in ₹ million)

Particulars	For the nine months period ended December 31, 2024	For the Fiscal Ended		
		2024	2023	2022
A. Cash Flow from Operating Activities:				
Profit/(Loss) before tax	333.63	259.39	143.76	23.10
Adjusted for:				
Depreciation	133.71	163.87	114.77	15.29
Finance Cost	162.03	190.92	114.78	71.74
Expected Credit Loss Allowance	0.37	0.77	0.33	0.31
Sundry Balances written off	-	-	-	1.05
Dividend Income	(1.38)	(0.71)	(0.47)	-
Interest Income	(10.80)	(12.59)	(1.52)	(0.92)
Operating Profit/(Loss) before working capital changes	617.56	601.66	371.65	110.57
Trade Receivables	(187.50)	(378.57)	(162.62)	(157.80)
Other Financial Assets	(11.68)	(14.33)	(47.72)	(1.34)
Other Assets	(240.03)	(94.69)	28.48	(85.38)
Inventories	(216.56)	(124.45)	(369.31)	(194.86)
Trade Payable	143.54	64.59	387.77	(130.50)
Provisions	1.61	2.20	3.24	1.21
Other Financial Liabilities	0.63	0.96	1.09	
Other Liabilities	8.30	(0.85)	10.35	(1.95)
Cash Generated from Operations	115.87	56.52	222.93	(460.06)
Direct Taxes paid	(61.64)	(33.88)	(19.47)	(8.59)
Net Cash Flow from Operating Activities (A)	54.23	22.64	203.46	(468.65)
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets and changes in CWIP	(185.49)	(357.74)	(283.84)	(353.20)
Loans (Financial Assets)	-	-	1.61	-
Purchase of Intangible Assets	(0.91)	(1.06)	(0.88)	-
(Investment)/Withdrawal of Investment in Shares	-	-	(4.50)	(4.70)
(Investment)/Withdrawal of Investment in Fixed Deposits	(252.16)	(120.25)	(99.60)	22.62
Interest Income	10.80	12.59	1.52	0.92
Dividend Income	1.38	0.71	0.47	-
Net Cash used in Investing Activities (B)	(426.38)	(465.76)	(385.23)	(334.36)
C. Cash Flow from Financing Activities				
Issue of Equity Shares	550.00	-	-	254.73
Proceeds from Term Loans	(4.99)	633.55	294.13	614.83
Payment of Lease Liabilities	-	0.02	0.02	3.75
Finance Cost Paid	(162.03)	(190.92)	(114.78)	(71.74)
Net cash from Financing Activities (C)	382.98	442.65	179.36	801.57
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	10.83	(0.47)	(2.40)	(1.44)
Cash and Cash Equivalents at the	0.07	0.54	2.94	4.38

Particulars	For the nine months period ended December 31, 2024	For the Fiscal Ended		
		2024	2023	2022
beginning of the Financial Year				
Cash and Cash Equivalents at the end of the Financial Year	10.90	0.07	0.54	2.94

GENERAL INFORMATION

Our Company was incorporated as "Scoda Tubes Limited" under the Companies Act,1956 vide certificate of incorporation dated November 10, 2008, and subsequently we received certificate for commencement of business on November 12, 2008, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli.

Registered & Corporate Office:

Scoda Tubes Limited
Survey No.1556/1, Village Rajpur,
Kadi, Mehsana, Ahmedabad– 382740
Gujarat, India
Telephone: 027 64278278
E-mail: cs@scodatubes.com
Website: www.scodatubes.com

For details of the changes in the registered office of our Company, see "*History and Certain corporate Matters - Changes in our registered office*" on page 226.

Corporate Identity Number and Corporate Registration Number

Corporate Identity Number: U28110GJ2008PLC055392

Company Registration Number**:** 055392

Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

The Registrar of Companies, Gujarat at Ahmedabad
ROC Bhavan,
Opp Rupal Park Society,
Behind Ankur Bus Stop, Naranpura,
Ahmedabad – 380013, Gujarat.

Board of Directors

Our Board comprises the following Directors as on the date of filing of this Red Herring Prospectus:

Name	Designation	DIN	Address
Samarth Patel	Chairman and Executive Director	08036100	D-502, Shantiniketan flats, opposite HBK School, Memnagar, Ahmedabad-380052 Gujarat.
Jagrutkumar Patel	Managing Director	06785595	23, Alkapuri society, Panchvati area, Kalol, Gandhinagar-382721, Gujarat.
Saurabh Patel	Non-Executive Director	07627068	52, Indralok society, Nr, Gayatri temple, kalol, PO Gandhinagar-382721, Gujarat.
Piyush Shah	Independent Director	06834051	8, Shaibal Green Bunglow, Nr N R Party Plot, Nr. Rangsagar flat, Paldio, Ahmedabad -380009 Gujarat.
Vipul Patel	Independent Director	03056403	H-503, Arjun Elegance, Opp Bhagirath Society, AEC Cross Road, Naranpura, Ahmedabad-380013, Gujarat.
Neha Soni	Independent Director	02882840	C/302, Ora Bella, Besides Heritage Homes, Thaltej water tank, Ahmedabad-380059, Gujarat

For brief profiles and further details of our Directors, see "*Our Management*" on page 230.

Company Secretary and Compliance Officer

Nishita Sanghvi is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Scoda Tubes Limited
Survey No.1556/1, Village Rajpur,
Kadi, Mehsana, Ahmedabad– 382740
Gujarat, India
Telephone: 027 64278278
E-mail: cs@scodatubes.com

Investor Grievances

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

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Issue-related grievances of the Anchor Investors may be addressed to the Book Running Lead Manager giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Monarch Networth Capital Limited
4th Floor, B Wing, Laxmi Tower, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai, India –400051
Telephone: +91 22 6647 6400
E-mail: ecm@mnclgroup.com
Investor Grievance ID: mbd@mnclgroup.com
Website: www.mnclgroup.com
Contact Person: Saahil Kinkhabwala/ Aayushi Poddar
SEBI Registration Number: INM000011013

Monarch Networth Capital is the sole Book Running Lead Manager to the Issue, and accordingly, there is no inter se allocation of responsibilities in the Issue. The details of responsibilities of the Book Running Lead Manager are as follows:

Sr. No.	Activity
1.	Capital structuring, positioning strategy and due diligence of the Company including the operations/management/business plans/legal etc. Drafting and design of the DRHP, RHP and Prospectus and of statutory advertisements including corporate advertising, brochure, etc. and filing of media compliance report, application form and abridged prospectus.
2.	Ensuring compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.
3.	Appointment of intermediaries – Bankers to the Issue, Registrar to the Issue, advertising agency, printers to the Issue including co-ordination for agreements.
4.	Domestic institutional marketing including banks/ mutual funds and allocation of investors for meetings and finalizing road show schedules

Sr. No.	Activity
5.	Preparation of road show presentation and FAQs
6.	International institutional marketing of the Issue, which will cover, inter alia: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows • Finalising collection centres • Finalising application form • Finalising centres for holding conferences for brokers etc. • Follow - up on distribution of publicity; and • Issue material including form, RHP / Prospectus and deciding on the quantum of the Issue material
7.	Non-Institutional and Retail marketing of the Issue, which will cover, inter alia: • Formulating marketing strategies, preparation of publicity budget; • Finalise media and public relation strategy; • Finalising centres for holding conferences for stock brokers, investors, etc; • Finalising collection centres as per Schedule III of the SEBI ICDR Regulations; and • Follow-up on distribution of publicity and Issue material including application form, red herring prospectus, prospectus and brochure and deciding on the quantum of the Issue material.
8.	Managing anchor book related activities including anchor co-ordination, Anchor CAN, intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation, and coordination with Stock Exchanges for anchor intimation, book building software, bidding terminals and mock trading.
9.	Managing the book and finalization of pricing in consultation with Company.
10.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Issue, intimation of allocation and dispatch of refund to Bidders, etc. Post-Issue activities, which shall involve essential follow-up steps including allocation to Institutional Investors including Anchor Investors, follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Issue activity such as registrar to the Issue, Bankers to the Issue, SCSBs including responsibility for underwriting arrangements, as applicable. Co-ordination with SEBI and Stock Exchanges for all post issue reports including the initial and final post issue report to SEBI.

Syndicate Member

Monarch Networth Capital Limited
4th Floor, B Wing, Laxmi Towers,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
Telephone: +91 22 66476400
E-mail: compliance@mnclgroup.com
Investor Grievance e-mail: grievances@mnclgroup.com
Website: www.mnclgroup.com
Contact Person: Nikhil Parikh
SEBI Registration Number: IN2000008037
Corporate Identity Number (CIN): L64990GJ1993PLC120014

Legal Counsel to the Issue

M/s. Crawford Bayley & Co.
State Bank Building, 4th Floor
NGN Vaidya Marg, Fort, Mumbai
Maharashtra, India – 400 023
Telephone: +91 22 2266 3353

Statutory Auditor to our Company

M/s. Dhirubhai Shah & Co LLP
Chartered Accountants
401/408, "Aditya", Opp. Sardar Patel Seva Samaj Hall
Nr. Mithakhali Six Roads, Ahmedabad - 380006
Gujarat, India
Tel: +91 98798 64604
E-mail: parth.dadawala@dbsgroup.in
Firm registration number: 102511W/W100298
Peer review number: 014773

Change in Statutory Auditors

Except as disclosed below there has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Red Herring Prospectus

Particulars	Date of change	Reason for change
M/s. Dhirubhai Shah & Co LLP Chartered Accountant **Address**: 401/408, "Aditya", Opp. Sardar Patel Seva Samaj Hall Nr. Mithakhali Six Roads, Ahmedabad – 380006 Gujarat, India **Tel**: +91 98798 64604 **E-mail**: parth.dadawala@dbsgroup.in **Firm Registration Number**: 102511W/W100298 **Peer review number**: 014773	July 12, 2024	Appointment due to casual vacancy
HVG & Associates Chartered Accountants **Address**: 19, Chinubhai Tower, Opp. Handloon House, Ashram Road, Ahmedabad-380009, Gujarat, India. **Tel**: +91 97279 07756 **E-mail**: parth@hvgassociate.com **Firm Registration Number**:135242W	June 21, 2024	Resignation on the account of not holding a valid peer review certificate

Registrar to the issue

MUFG Intime India Private Limited (formerly Link Intime India Private Limited)
C-101, 1st Floor, 247 Park,
LBS Marg, Vikhroli (west), Mumbai-400083
E-mail: scodatubes.ipo@linkintime.co.in
Investor Grievance E-mail: scodatubes.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

Banker(s) to the issue

Escrow Collection Bank, Refund Bank and Sponsor Bank

Axis Bank Limited
Axis House, 6th Floor,
C-2, Wadia International Centre,

Pandurang Budhkar Marg,
Worli, Mumbai - 400 025
Telephone number: (Direct) 022 43253669
Email: vishal.lade@axis.com
Website: www.axisbank.com
Contact Person: Vishal M. Lade
SEBI Registration Number: INBI00000017
Corporate Identity Number (CIN): L651 IOGI1993PLC020769

Public Issue Account Bank and Sponsor Bank

HDFC Bank Limited
FIG-OPS Department -Lodha,
I Think Techno Campus,
O-3 Level, next to Kanjurmarg
Railway Station, Kanjurmarg (East)
Mumbai -400 042, Maharashtra
Telephone number: +91 2230752929, +91 2230752928, +91 2230152914
Email: Siddharth.jadhav@hdfcbank.com, Sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com , Tushar.gavankar@hdfcbank.com, pravin.teli2@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Eric Bacha/Sachin Gawade/Pravin Teli/Siddharth Jadhav/Tushar Gavankar
SEBI Registration Number: INBI00000063
Corporate Identity Number (CIN): L65920MH1994PLC080618

Bankers to our Company

Yes Bank Limited
Yes Bank House,
Off Western Express Highway,
Santacruz East, Mumbai Suburban-400055
Telephone: 9909914082
Contact Person: Devvratsinh Vala
Website: www.yesbank.in
Email: devvratsinh.vala@yesbank.in

HDFC Bank Limited
5th Floor Shital Westpark, Imperia B/s Vastrapur Lake Alpha One Mall Vastrapur, Ahmedabad, India
Telephone: 8770841980
Contact Person: Jairaj Chouhan
Website: www.hdfcbank.com
Email: jairaj.chouhan@hdfcbank.com

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidders using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

Eligible SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each applicable to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.

Applications through UPI in the issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI circular no.

SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. This list is also available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website as updated from time to time or any such other website as may be prescribed by SEBI from time to time. Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Syndicate SCSB Branches

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

Registered Brokers

Bidders can submit ASBA Forms in the issue using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

RTAs

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10 and Stock Exchanges at https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx and https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm or any such other websites as updated from time to time.

Designated Collecting Depository Participants

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

Experts

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

Our Company has received written consent dated May 22, 2025, from the Statutory Auditor, namely, M/s. Dhirubhai Shah & Co LLP, Chartered Accountants, to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated April 17, 2025 on the Restated Financial Information; and (ii) their report dated May 22, 2025 on the statement of possible special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has received written consents dated May 22, 2025 from Deepak C. Shah (Membership no. M/02916) , as Chartered Engineer to include its name as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the report dated May 22, 2025 on installed capacity, actual production and capacity utilisation at our manufacturing facility owned and/or controlled by the Company and estimated cost for the Proposed Project, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S Securities Act.

Monitoring Agency

Our Company, in accordance with Regulation 41 of the SEBI ICDR Regulations, has appointed CRISIL Ratings Limited as the Monitoring Agency for monitoring of the utilisation of the Gross Proceeds and the unutilised Pre-IPO Proceeds. The details of the Monitoring Agency are as follows:

Crisil Ratings Limited
Lightbridge IT Park, Saki Vihar Road,
Andheri East, Mumbai-400 072
Maharashtra, India
Telephone Number: 9967465621
Email: anand.kapse@crisil.com
Contact Person: Anand Kapse
SEBI Registration Number: IN/CRA/001/1999
Corporate Identity Number (CIN): U67100MH2019PLC326247

Appraising Entity

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

Credit Rating

As this is an Issue of Equity Shares, credit rating is not required.

IPO Grading

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

Debenture Trustees

As this is an Issue of Equity Shares, no debenture trustee has been appointed for the issue.

Green Shoe Option

No green shoe option is contemplated under the issue.

Filing of the Draft Red Herring Prospectus and this Red Herring Prospectus

A copy of the Draft Red Herring Prospectus was filed electronically on the SEBI's online portal at https://siportal.sebi.gov.in, in accordance with SEBI ICDR Master Circular. It has also been filed with SEBI at: -

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai, 400 051
Maharashtra, India

A copy of this Red Herring Prospectus, along with the material documents and contracts required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, has been filed with the RoC situated at Registrar of Companies, Ahmedabad, and through the electronic portal.

Book Building Process

Book building, in the context of the issue, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the Bid cum Application Forms within the Price Band, which will be decided by our Company, in consultation with the BRLM, and if not disclosed in this Red Herring Prospectus, will be advertised all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper and Ahmedabad editions of Jai hind, a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Issue Closing Date. For further details, see *"Issue Procedure*" on page 353

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) and Non-Institutional Investors will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details, see "*Terms of the Issue*" and "*Issue Procedure*" on pages 344 and 353 respectively.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

Bidders should note the Issue is also subject to: (i) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within three Working Days of the Bid/Issue Closing Date or such other time period as prescribed under applicable law, and (ii) acknowledgment of the RoC for filing of the Prospectus with the RoC.

For further details on the method and procedure for Bidding, see "***Issue Structure***", "***Issue Procedure***" and "***Terms of the Issue"*** on pages 350, 353 and 344, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Issue Procedure*" on page 353

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus. After the determination of the Issue Price but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

Name, Address, Telephone Number and Email Address of the Underwriters	**Indicative Number of Equity Shares to be Underwritten**	**Amount Underwritten (in ₹ million)**
[●]	[●]	[●]

The above-mentioned is indicative underwriting amount and will be finalised after determination of Issue Price and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board / IPO Committee will at its meeting accept and enter into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Red Herring Prospectus, is set forth below.

(in ₹ million, except share data or indicated otherwise)

		Aggregate nominal value	Aggregate value at Issue Price[(1)]
A.	**AUTHORIZED SHARE CAPITAL**		
	65,000,000 Equity Shares of face value ₹10 each	650.00	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**		
	44,194,700 Equity Shares of face value ₹10 each	441.95	-
C.	**PRESENT ISSUE**		
	Issue of up to [●] Equity Shares of face value ₹ 10 each aggregating up to ₹ 2,200.00 million [(2)(3)]	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE[(1)]**		
	[●] Equity Shares of face value ₹10 each	[●]	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue (As on the date of this Red Herring Prospectus)	744.07	
	After the Issue[(1)]	[●]	

Notes:

1. *To be included upon finalization of the Issue Price.*
2. *The Issue has been authorised by our Board pursuant to its resolution dated September 10, 2024, and the Issue has been authorised by our Shareholders pursuant to their resolution dated September 18, 2024.*
3. *Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024, to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.*

For details of changes to our Company's authorised share capital in the last 10 years, see "*History and Certain Corporate Matters – Amendments to the Memorandum of Association*" on page 226.

Notes to the Capital Structure:

1. Share capital history of our Company:

(a) Equity share capital

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

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Nature of considerations	Reasons / nature of allotment	Name of allottees	Cumulative no of equity shares	Cumulative paid-up equity share capital (in ₹)
November 10, 2008	50,000	10	10	Cash	Subscription to the MoA*	Allotment of 22,500 Equity Shares to Maheshkumar Patel, 11,250 Equity Shares to Upendrakumar Davda, 11,250 Equity Shares to Dhanraj Khatri, 1,250 Equity Shares to Harshadkumar Patel, 1,250 Equity Shares to Suman Khatri, 1,250 Equity Shares to Ranjanben Davda, 1,250 Equity Shares to Vaishaliben Patel	50,000	500,000
November 30, 2009	1,03,575	10	100	Cash	Preferential Allotment	Allotment of 63,330 Equity Shares to Maheshkumar Patel, 2,175 Equity Shares to Dhanraj Khatri, 2,590 Equity Shares to Harshadkumar Patel, 15,000 Equity Shares to Suman Khatri, 9,050 Equity Shares to Vaishaliben Patel, 2,500 Equity Shares to Jashubhai Patel, 3,930 Equity Shares to Shankarbhai Patel and 5,000 Equity Shares to Kanubhai Patel	153,575	1,535,750
January 31, 2010	24,420	10	100	Cash	Preferential Allotment	Allotment of 17,420 Equity Shares to Mahesh Patel, 5,000 Equity Shares to Dhanraj Khatri and 2,000 Equity Shares to Harshadkumar Patel	177,995	1,779,950

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Nature of considerations	Reasons / nature of allotment	Name of allottees	Cumulative no of equity shares	Cumulative paid-up equity share capital (in ₹)
April 15, 2010	39,775	10	100	Cash	Preferential Allotment	Allotment of 37,000 Equity Shares to Maheshkumar Patel and 2,775 Equity Shares to Harshadkumar Patel	217,770	2,177,700
August 08, 2012	25,000	10	100	Cash	Preferential Allotment	Allotment of 19,000 Equity Shares to Dhanraj Khatri and 6,000 Equity Shares to Harshadkumar Patel	242,770	24,27,700
June 03, 2013	100,000	10	100	Cash	Preferential Allotment	Allotment of 60,000 Equity Shares to Maheshbhai Patel and 40,000 Equity Shares to Dhanraj Khatri	342,770	3,427,700
February 25, 2014	18,000	10	100	Cash	Preferential Allotment	Allotment of 5,900 Equity Shares to Dhanraj Khatri, 5,700 Equity Shares to Harshadbhai Patel, 2,500 Equity Shares to Shankarbhai Patel, 2,500 Equity Shares to Pranavbhai Patel and 1,400 Equity Shares to Kartikbhai Patel	360,770	3,607,700
November 01, 2021[#]	814,230	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	Allotment of 101,780 to Jagrutkumar Patel, 101,780 Equity Shares to Ravi Patel, 40,711 Equity Shares to Vipulkumar Patel, 40,711 Equity Shares to Bipinkumar Patel, 176,416 Equity Shares to Samarth Patel, 176,416 Equity Shares to Saurabh Patel and 176,416 Equity Shares to Nisarg Patel	1,175,000	11,750,000
November 27, 2021[#]	108,700	10	276	Other than cash	Preferential allotment by way of conversion of	Allotment of 13,588 to Jagrutkumar Patel, 13,587 Equity Shares to Ravi Patel, 5,435 Equity Shares to	1,283,700	12,837,000

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Nature of considerations	Reasons / nature of allotment	Name of allottees	Cumulative no of equity shares	Cumulative paid-up equity share capital (in ₹)
					unsecured loans into Equity Shares	Vipulkumar Patel, 5,435 Equity Shares to Bipinkumar Patel, 23,552 Equity Shares to Samarth Patel, 23,552 Equity Shares to Saurabh Patel and 23,551 Equity Shares to Nisarg Patel		
July 23, 2024	38,511,000	10	Not applicable	Not applicable	Bonus issue in the ratio of thirty (30) Equity Share for every one (1) Equity Share held	Allotment of 3,079,110 Equity Shares to Nisarg Patel, 3,851,100 Equity Shares to Jagrutkumar Patel, 3,851,100 Equity Shares to Ravi Patel, 540,990 Equity Shares to Bipinkumar Patel, 5,999,040 Equity Shares to Samarth Patel, 5,999,040 Equity Shares to Saurabh Patel, 673,140 Equity Shares to Avaniben Patel, 843,390 Equity Shares to Payalben Patel, 1,030,020 Equity Shares to Savitaben Patel, 1,030,020 Equity Shares to Heena Patel, 1,082,340 Vinaben Patel, 1,282,410 Equity Shares to Hardik Patel, 1,384,380 Equity Shares to Vipulkumar Patel, 1,703,160 Equity Shares to Bhagvatiben Patel, 1,925,550 Equity Shares to Rameshbhai Patel, 1,925,550 Equity Shares to Ranchhodbhai Patel HUF and 2,310,660 Equity Shares to Ratanben Patel	39,794,700	397,947,000
October 21, 2024**	4,400,000	10	125	Cash	Pre-IPO Placement	Allotment of 2,400,000 Equity Shares to Malabar India Fund	44,194,700	441,947,000

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Nature of considerations	Reasons / nature of allotment	Name of allottees	Cumulative no of equity shares	Cumulative paid-up equity share capital (in ₹)
						Limited, 2,000,000 to Carnelian Bharat Amritkaal Fund		

**Our Company was incorporated on November 10, 2008. The date of subscription to the Memorandum of Association is November 06,2008 and the allotment of equity shares pursuant to such subscription was made in the first meeting of the Board of Directors held after incorporation of the Company i.e. November 11, 2008*

 # The Company has filed relevant forms including PAS-3 and MGT-14 with the Registrar of Companies Gujarat at Ahmedabad. This is certified by the Statutory Auditor by way of their certificate dated January 30, 2025

*** Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024 to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue of up to ₹ 2,750.00 million has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus*

(b) History of Preference share capital

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

2. Equity shares issued for consideration other than cash or out of revaluation of reserves or by way of bonus

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation. Except as disclosed below, our Company has not issued any equity shares for consideration other than cash or any bonus issues since its incorporation:

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Nature of considerations	Name of allottees	Reasons/nature of allotment
November 01, 2021#	814,230	10	276	Other than cash	Allotment of 101,780 to Jagrutkumar Patel, 101,780 Equity Shares to Ravi Patel, 40,711 Equity Shares to Vipulkumar Patel, 40,711 Equity Shares to Bipinkumar Patel, 176,416 Equity Shares to Samarth Patel 176,416 Equity Shares to Saurabh Patel and 176,416 Equity Shares to Nisarg Patel	Preferential allotment by way of conversion of unsecured loans into Equity Shares
November 27, 2021#	108,700	10	276	Other than cash	Allotment of 13,588 to Jagrutkumar Patel, 13,587 Equity Shares to Ravi Patel, 5,435 Equity Shares to Vipulkumar Patel, 5,435 Equity Shares to Bipinkumar Patel, 23,552 Equity Shares to Samarth Patel, 23,552 Equity Shares to Saurabh Patel and 23,551 Equity Shares to Nisarg Patel	Preferential allotment by way of conversion of unsecured loans into Equity Shares
July 23, 2024	38,511,000	10	Not applicable	Not applicable	Allotment of 3,079,110 Equity Shares to Nisarg Patel, 3,851,100 Equity Shares to Jagrutkumar Patel, 3,851,100 Equity Shares to Ravi Patel, 540,990 Equity Shares to Bipinkumar Patel, 5,999,040 Equity Shares to Samarth Patel, 5,999,040 Equity Shares to Saurabh Patel, 673,140 Equity Shares to Avaniben Patel, 843,390 Equity Shares to Payalben Patel, 1,030,020 Equity Shares to Savitaben Patel, 1,030,020 Equity Shares to Heena Patel,	Bonus issue in the ratio of thirty (30) Equity Share for every one (1) Equity Share held

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity share (₹)	Nature of considerations	Name of allottees	Reasons/nature of allotment
					1,082,340 Vinaben Patel, 1,282,410 Equity Shares to Hardik Patel, 1,384,380 Equity Shares to Vipulkumar Patel, 1,703,160 Equity Shares to Bhagvatiben Patel, 1,925,550 Equity Shares to Rameshbhai Patel, 1,925,550 Equity Shares to Ranchhodbhai Patel HUF and 2,310,660 Equity Shares to Ratanben Patel	

[#] *Pursuant to the approval of the Shareholders through EGMs held on October 30, 2021 and November 24, 2021, the Company has made preferential allotments by way of conversion of unsecured loans into 814,230 Equity Shares on November 01, 2021 and 108,700 Equity Shares on November 27, 2021, respectively in order to meet the minimum net own fund requirements prescribed by Kalupur Commercial Co-operative Bank Limited for the working capital and term loan aggregating to Rs. 50 crores availed by our Company.*

3. Allotment of equity shares pursuant to schemes of arrangement

Our Company has not issued or allotted any equity shares pursuant to any schemes of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230 - 234 of the Companies Act, 2013.

4. Issue of equity shares at a price lower than the Issue Price in the last one year

Except as mentioned above under "*Capital Structure – Notes to Capital Structure*" on page 97, our Company has not issued any Equity Shares at a price which may be lower than the Issue Price during a period of one year preceding the date of this Red Herring Prospectus.

5. Issue of Equity Shares under employee stock option schemes

As on the date of this Red Herring Prospectus, our Company does not have any employee stock options scheme or any employee stock option plan.

6. Shareholding pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts\ (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of Equity Shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights						Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class (Equity Shares)	Class (Others)	Total	Total as a % of (A+B+ C)							
(A)	Promoter and Promoter Group	18	39,794,700	-	-	39,794,700	90.04%	3,97,94,700	-	39,794,700	90.04 %	-	-	-	-	-	-	3,97,94,700
(B)	Public	2	44,00,000	-	-	44,00,000	9.96%	44,00,000-	-	44,00,000	9.96%	-	-	-	-	-	-	44,00,000
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	20	44,194,700	-	-	44,194,700	100.00	44,194,700		44,194,700	100,00	-	-	-	-	-	-	44,194,700

7. Details of shareholding of the major Shareholders of our Company

As on the date of this Red Herring Prospectus, our Company has 20 (twenty) Shareholders.

a) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as on the date of this Red Herring Prospectus and as of 10 days prior to the date of this Red Herring Prospectus.

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)
1.	Samarth Patel	6,199,008	14.03
2.	Saurabh Patel	6,199,008	14.03
3.	Jagrutkumar Patel	3,979,470	9.00
4.	Ravi Patel	3,979,470	9.00
5.	Nisarg Patel	3,181,747	7.20
6.	Malabar India Fund Limited	24,00,000	5.43
7.	Ratanben Patel	2,387,682	5.40
8.	Carnelian Bharat Amritkaal Fund	20,00,000	4.53
9.	Ranchhodbhai K Patel HUF	1,989,735	4.50
10.	Rameshbhai Patel	1,989,735	4.50
11.	Vipulkumar Patel	1,430,526	3.24
12.	Hardik Patel	1,325,157	3.00
13.	Vinaben Patel	1,118,418	2.53
14.	Heena Patel	1,064,354	2.41
15.	Savitaben Patel	9,64,038	2.18
16.	Prachi Patel	8,80,000	1.99
17.	Bhagvatiben Patel	8,79,932	1.99
18.	Payalben Patel	8,71,503	1.97
19.	Avaniben Patel	7,95,894	1.80
20.	Bipinkumar Patel	5,59,023	1.27
	Total	**44,194,700**	**100.00**

Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of one year prior to the date of this Red Herring Prospectus.

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)
1.	Samarth Patel	199,968	15.58
2.	Saurabh Patel	199,968	15.58
3.	Nisarg Patel	199,967	15.58
4.	Jagrutkumar Patel	128,370	10.00
5.	Ravi Patel	128,370	10.00
6.	Vipulkumar Patel	46,146	3.59
7.	Bipinkumar Patel	46,146	3.59
8.	Dipak Patel	43,325	3.37
9.	Shaileshkumar Patel	40,000	3.12
10.	Ranchhodbhai K Patel HUF	57,091	4.45
11.	Rameshbhai Patel	51,576	4.02
12.	Heena Patel	34,334	2.67
13.	Savitaben Patel	34,334	2.67
14.	Bhagvatiben Patel	41,667	3.25

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)
15.	Avaniben Patel	22,438	1.75
	Total	**1,273,700**	**99.22**

Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of two years prior to the date of this Red Herring Prospectus.

Sr. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)
1.	Samarth Patel	199,968	15.58
2.	Saurabh Patel	199,968	15.58
3.	Nisarg Patel	199,967	15.58
4.	Dharmendrakumar Patel	183,565	14.30
5.	Jagrutkumar Patel	115,368	8.99
6.	Ravi Patel	115,367	8.99
7.	Ankit Patel	55,930	4.36
8.	Vipulkumar Patel	46,146	3.59
9.	Bipinkumar Patel	46,146	3.59
10.	Dipak Patel	43,325	3.37
11.	Shaileshkumar Patel	40,000	3.12
12.	Ashaben Patel	23,750	1.85
	Total	**1,269,500**	**98.90**

8. Details of Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Other than as disclosed below, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares of our Company:

Sr No	Name	Number of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)
Director				
1.	Samarth Patel	6,199,008	14.03	[●]
2.	Saurabh Patel	6,199,008	14.03	[●]
3.	Jagrutkumar Patel	3,979,470	9.00	[●]
Key Managerial Personal				
4.	Ravi Patel	3,979,470	9.00	[●]
Senior Managerial Personal				
5.	Vipulkumar Patel	1,430,526	3.24	[●]

9. Details of Shareholding of our Promoter, members of Promoter Group in our Company

As on the date of this Red Herring Prospectus, our Promoters, Jagrutkumar Patel, Ravi Patel, Samarth Patel, Saurabh Patel and Vipulkumar Patel, collectively hold 21,787,482 Equity Shares aggregating to approximately 49.30% of the issued, subscribed and paid-up Equity Share capital of our Company.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

Further, none of the Equity Shares held by our Promoters are pledged as of the date of this Red Herring Prospectus.

The entire shareholding of our Promoters is in dematerialised form as of the date of this Red Herring Prospectus.

Set forth below is the the pre-issue and post-issue shareholding of our Promoter and Promoter Group:

Name of the Shareholder	Pre-Issue Equity Share capital		Post-Issue Equity Share capital*	
	Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue paid-up equity share capital (%)	Equity Shares of face value of ₹ 10 each	Percentage of post-Issue paid-up equity share capital (%)
Promoters				
Samarth Patel	6,199,008	14.03	[●]	[●]
Jagrutkumar Patel	3,979,470	9.00	[●]	[●]
Ravi Patel	3,979,470	9.00	[●]	[●]
Saurabh Patel	6,199,008	14.03	[●]	[●]
Vipulkumar Patel	1,430,526	3.24	[●]	[●]
Total (A)	**21,787,482**	**49.30**	[●]	[●]
Promoter Group				
Nisarg Patel	3,181,747	7.20	[●]	[●]
Ratanben Patel	2,387,682	5.40	[●]	[●]
Rameshbhai Patel	1,989,735	4.50	[●]	[●]
Ranchhodbhai K Patel HUF	1,989,735	4.50	[●]	[●]
Hardik Patel	1,325,157	3.00	[●]	[●]
Vinaben Patel	1,118,418	2.53	[●]	[●]
Heena Patel	1,064,354	2.41	[●]	[●]
Savitaben Patel	964,038	2.18	[●]	[●]
Bhagvatiben Patel	879,932	1.99	[●]	[●]
Prachi Patel	880,000	1.99	[●]	[●]
Payalben Patel	871,503	1.97	[●]	[●]
Avaniben Patel	795,894	1.80	[●]	[●]
Bipinkumar Patel	559,023	1.27	[●]	[●]
Total (B)	**18,007,218**	**40.74**	[●]	[●]
Total (A + B)	**39,794,700**	**90.04**	[●]	[●]

**To be updated at Prospectus stage*

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company:

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Date of allotment/ transfer/ acquisition of equity shares	No of Equity Shares	Face value (₹)	Issue/ Transfer/ Acquisition price per equity share (₹)	Nature of considerations	Nature of transaction	Percentage of the Pre-Issue Equity Share capital of the Company (%)	Percentage of the Post-Issue Equity Share capital of the Company (%)
Samarth Patel							
November 01, 2021	176,416	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.40	[●]
November 27, 2021	23,552	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.05	[●]
July 23, 2024	5,999,040	10	Not applicable	Not applicable	Bonus issue in the proportion of 30 equity shares for every one equity shares held	13.57	[●]
Sub-total (A)	**6,199,008**	**-**	**-**	**-**	**-**	14.03	[●]
Saurabh Patel							
November 01, 2021	176,416	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.40	[●]
November 27, 2021	23,552	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.05	[●]
July 23, 2024	5,999,040	10	Not applicable	Not applicable	Bonus issue in the proportion of 30 equity shares for every one equity shares held	13.57	[●]
Sub-total (B)	**6,199,008**	**-**	**-**	**-**	-	14.03	[●]
Jagrutkumar Patel							
November 01, 2021	101,780	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.23	[●]
November 27, 2021	13,588	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.03	[●]
May 21, 2024	13,002	10	372	Cash	Transfer of 13,002 Equity Shares from Dharmendrabhai Patel	0.03	[●]
July 23, 2024	3,851,100	10	Not applicable	Not applicable	Bonus issue in the proportion of 30 equity shares for every one equity shares held	8.71	[●]
Sub-total (C)	**3,979,470**	-	-	-	-	9.00	[●]
Ravi Patel							
November 01, 2021	101,780	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.23	[●]
November 27, 2021	13,587	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.03	[●]

Date of allotment/ transfer/ acquisition of equity shares	No of Equity Shares	Face value (₹)	Issue/ Transfer/ Acquisition price per equity share (₹)	Nature of considerations	Nature of transaction	Percentage of the Pre-Issue Equity Share capital of the Company (%)	Percentage of the Post-Issue Equity Share capital of the Company (%)
May 21, 2024	13,003	10	372	Cash	Transfer of 13,003 Equity Shares from Dharmendrabhai Patel	0.03	[●]
July 23, 2024	3,851,100	10	Not applicable	Not applicable	Bonus issue in the proportion of 30 equity shares for every one equity shares held	8.71	[●]
Sub-total (D)	**3,979,470**	-	-	-	-	9.00	[●]
Vipulkumar Patel							
November 01, 2021	40,711	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.09	[●]
November 27, 2021	5,435	10	276	Other than cash	Preferential allotment by way of conversion of unsecured loans into Equity Shares	0.01	[●]
July 23, 2024	1,384,380	10	Not applicable	Not applicable	Bonus issue in the proportion of 30 equity shares for every one equity shares held	3.13	[●]
Sub-total (E)	**1,430,526**	-	-	-	-	3.24	[●]
Total (A+B+C+D+E)	**21,787,482**	-	-	-	-	49.30	[●]

(a) Details of Promoters' contribution and lock-in for eighteen (18) months

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by the Promoters, shall be locked in for a period of eighteen (18) months as minimum Promoter's contribution ("**Minimum Promoter's Contribution**") from the date of Allotment and the shareholding of the Promoters in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked in for a period of six (6) month from the date of Allotment.

(b) Details of the Equity Shares to be locked-in for eighteen (18) from the date of Allotment as Minimum Promoter's Contribution are set forth in the table below*:

Name of the Promoters	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Issue/ Acquisition price per Equity Share (₹)	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

** To be included in the Prospectus.*

(c) Our Promoters have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as the Minimum Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoter's Contribution from the date of filing of this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations. The Minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "promoter" under the SEBI ICDR Regulations.

(d) Our Company confirms that the Equity Shares that are being locked-in are not and will not be, ineligible for computation of Minimum Promoter's contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

In this connection, please note that:

i. The Equity Shares offered for Minimum Promoter's Contribution do not include (a) Equity Shares acquired in the three immediately preceding years for consideration other than cash and involving any revaluation of assets or capitalisation of intangible assets in such transaction, (b) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoter's Contribution.

ii. The Minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being issued to the public in the Issue.

iii. Our Company has not been formed by the conversion of one or more partnership firms or of a limited liability partnership firm into a Company.

iv. The equity shares held by the Promoters and offered for Minimum Promoters' Contribution are not subject to any pledge; and

v. All the equity shares held by the Promoters are held in dematerialised form.

10. Details of equity share capital locked-in for six months

In terms of Regulation 17 to the SEBI ICDR Regulations, the entire pre-Issue equity share capital of our Company will be locked-in for a period of six months from the date of Allotment in the Issue, except for the Promoters' Contribution which shall be locked in as above as stated in para 9 (a)

11. There has been no acquisition of equity shares with any special rights including any right to nominate Directors on our Board, in the immediately preceding three years (including the immediately preceding one year) by our Promoters, the Selling Shareholders, members of the Promoter Group and Shareholders.

12. Lock-in of Equity Shares Allotted to Anchor Investors

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

13. Recording on non-transferability of Equity Shares locked-in

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

14. Other requirements in respect of lock-in

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan granted by a scheduled commercial bank, a public financial institution, NBFC-SI or a housing finance company, subject to the following:

(i) With respect to the Equity Shares locked-in for six (6) month from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan; and

(ii) With respect to the Equity Shares locked-in as Minimum Promoter's Contribution for eighteen (18) from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Issue and such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, terms of Regulation 16 of the SEBI ICDR Regulations, may be transferred to and amongst the members of our Promoter Group or a new promoter, subject to continuation of lock-in, in the hands of such transferee, for the remaining period and compliance with provisions of the Takeover Regulations , as applicable and such transferees shall not be eligible to transfer them till the lock-in period stipulated under the SEBI ICDR Regulations has expired.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons (other than our Promoters) prior to the Issue and locked-in for a period of six months from the date of Allotment in the Issue, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of such transferee and compliance with the applicable provisions of the Takeover Regulations.

15. Except for any Equity Shares to be issued pursuant to the Issue, there is no proposal or intention, negotiations and consideration of our Company to alter its capital structure for a period of six months from the Bid/Issue Opening Date, 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 for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as consideration for acquisitions or participation in such joint ventures or other arrangements.

16. Except for the allotment of Equity Shares pursuant to the Pre-IPO Placement, there has not been and there will not be any further issuance of Equity Shares except for the issuance and allotment of any shares pursuant to the Fresh Issue, whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Red Herring Prospectus until the listing

of the Equity Shares on the Stock Exchanges pursuant to the Issue or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc., as the case may be this is in the event there is a failure of the Issue.

17. Except as disclosed below, none of our Promoters, members of the Promoter Group and / or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus. For details of acquisitions by our Promoters and members of the Promoter Group during the period, please see "*Capital Structure - Details of price at which specified securities were acquired in the three years preceding the date of this Red Herring Prospectus*" on page 112.

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

19. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.

20. As on the date of this Red Herring Prospectus, the Book Running Lead Manager, its associates, as defined under the SEBI Merchant Bankers Regulations, do not hold any Equity Shares. The Book Running Lead Manager, its associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

21. **Details of price at which specified securities were acquired in the three years preceding the date of this Red Herring Prospectus:**

The details of the price at which specified securities were acquired in the three years preceding the date of this Red Herring Prospectus, by our Promoters, Promoter Group and Shareholders with the right to nominate a director or with other rights, are disclosed below:

Sr. No.	Name of the acquirer/shareholder	Date of acquisition of equity shares	Number of Equity Shares acquired	Acquisition price per equity share^(in ₹)
Promoters				
1.	Jagrutkumar Patel	May 21, 2024	13,002	372
		July 23, 2024	3,851,100	Not applicable[#]
2.	Ravi Patel	May 21, 2024	13,003	372
		July 23, 2024	3,851,100	Not applicable[#]
3.	Samarth Patel	July 23, 2024	5,999,040	Not applicable[#]
4.	Saurabh Patel	July 23, 2024	5,999,040	Not applicable[#]
5.	Vipulkumar Patel	July 23, 2024	1,384,380	Not applicable[#]
Promoter Group				
6.	Rameshbhai Patel	August 08, 2023	2,083	300
		August 25, 2023	22,596	300
		October 12, 2023	16,897	300
		May 21, 2024	10,000	372
		May 30, 2024	12,609	372
		July 23, 2024	1,925,550	Not applicable[#]
7.	Bhagvatiben Patel	August 08, 2023	11,667	300
		August 25, 2023	10,000	300
		October 12, 2023	10,000	300
		May 21, 2024	10,000	372
		June 04, 2024	15,105	372
		July 23, 2024	1,703,160	Not applicable[#]
8.	Vinaben Patel	May 21, 2024	10,000	372
		May 30, 2024	11,183	372
		June 01, 2024	14895	372

Sr. No.	Name of the acquirer/shareholder	Date of acquisition of equity shares	Number of Equity Shares acquired	Acquisition price per equity share^(in ₹)
		July 23, 2024	1,082,340	Not applicable#
9.	Savitaben Patel	October 23, 2023	34,334	300
		July 23, 2024	1,030,020	Not applicable#
10.	Payalben Patel	June 27, 2024	28,113	Not applicable*
		July 23, 2024	843,390	Not applicable#
11.	Avaniben Patel	August 31, 2023	10,300	300
		October 12, 2023	10,000	300
		May 21, 2024	2,138	372
		July 23, 2024	673,140	Not applicable#
		September 02, 2024	100,316	Not applicable*
12.	Nisarg Patel	July 23, 2024	3,079,110	Not applicable#
13.	Ratanben Patel	May 30, 2024	12,439	372
		June 01, 2024	10,000	372
		June 27, 2024	54,583	Not applicable*
		July 23, 2024	2,310,660	Not applicable#
14.	Ranchhodbhai K Patel HUF	June 22, 2022	3,900	296
		August 08,2023	10,000	300
		August 25,2023	11,667	300
		October 12, 2023	11,667	300
		May 21, 2024	19,857	372
		May 30, 2024	7,094	372
		July 23, 2024	1,925,550	Not applicable#
15.	Hardik Patel	June 27, 2024	42,747	Not applicable*
		July 23, 2024	1,282,410	Not applicable#
16.	Bipinkumar Patel	July 23, 2024	540,990	Not applicable#
17.	Heena Patel	August 25,2023	11,667	300
		October 12,2023	22,667	300
		July 23, 2024	1,030,020	Not applicable#
18.	Prachi Patel	September 03, 2024	880,000	Not applicable*
Shareholders with the right to nominate a director or with other rights*				
19.	Malabar India Fund Limited	October 21, 2024	24,00,000	125
20.	Carnelian Bharat Amritkaal Fund	October 21, 2024	20,00,000	125

^ *As certified by the Statutory Auditor by way of their certificate dated May 22, 2025.*

 # The Board of Directors pursuant to a resolution dated June 22, 2024 and the special resolution dated July 12, 2024 passed by our Shareholders, have approved the issuance of 3,85,11,000 bonus Equity Shares in the ratio of 30 equity shares for every one equity share held which were issued and allotted on July 23, 2024 and thus acquisition price is not applicable.

**Shares acquired by way of gift pursuant to gift deed dated June 27, 2024*

***Share subscription agreement dated October 17, 2024 entered with Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund pursuant to which certain special rights were given to them. The details are disclosed in History and certain other corporate matters on page 226.* Further this share subscription agreement shall terminate and become null and void upon filing of this Red Herring Prospectus and all the rights will fall off.

22. As on the date of this Red Herring Prospectus, the Company have shareholders entitled with right to nominate Directors or any other rights *for further details refer – History and certain other corporate matters chapter on page 226*.

23. Our Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Red Herring Prospectus.

24. Our Company shall ensure that any transaction in the Equity Shares by our Promoters and the members of the Promoter Group during the period between the date of this Red Herring Prospectus with SEBI and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transaction.

25. Our Company, the Promoters, our Directors and the Book Running Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

26. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into Equity Shares as on the date of this Red Herring Prospectus.

27. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

28. The Promoters and members of our Promoter Group will not participate in the Issue and will not receive any proceeds from the Issue.

29. No person connected with the Issue, including, but not limited to, the Book Running Lead Manager, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

30. Except as disclosed in this section, our Company has not undertaken any public issue of securities or any rights issue of any kind or class of securities in terms of SEBI ICDR Regulations, since its incorporation.

31. The BRLM and any associates of the BRLM or syndicate members (except for Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities or FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM) shall not apply in the Issue under the Anchor Investor Portion. Further, no person related to our Promoters or members of our Promoter Group shall apply in the Issue under the Anchor Investor Portion.

32. Our Company is in compliance with the Companies Act, 1956 and/or the Companies Act, 2013, to the extent applicable with respect to the issuances of securities from the date of incorporation of our Company, as applicable, until the filing of this Red Herring Prospectus.

OBJECTS OF THE ISSUE

The Issue comprises of the fresh issue of up to [●] Equity Shares, aggregating up to ₹ 2,200.00 million of our Company. The proceeds of the Issue, after deducting the Issue related expenses, are estimated to be ₹ [●] million ("**Net Proceeds**").

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

1. Capital expenditure towards expanding production capacity of seamless and welded tubes and pipes;
2. Funding the part incremental working capital requirements of our Company;
3. General corporate purposes.

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

In addition, we expect to achieve the benefit of listing of the Equity Shares on the Stock Exchanges, enhancement of our Company's visibility and brand name amongst our existing and potential customers and creation of a public market for the Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects clause as set out in the Memorandum of Association enables our Company to undertake our existing business activities; and to undertake the proposed activities for which the funds are being raised by us in the Issue.

Net Proceeds

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

(in ₹ million)

Particulars	Estimated amount*
Gross proceeds from the Issue (1)(2)	2,200.00
Less: Issue related expenses (3)	[●]
Net Proceeds (1)(2)	[●]

(1) To be finalised upon determination of the Issue Price and updated in the Prospectus at the time of filing with the RoC.

(2) After adjusting for the Pre-IPO Proceeds of ₹ 550.00 million out of which ₹ 279.94 million has been utilised for one of our object's capital expenditures towards expanding production capacity of seamless and welded tubes and pipes, ₹68.93 million has been utilized under General Corporate Purpose and ₹ 18.71 million has been utilised for Issue expenses. The remaining amount of ₹182.42 million will also be utilised towards General Corporate Purposes. The Statutory Auditors, pursuant to their certificate dated May 22, 2025 have certified the utilization of the abovementioned Pre-IPO Proceeds

(3) For details, see "Objects of the Issue - Issue expenses" on page 136.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the table below:

S.No.	Particulars	Amount in ₹ million^	% of Net proceeds
1.	Capital expenditure towards expanding production capacity of seamless and welded tubes and pipes (2)	769.90	[●]
2.	Funding the part incremental working capital requirements of our Company	1,100.00	[●]
3.	General corporate purposes (1)	[●]	[●]
	Total Net Proceeds(1) (2)	[●]	[●]

(1) To be finalised upon determination of the Issue Price and updated in the Prospectus at the time of filing with the RoC.

(2) After adjusting for the Pre-IPO Proceeds of ₹ 550.00 million out of which ₹ 279.94 million has been utilised for one of our object's capital expenditures towards expanding production capacity of seamless and welded tubes and pipes, ₹68.93 million has been utilized under General Corporate Purpose and ₹ 18.71 million has been utilised for Issue expenses. The remaining amount of ₹182.42 million will also be utilised towards General Corporate Purposes. The Statutory Auditors, pursuant to their certificate dated May 22, 2025 have certified the utilization of the abovementioned Pre-IPO Proceeds.

We propose to utilise and deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Estimated Utilization of Net Proceeds		
			Fiscal 2025	Fiscal 2026	Fiscal 2027
1.	Capital expenditure towards expanding production capacity of seamless and welded tubes and pipes (2)	769.90		769.90	-
2.	Funding the part incremental working capital requirements of our Company	1,100.00	-	590.00	1,100*
3.	General corporate purposes(1)	[●]	[●]	[●]	[●]
	Total Net Proceeds (2)	[●]	[●]	[●]	[●]

**cumulative working capital requirement*

(1) *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

(2) *After adjusting for the Pre-IPO Proceeds of ₹ 550.00 million out of which ₹ 279.94 million has been utilised for one of our object's capital expenditures towards expanding production capacity of seamless and welded tubes and pipes, ₹68.93 million has been utilized under General Corporate Purpose and ₹ 18.71 million has been utilised for Issue expenses. The remaining amount of ₹182.42 million will also be utilised towards General Corporate Purposes. The Statutory Auditors, pursuant to their certificate dated May 22, 2025 have certified the utilization of the abovementioned Pre-IPO Proceeds*

The above-stated fund requirements, deployment of the funds and the intended use of the Net Proceeds as described in this Red Herring Prospectus are based on (a) our current business plan, internal management estimates as per our business plan based on current market conditions and valid quotations obtained from various third-party vendors, which are subject to change in the future; (b) the project cost vetting report dated May 22, 2025 for capital expenditure towards expanding production capacity of seamless and welded tubes and pipes obtained from Dun & Bradstreet Information Services India Limited ("**Proposed Project**"). However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. See "*Risk Factors - Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control*" on page 66.

Our Company's historical capital and operational expenditure may not be reflective of our future capital expenditure plans. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the planned deployment at the discretion of our management, subject to compliance with applicable law. See "*Risk Factors - Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior Shareholders' approval*" on page 65.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals, additional equity and/or debt arrangements, as required. In case the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes does not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a scheduled Financial Year being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Financial Years, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-àvis the utilization of Net Proceeds, in accordance with applicable laws.

Details of the Objects

1. Capital expenditure towards expanding production capacity of seamless and welded tubes and pipes

Our Company is into the production of stainless steel seamless and welded tubes and pipes. Below mentioned are the details of addition in capacity and existing capacity –

Product	Existing Capacity (A)	Proposed additional Capacity (B)	Total Capacity (A+B)
Seamless	10,068 MTPA	10,000 MTPA	20,068 MTPA
Welded	1,020 MTPA	12,130 MTPA	13,150 MTPA

Our Company operated at over 85% capacity in the welded segment from Fiscal 2018 to Fiscal 2021. However, in May 2022, our Company completed its backward integration for seamless tubes by establishing the mother hollow plant, with an annual capacity of 20,000 MT. Since the capacity of Mother hollow was much higher than the capacity of seamless products, the company strategized to prioritize and further increased the capacity of seamless products from 4,410 MT to 10,068 MT per annum. We believe this backward integration along with capacity expansion of Seamless Products enabled our Company to achieve better margins and increase efficiency, for further details, see "Management's Discussion and Analysis of financial Condition and Results of Operations" on page 306 of this Red Herring Prospectus.

Further considering the limited availability of Capacity and our strategy to prioritize production of seamless products during that period led to the current underutilisation of our welded pipe capacity.

Additionally, the current welded pipe product range limits our ability to produce a broader range of sizes. This restriction prevents us from fulfilling some customer inquiries, ultimately limiting our sales and profitability. Moreover, the small capacity of our welded pipe production restricts our ability to participate in larger enquires/lenders, as we cannot meet the volume demands of these larger projects. With the proposed expansion, we plan to increase the varied range of welded products as follows:

Particular	Existing Range	Post Expansion Range
Outer Diameter	6.00mm to 60.30mm	6.00mm to 219.00 mm
Thickness	0.80mm to 4.00mm	0.80mm to 8.18 mm
Length	Up to 11.800 Mtr	Up to 11.800 Mtr

This increased range will enhance both our product offering and market position, by meeting the customer demands. Furthermore, the welded pipes and tubes complement the seamless pipes, as we serve the same customer base, which enhances our marketing efficiency.

In light of India's decision in 2022 to impose anti-dumping duty on stainless steel seamless tubes and pipes imports from China for five years would also present an opportunity to domestic stainless-steel tubes and pipes manufacturing industry. This policy has historically resulted in increase in the capacity utilization rates of domestic stainless-steel tubes and pipes manufacturers, is expected to continue to provide benefits to the domestic players in terms of operational efficiencies and margins.

Additionally, in September 2024, the government extended the anti-subsidy duty, initially imposed in 2019, on the imports of welded steel tubes and pipes from China and Vietnam to India. The government has imposed a 29.88% duty on goods falling under 7304 covering all tubes, pipes and hollow profiles, seamless, of iron (other than cast iron) or steel). ~30% of import duty is expected to keep a check on the steel tubes and pipes that are imported at predatory prices and hence, will support the growth in domestic steel tubes and pipes industry. (*Source - CRISIL Report)*

In light of the above and in order to expand our existing production capacity we propose to enhance our production capacity of seamless tubes and pipes by 10,000 MTPA and welded tubes and pipes by 12,130 MTPA.

Leveraging our experience and know-how, we intend to utilize up to ₹ 554.41 million towards expanding production capacity of seamless tubes and pipes adjacent to our existing manufacturing facility at Old Survey no. 1561/2, New Survey No. 242, Old Survey no. 1563/3, New Survey No. 2439 and Old Survey no. 1563/1, New Survey No. 2440 , Kadi, Mehsana and up to ₹ 445.44 million towards setting up of additional capacity for manufacturing of welded tubes and pipes at our new manufacturing facility admeasuring 30,604.00 sq. mtrs proposed to be situated at survey no. 682, village Sarsav, Kadi, Mehsana (collectively "**Proposed**

Project"). The Proposed Project entails (a) civil and structural work, site development; and (b) plant and equipment and utilities.

The detailed description of all the properties are mentioned below –

Sr. No	Property Description	Property Description	Area (square meters)	Purpose	Leased/Owned
1	Corporate Office and Manufacturing Plant	Old Survey no. 1566/1, New Survey No. 2446 Vill :- Rajpur, Ta:- Kadi, Dist:- Mehsana,	4,244.00	Existing Land for production of seamless and welded products	Owned
2	Corporate Office and Manufacturing Plant	Old Survey no. 1568, New Survey No. 2443 Vill :- Rajpur, Ta:- Kadi, Dist:- Mehsana,	5,185.00	Existing Land for production of seamless and welded products	Owned
3	Corporate Office and Manufacturing Plant	Old Survey no. 1570, New Survey No. 2442 Vill :- Rajpur, Ta:- Kadi, Dist:- Mehsana,	5,605.00	Existing Land for production of seamless and welded products	Owned
4	Manufacturing Plant and Corporate Office	Moje Rajpur Old Block No. 1564/1 New Block No. 2437	1,568.00	Existing Land for production of seamless and welded products	Leased
5	Manufacturing Plant and Corporate Office	Moje Rajpur Old Block No 1564/2 New Block No. 2444	1,753.00	Existing Land for production of seamless and welded products	Leased
6	Manufacturing Plant and Corporate Office	Moje Rajpur Old Block No. 1565 New Block No. 2445	2,844.00	Existing Land for production of seamless and welded products	Leased
7	Vacant Land	Old Survey no. 1561/2, New Survey No. 2428 Vill :- Rajpur, Ta:- Kadi, Dist:- Mehsana,	2,784.00	Proposed Land for Production of Seamless Products	Owned
8	Vacant Land	Old Survey no. 1563/3, New Survey No. 2439 Vill :- Rajpur, Ta:- Kadi, Dist:- Mehsana,	3,448.00	Proposed Land for Production of Seamless Products	Owned
9	Vacant Land	Old Survey no. 1563/1, New Survey No. 2440 Vill :- Rajpur, Ta:- Kadi, Dist:- Mehsana,	4,437.00	Proposed Land for Production of Seamless Products	Owned
10	Vacant Land	Land At Survey No. 682, Vill:- Sarsav, Ta:- Kadi, Dist:- Mehsana	30,604.00	Proposed Land for Production of Welded Products	Owned

Estimated Cost

Land

We intend to utilize Net proceed towards expanding production capacity of seamless tubes and pipes adjacent to our existing manufacturing facility located at Old Survey no. 1561/2, New Survey No. 242, Old Survey no. 1563/3, New Survey No. 2439 and Old Survey no. 1563/1, New Survey No. 2440, Kadi, Mehsana, owned by our Company. Further, the land on which the manufacturing facility for welded tubes and pipes is proposed to be set up is located at survey no. 682, village Sarsav, Kadi, Mehsana, which is owned by our Company. Since the location is situated in closed proximity to our existing plant at Kadi, Mehsana this will facilitate easy access to, and the personal involvement of our senior management at the Kadi, Mehsana, thus

ensuring faster and smoother execution of our projects.

Cost Vetting Report

The Company has received the Project Cost Vetting Report dated May 22, 2025 obtained from Dun & Bradstreet Information Services India Limited ("**Project Report**") in relation to the capital expenditure towards expanding production capacity of seamless and welded tubes and pipes. The total aggregated cost as per the Project Report for the Proposed Project is ₹1,049.84 million as detailed below, which is based on the quotations received, management estimates in accordance with our business plan and specified in the Project Report. The detailed break-down of estimated cost is set forth below:

Particulars	**For manufacturing of seamless tubes and pipes (in ₹ million)**	**For manufacturing of welded pipes (in ₹ million)**	**Factor**	**Total (in ₹ million)**	**Amount to be funded from Net Proceeds (in ₹ million)**
Civil and structural work, site development	148.68	168.39		317.07	224.57
Plant and equipment and utilities	405.73	277.05		682.78	495.34
Total Cost	**554.41**	**445.44**		**999.85**	719.91
Contingency			5.00%	49.99	49.99
Total Project Cost				**1,049.84**	769.90

As on the date of this Red Herring Prospectus, our Company has paid an amount of ₹ 92.50 million towards Civil and structural work, site development and 187.44 million towards Plant and equipment and utilities aggregating to ₹ 279.94 million out of the Pre-IPO proceeds towards the Proposed Project. *The Statutory Auditors, pursuant to their certificate dated May 22, 2025 have certified the utilization of the above-mentioned Pre-IPO Proceeds*

Our Board in its meeting dated May 22, 2025, took the Project Cost Vetting Report on record, and noted that an amount of ₹ 769.90 million out of the Net Proceeds is proposed to be utilized towards financing the cost towards setting up the Proposed Project. The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for the Proposed Project, as described hereinabove, are based on our current business plan, management estimates, current and valid quotations from suppliers. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

Means of finance

As on the date of this Red Herring Prospectus, our Company has paid an amount of ₹92.50 million towards civil and structural work, site development and ₹187.44 million towards plants and equipments and utilities aggregating to ₹279.94 million out of the Pre-IPO proceeds in relation to the Proposed Project. The Statutory Auditors pursuant to their certificate dated May 22, 2025 have certified the utilisation of the above mentioned Pre-IPO proceeds. The balance fund requirements for the Proposed Project are proposed to be entirely funded from the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may utilize our internal accruals.

Capital expenditure towards expanding production capacity of seamless tubes and pipes

Cost for civil and structural work, site development for seamless tubes and pipes

Civil and structural work, site development for seamless tubes and pipes includes supply structure price, machinery foundation work and erection. The costs in relation civil and structural work, site development

for manufacturing of seamless tubes and pipes under the Proposed Project is approximately ₹148.68 million. Breakup of the same is as follows:

(in ₹ million)

Sr. No.	Description	Building total cost (in ₹ million)	Vendor name
1.	Supply Structure price	71.00	Navrang Steel Building System
2.	Machinery Foundation Work	51.50	
3.	Erection	3.50	
4.	Total Cost	126.00	
	GST @ 18 %	22.68	
	Total Cost	**148.68**	

Particulars	Details
Area in Sq. Mts.	7,746.13 SQM (O/O OF FLOOR AREA)

Details of building dimensions as per the Project Report are as follows:

Sr. No.	Particulars	Description
1.	Frame type	MS-1/MS-2.
2.	Width (M)	1@18.000M C/O.2@26.653M C/O,3@20.500M C/O.of steel line.
3.	Length (M) (O/O steel line)	145.692 M O/O of steel line
4.	Clear Height (M) From FFL	10.500 M clear Ht.
5.	Width Module	As per drawing
6.	Slope	1:10
7.	Bay Spacing in m	As per drawing
8.	Type of End Frames	Half loaded rigid frame
9.	End wall Column Spacing	As per drawing
10.	Bracing Type	For roof & wall rod bracing & pipe bracing
11.	Primary Members –Surface preparation	one coat of primer zink cromate or ink phosphate + 2 coat of synthetic enamel (total 100 microns) (paint make nerolac, asin, berjer)
12.	Secondary member- surface preparation	96mm x48mm box pipe

Details of Roof Systems as per the Project Report are as follows:

Sr. No.	Particulars	Description
1.	Sheeting Profile	NR-32 -250 (ppgl)
2.	Thickness of sheet (TCT)	0.50 tct
3.	Material of Construction	Colar coated galvalume (jsw, bhushan, tata) az-150.
4.	Eave Gutter /Eave trim /valley Gutter	Color coated
5.	No .of Framed openings, size location	As per drawing
6.	Gutter	Eave gutter

Details of wall system (inside & outside) as per the Project Report are as follows:

Sr. No.	Particulars	Description
1.	Wall Cladding Profile	NW- 32–250 (ppgl)
2.	Thickness of sheet (TCT)	0.50 mm tct
3.	Material of construction	Colour coated galvalume rmp, az150-gsm (jsw, bhushan, tata)
4.	Downspout	up to ffl

Sr. No.	Particulars	Description
5.	No. Framed opening, size, location	as per drawing
6.	Brick wall height	3.0 m high brickwall above cladding as per proposal sketch

Cost for Plant and equipment and utilities

The costs in relation plant, equipment and utilities for seamless tubes and pipes under the Proposed Project is approximately ₹405.73 million. Details of such plant, equipment and utilities as per the Project Report is summarized below:

Particulars	Date	Quotation Validity	Validity Date	Document No	Quantity	Cost	GST @18%	Total Cost	Vendor Names
Solution Annealing Furnace	March 29, 2025	4-5 months	July 29, 2025	-	1	14.80	2.66	17.46	Nikrol Therm
Pump Set	March 29, 2025	4-5 months	July 29, 2025	HNSPL/QT/P/STL-170824/RO	1	0.22	0.04	0.26	Hiro Nisha Systems Private Limited
Flow-Tech Cooling Tower	March 29, 2025	4-5 months	July 29, 2025	CTI160/000148	1	0.44	0.08	0.52	Flow Tech Equipment
Crane	March 30, 2025	-	July 31, 2025	108/R0/STL/2024	1	50.54	9.10	59.64	Alfa Engineers
El. Control Panel For Plant Distribution & Pilger	March 29, 2025	-	July 31, 2025	QT-24250047	1	20.39	3.67	24.06	Cismac Automation Private Limited
Electrical Fittings	March 30, 2025	4-5 months	July 30, 2025	Q-GEW-2425-001	1	19.82	3.57	23.39	GEW Electro Power Projects Private Limited
Dg Set	March 29, 2025	-	July 31, 2025	GTE/15/F.Y.24-25	1	3.55	0.64	4.19	Gentech Engineers
Heat Exchanger	March 29, 2025	4-5 months	July 29, 2025	82071.1	1	0.42	0.08	0.50	Aastha Corporation
Pp Tank	March 29, 2025	16-20 weeks	July 19, 2025	QO 6403	1	3.16	0.57	3.73	Arvind Anticor Limited
Pilger - BE - 30	March 31, 2025	90-180 days	June 30, 2025	114/2024	4	84.74	15.25	99.99	Bajrang Engineers
Pilger - BE - 50	March 31, 2025	90-180 days	June 30, 2025	114/2024	4	96.61	17.39	114.00	Bajrang Engineers
Pilger - BE - 100	March 31, 2025	90-180 days	June 30, 2025	114/2024	1	27.54	4.96	32.50	Bajrang Engineers
Ultrasonic Testing System	March 29, 2025	4-5 months	July 29, 2025	EECI:UT:STL:04:2024:0081	1	21.60	3.89	25.49	Electronic & Engineering Co I Pvt Ltd Div: Pi Industries

Particulars	Date	Quotation Validity	Validity Date	Document No	Quantity	Cost	GST @18%	Total Cost	Vendor Names
Total Plant and Machinery Cost						**343.84**	**61.89**	**405.73**	

Capital expenditure towards expanding production capacity of welded tubes and pipes

Cost for civil and structural work, site development for manufacturing of welded pipe and tubes

Civil and structural work, site development for welded tubes and pipes includes supply structure price, civil work for building, civil work for compound wall, civil work for office building, labour quarter and erection. The costs in relation civil and structural work, site development for manufacturing of welded tubes and pipes under the Proposed Project is approximately ₹168.39 million. Breakup of the same is as follows:

Particulars	Description	Building Total Cost (in ₹ million)	Vendor Name
1.	Supply Structure Price	54.00	Navrang Steel Building System
2.	Civil Work for Building	48.60	
3.	Civil Work for Compound Wall	19.00	
4.	Civil Work for Office Building / Labour Quarter	18.60	
5.	Erection	2.50	
	Total Cost	142.70	
	GST @ 18 %	25.69	
	Total Cost	**168.39**	

Particulars	Details
Area in Sq Mts.	5,250.00 SQM (O/O OF FLOOR AREA)

Details building dimensions for welded pipe and tubes as per the Project Report are as follows:

Sr. No.	Particulars	Description
1.	Frame type	Clear span.
2.	Width (M)	1@30.000m o/o.of steel line.
3.	Length (M) (O/O steel Line)	175.000 m o/o of steel line
4.	Clear Height (M) From FFL	10.500 m clear ht.
5.	Width Module	As per drg
6.	Slope	1:10
7.	Bay Spacing in m	As per drg
8.	Type of End Frames	Half loaded rigid frame
9.	End wall Column Spacing	As per drg
10.	Bracing Type	For roof & wall rod bracing & pipe bracing
11.	Primary Members –Surface preparation	One coat of primer zink cromate or ink phosphate + 2 coat of synthetic enamel (total 100 microns) (paint make nerolac, asin ,berjer)
12.	Secondary member- surface preparation	96mm x48mm box pipe

Details of Roof Systems for welded pipe and tubes as per the Project Report are as follows:

Sr. No.	Particulars	Description
1.	Sheeting Profile	NR-32 -250 (PPGL)
2.	Thickness of sheet (TCT)	0.50 TCT
3.	Material of Construction	Colar coated galvalume (jsw ,bhushan, tata) az-150.
4.	Eave Gutter /Eave trim /valley Gutter	Color coated
5.	No. of Framed openings, size location	As per drawing
6.	Gutter	Eave gutter

Details of Wall System (Inside & Outside) for Stainless Steel Welded Tubes and U Tubes as per the Project Report are as follows:

Sr. No.	Particulars	Description
1.	Wall Cladding Profile	NW- 32–250 (PPGL)
2.	Thickness of sheet (TCT)	0.50 mm TCT

Sr. No.	Particulars	Description
3.	Material of construction	Colour coated Galvalume RMP, AZ150-GSM (JSW ,BHUSHAN, TATA)
4.	Downspout	Up to ffl
5.	No. Framed opening ,size ,location	As per drawing
6.	Brick wall height	3.0 m high brickwall above cladding as per proposal sketch

Cost for plant and equipment and utilities

Cost of plant, equipment and utility expansion of welded pipe and tubes as per the Project Report is summarized below:

Particulars	Date	Quotation Validity	Validity Date	Document No	Quantity	Cost (₹)	GST @18 %	Total Cost	Vendor Names
Tube Mill 220 M	March 29, 2025	-	July 31, 2025	MC/213/2024-25	1	61.12	11.00	72.12	Parth Equipment Ltd
Tube Mill 140 M	March 29, 2025	-	July 31, 2025	MC/213/2024-25	2	45.90	8.26	54.16	Parth Equipment Ltd
Tube Mill 65 M	March 29, 2025	-	July 31, 2025	MC/213/2024-25	3	28.27	5.09	33.36	Parth Equipment Ltd
Slitting Machine	March 30, 2025	120 days	July 28, 2025	QQ2019H096	1	25.61	4.61	30.22	Guangdong Quanqi Equipment Co.,ltd
Solution Annealing Furnace 12.70 to 219.08	March 30, 2025	4-5 months	July 30, 2025	-	1	9.65	1.74	11.39	Nikrol Therm
Compressor	March 30, 2025	-	July 31, 2025	AME/24-25/00322	1	0.56	0.10	0.66	Air Master Engineers
Pickling Bath 1 mtr X 1 mtr X 12 mtr	March 29, 2025	-	July 31, 2025	QO 6416	1	0.77	0.14	0.91	Arvind Anticor Ltd
1.3 mtr X 1.3 mtr X 8 mtr with duct	March 29, 2025	-	July 31, 2025	QO 6416	1	2.76	0.50	3.26	Arvind Anticor Ltd
1.3 mtr X 1.3 mtr X 8 mtr without duct	March 29, 2025	-	July 31, 2025	QO 6416	1	1.04	0.18	1.22	Arvind Anticor Ltd
1.3 mtr X 1.3 mtr X 8 mtr without duct with heating up to 90Deg	March 29, 2025	-	July 31, 2025	QO 6416	1	0.75	0.14	0.89	Arvind Anticor Ltd
Scrubber System of 25 HP	March 29, 2025	-	July 31, 2025	QO 6416	1	1.84	0.33	2.17	Arvind Anticor Ltd
Filter Press	March 29, 2025	4-5 months	July 29, 2025	Q07390	1	0.95	0.17	1.12	Amar Plastics
Eot Crane Double Girder 24 mtr span	March 30, 2025	-	July 31, 2025	109/R0/STL/2024	1	18.00	3.24	21.24	Alfa Engineers
Eot Crane Double Girder 24 mtr span	March 30, 2025	-	July 31, 2025	109/R0/STL/2024	1	5.40	0.97	6.37	Alfa Engineers

Particulars	Date	Quotation Validity	Validity Date	Document No	Quantity	Cost (₹)	GST @18 %	Total Cost	Vendor Names
Eot Crane Double Girder 24 mtr span	March 30, 2025	-	July 31, 2025	109/R0/STL/2024	1	26.46	4.76	31.22	Alfa Engineers
Eddy current tester 12.70 to 114.30	March 30, 2025	4-5 months	July 30, 2025	S-251/FTSSPX-OFF/QT/BSB/348	1	2.69	0.48	3.17	TechnoFour
Universal Tensile Machine*	March 30, 2025	-	July 31, 2025	FMI/QTN/24-25/2968	1	1.49	0.27	1.76	Fine Manufacturing Industries
PMI	March 29, 2025	16 – 20 weeks	July 31, 2025	Sigma/STL/251	1	1.25	0.23	1.48	Sigma Instruments
Microscope	March 31, 2025	-	July 31, 2025	BEPL-2024-2025-QUO-589	1	0.28	0.05	0.33	Banbros Engineering Pvt. Ltd.
Total Plant and Machinery Cost						**234.79**	**42.26**	**277.05**	

**Universal Tensile Machine (UTM) offer precise and consistent measurements of material properties, enable simultaneous performance of multiple tests to save time and resources, and facilitate the recording and analysis of extensive data to identify trends and optimize materials effectively.*

Contingency

A contingency provision is made at 5.00% of hard cost to cover the cost of unforeseen items. This contingency provision does not provide for any forward escalation and exchange rate variation. The contingency amount is envisaged to be ₹49.99 million.

Proposed Schedule of Implementation

The phase wise proposed implementation schedule for seamless section is as shown below.

Seamless manufacturing facility	Start Date	End Date
Basic & Detailed Engineering	September, 2024	December, 2024
Approvals and Clearances	October, 2024	December, 2025
Building and Civil Works	October, 2024	June, 2025
Ordering of Plant and Machinery	November, 2024	August, 2025
Receipt of Plant and Machinery	May, 2025	September, 2025
Erection of Plant and Machinery	September, 2025	November, 2025
Trail Runs and Commissioning	November ,2025	December, 2025
Commercial Production	January, 2026	

The phase wise proposed implementation schedule for welded section is as shown below.

Welded manufacturing facility	Start Date	End Date
Basic & Detailed Engineering	September, 2024	March, 2025
Approvals and Clearances	October, 2024	June, 2025
Building and Civil Works	June, 2025	November, 2025
Ordering of Plant and Machinery	June, 2025	July, 2025
Receipt of Plant and Machinery	August, 2025	November, 2025
Erection of Plant and Machinery	November, 2025	January, 2026
Trail Runs and Commissioning	January, 2026	March, 2026
Commercial Production	March, 2026	

Further as on the date of this Red Herring Prospectus there has been no delay in the implementation of the proposed schedule.

Certain confirmations

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. In accordance with the terms of certain quotations obtained by our Company, the prices in relation to the plant and machinery may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor, prices of the raw materials or policy changes. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management.

Our Promoter, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed construction of building and civil works, acquisition of plant and machinery, or in the entities from whom we have obtained quotations in relation to such activities.

Statutory approvals for expansion of seamless tubes and pipes

Since its an expansion of existing manufacturing facility, our Company has initial permissions and approvals for power and water supply. Further our Company is required to have below mentioned statutory approvals in relation to the Proposed Project of seamless tubes and pipes, as certified by Dun & Bradstreet Information Services India Limited pursuant to the Project Report. Details of government and other approvals in relation to the proposed expansion of seamless tubes and pip are as follow:

Sr. No	Statutory License/ Registration/ Approvals	Authority	Stage at which approvals are required	Present Status
1.	Pollution Control-Consent to establish (CTE)	Gujarat Pollution Control Board, Gandhinagar	Before the commissioning of the factory operations	Received: GPCB/CCA – MH – 462(1)/ID – 23891/ dated 7th January 2025
2.	Factory License	Directorate Industrial Safety and Health, Gujarat State	Before the commissioning of the factory operations	Pending
3.	Pollution Control-Consent to operate	Gujarat Pollution Control Board, Gandhinagar	To be applied after receipt of CTE and completion of civil work	Pending

Civil work has not yet commenced as of the date of this Red Herring Prospectus and accordingly, no approvals are required to be obtained as of such date. Our Company will file necessary applications with the relevant authorities for obtaining all final approvals as applicable, at the relevant stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

Statutory approvals for expansion of welded tubes and pipes

As on the date of this Red Herring Prospectus, our Company our Company is required to have the below mentioned statutory approvals, as certified by Dun & Bradstreet Information Services India Limited pursuant to the Project Report. Details of government and other approvals in relation to the proposed expansion of welded tubes and pipe are as follows*:*

Sr. No	Statutory License/ Registration/ Approvals	Authority	Stage at which approvals are required	Present Status
1	Power Supply Approval	Uttar Gujarat Vij Company Limited	Routine Approval	Received via SR number 12405778 dated September 21, 2024
2	Factory License	Directorate Industrial Safety and Health, Gujarat State	Before the commissioning of the factory operations	Pending
3	Pollution Control-Consent to establish (CTE)	Gujarat Pollution Control Board, Gandhinagar	Before the commissioning of the factory operations	Received: GPCB/MEH/CCA-3326/ID-111719/6937 dated October 01, 2024
4	Pollution Control-Consent to operate	Gujarat Pollution Control Board, Gandhinagar	To be applied after receipt of CTE and completion of civil work	Pending
5	PESO Licence	Petroleum and Explosives Safety Organization	After the commissioning of the project	Pending
6	Certificate or use of Boiler/ Pressure vessel testing certificate	Office of the Director of Boiler, Gujarat State under Indian Boiler Regulation, 1950	After the commissioning of the project	Pending

Our Company will file necessary applications with the relevant authorities for obtaining all final approvals as applicable, at the relevant stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

2. Funding the part incremental working capital requirements of our Company

As of December 31, 2024, our Company's outstanding working capital facility in the form of short-term borrowings was ₹ 1,186.16 million. For further details, see "*Financial Indebtedness*" on page 324. We propose to utilise up to ₹ 590.00 million and ₹ 1,100 million (cumulative) from the Net Proceeds to fund the working capital requirements of our Company in Financial Year 2026 and Financial Year 2027 respectively.

Basis of estimation of working capital requirement and estimated working capital requirements

(a) Existing working capital

Our Company's existing working capital requirements based on the Restated Financial Statements along with sources of funding is as stated below:

(in ₹ million)

Particulars	Amount as on December 31, 2024	Amount as on March 31, 2024	Amount as on March 31, 2023	Amount as on March 31, 2022
I. Current Assets:				
a) Inventories:	1335.93	1,119.37	994.92	625.61
i) Raw materials	115.2	72.78	183.81	162.89
ii) Finished goods	231.62	335.33	155.69	67.41
iii) Stock in Process	989.11	711.26	655.42	395.31
b) Trade Receivables	1080.51	893.38	515.58	353.27
c) Other Financial and Current Assets	633.88	247.85	129.02	24.76
Total Current Assets (A)	3050.32	2260.60	1,639.52	1,003.64
II. Current Liabilities:				
a) Trade Payables	682.76	539.22	474.62	86.85
b) Other Financial and Current Liabilities	133.47	89.59	53.59	18.46
Total Current Liabilities (B)	816.23	628.81	528.21	105.31
III. Net Working Capital Requirements (A)-(B)	**2234.09**	1,631.79	1,111.31	898.33
IV. Funding Pattern:				
a) Borrowings	1514.87	1,451.79	954.65	716.63
b) Internal Accrual	719.22	180.00	156.66	181.70
Total	**2,234.09**	**1,631.79**	**1,111.31**	**898.33**

Note: As certified by our Statutory Auditors, by way of their certificate dated May 22, 2025. See "Material Contracts and Documents for Inspection – Material Documents" on page 416

(b) **Future working capital requirements**

Our Company operates in a working capital-intensive industry. The Table below showcases the peer average for the following:

Sr. No.	Particular	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
1	Peers' Average Inventory Days	N/A	149	154	180
2	Peers' Average Receivable Days	N/A	64	72	65
3	Peers' Average Payable Days	N/A	60	61	56
4	Peers' Average Working Capital Days	N/A	153	166	189

Source: CRISIL

Note:
(1) Peers' average inventory days is calculated as Sum of inventories of all peers divided by the sum of costs of goods sold for all peers multiplied by 365 days
(2) Peers' average receivable days calculated as Sum of receivables of all peers divided by the sum of revenues from operations for all peers multiplied by 365 days
(3) Peers' average payable days calculated as Sum of payables of all peers divided by the sum of costs of goods sold for all peers multiplied by 365 days
(4) Peers' average working capital days calculated as Sum of peers' average inventory days and peers' average receivable days minus peers' average payable days.

For Peer Average the following Peers are considered Ratnamani Metals and Tubes Limited, Venus Pipes and Tubes Limited, Welspun Specialty Solutions Limited and Suraj Limited.

The production cycle of stainless steel seamless and welded tubes and pipes segments is inherently long and complex due to the intricate manufacturing processes involved, such as hot piercing, cold drawing, welding, and finishing operations. For further details please see "*Our Business - Our Manufacturing Process" on page 205 of Red Herring Prospectus*. Additionally, to ensure timely delivery, raw material procurement plays a crucial role, as any delays in securing desired stainless steel can further prolong the production cycle. Furthermore, third-party audits conducted by customers before dispatch extend the process even further. These audits, often thorough and stringent, are designed to ensure compliance with quality, safety, and performance standards, adding additional layers of inspection and potential rework. As a result, the combination of a lengthy production process, the need for timely raw material sourcing, and mandatory customer audits before dispatch increases the working capital requirement, tying up resources in raw material, stock in process and finished goods for a longer period before revenue can be realized.

Currently we fund our working capital requirements in the ordinary course of business primarily through utilization of a combination of loans from financial institutions, internal accruals, and unsecured loans. These funding sources have been instrumental in supporting our operational needs. For further details on parameters disclosed to banks for obtaining the working capital funding and comparative table for the proposed working capital requirement, please see "*Our Business - Our Competitive Strengths – Consistent Financial Performance" on page of 198 of this Red Herring Prospectus*

Our Company has capacity of 10,068MT per annum for manufacturing of stainless-steel seamless tubes and pipes and 1,020MT per annum for the manufacturing of stainless-steel welded tubes and pipes. Further our Company has backward integration facility of manufacturing mother hollow of 20,000 MT Per annum for manufacturing stainless steel seamless tubes and pipes. With excess backward integration capacity available, our company proposes to expand the capacity of seamless tubes and pipes by 10,000 MT per annum aggregating to 20,068 MT per annum. Furthermore, company has proposed to expand its welded tubes and pipes capacity by 12130 MT per annum aggregating to 13150 MT per annum.

As our Company plans to expand production capabilities, additional working capital may be required. To maintain a healthy balance sheet and optimize the debt-equity ratio as compared to peer average N/A for nine months period ended on December 31, 2024 and 0.16 for Fiscal 2024 (Source: CRISIL), our Company proposes to partly fund the incremental working capital requirement through the proposed issue.

On consideration of the loan(s) availed by our Company in the preceding three Fiscals, the following is the debt to equity ratio of our Company:

(*in ₹ million*)

Particulars	**December 31, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Total Debt	2,021.64	2,026.63	1,393.08	1,098.95
Net Worth	1,435.46	636.12	453.11	349.78
Debt / Equity	1.41	3.19	3.06	3.14

On the basis of our existing working capital requirements and the estimated working capital requirements, our Board, pursuant to their resolution dated May 22, 2025 has approved the projected

working capital requirements for Financial Years 2026 and 2027 and the proposed funding of such working capital requirements as stated below:

(*in ₹ million*)

Particulars	March 31, 2025	March 31, 2026	March 31, 2027
I. Current Assets:			
a) Inventories:	1,474.88	1858.78	2,416.18
i) Raw materials	284.29	364.39	470.55
ii) Finished goods	284.70	376.72	519.27
iii) Stock in Process	905.89	1,117.67	1,426.36
b) Trade Receivables	1,015.94	1,291.91	1,676.45
c)Other Financial and Current Assets	112.94	152.80	142.11
Total Current Assets (A)	2603.75	3,303.48	4,234.74
II. Current Liabilities:			
a) Trade Payables	426.43	546.59	705.83
b) Other Financial and Current Liabilities	32.80	49.27	71.21
Total Current Liabilities (B)	459.24	595.86	777.04
III. Net Working Capital Requirements (A)-(B)*	**2144.51**	**2,707.62**	**3,457.71**
IV. Funding Pattern:			
a) Borrowings	1,524.26	1,490.27	1485.32
b) Internal Accrual / Equity	620.25	627.35	872.39
c) Amount proposed to be utilised from Net Proceeds	-	590.00	1,100.00
Total	**2,144.51**	**2,707.62**	**3,457.71**

**cumulative working capital requirement*

Note: As certified by our Statutory Auditors by way of their certificate dated May 22, 2025. See "Material Contracts and Documents for Inspection – Material Documents" on page 416.

For further details, please see *"Risk Factors- Our business involves prolonged working capital days and an extended cash conversion cycle. If we are unable to anticipate and respond to changes in market demands and customer preferences in a timely and efficient manner, our business, results of operations, cash flows and financial condition may be adversely affected"* on page 38.

(c) Holding levels and justifications for holding period

The table below contains the details of the holding levels and justifications for holding period levels on the basis of restated financial statements of our Company and the assumptions based on which the working plan projections has been made and approved by our Board of Directors in its meeting held on May 22, 2025. Further the details of the last three-year data were same as disclosed to banks or financial institutions.

Particulars		Number of Days					
	March 31, 2022	March 31, 2023	March 31, 2024	December 31, 2024^	March 31, 2025	March 31, 2026	March 31, 2027
	Actuals	Actuals	Actuals	Actuals	Estimated	Estimated	Estimated
Inventories:	142	171	156	147	162	164	167
Raw materials	37	32	10	13	31	32	33
Finished goods	15	27	47	26	31	33	36
Stock in Process	90	113	99	109	100	99	99
Trade Receivables	66	62	82	81	75	75	75
Other Financial and Current Assets	6	22	35	70	12	14	10
Trade Payables	20	81	75	75	47	48	49
Other Financial and Current Liabilities	4	9	12	15	4	4	5
Peers' Average Inventory Days	180	154	149	NA*	NA*	NA*	NA*
Peers' Average Receivable Days	65	72	64	NA*	NA*	NA*	NA*
Peers' Average Payable Days	56	61	60	NA*	NA*	NA*	NA*
Peers' Average Working Capital Days	189	166	153	NA*	NA*	NA*	NA*

Note: As certified by our Statutory Auditors by way of their certificate dated May 22, 2025.

1. *Inventory days: closing balance of inventory or raw materials or finished goods or stock in process / cost of goods sold * 365*
2. *Trade Receivable days: closing balance of trade receivables for that period / revenue from operations * 365*
3. *Other financial and current assets days: closing balance of other financial and other current assets (including cash and cash equivalents and other bank balances) / cost of goods sold * 365*
4. *Trade payable days: closing balance of trade payables / cost of goods sold * 365*
5. *Other financial and current liabilities days: closing balance of other financial and other current liabilities (including provisions) / cost of goods sold * 365*
6. *Cost of Good sold is calculated as aggregate of Cost of raw materials and components consumed and Changes in inventories of finished goods and work in progress*
7. *Peers' average inventory days is calculated as Sum of inventories of all peers divided by the sum of costs of goods sold for all peers multiplied by 365 days*
8. *Peers' average receivable days calculated as Sum of receivables of all peers divided by the sum of revenues from operations for all peers multiplied by 365 days*
9. *Peers' average payable days calculated as Sum of payables of all peers divided by the sum of costs of goods sold for all peers multiplied by 365 days.*

10. Peers' average working capital days calculated as Sum of peers' average inventory days and peers' average receivable days minus peers' average payable days

**NA – Not Applicable as the future projections for peers are not available.*

^ Shall mean a period of 270 days

For calculating peer averages, the following companies are considered: Ratnamani Metals and Tubes Limited, Venus Pipes and Tubes Limited, Welspun Specialty Solutions Limited, and Suraj Limited.

Justification for holding period levels

The industry in which we operate is characterized by a longer production cycle, and our inventory days are consistent with the average of our industry peers as mentioned in the below table.

The Table below showcases the peer average for the following:

Sr. No.	Particular	December 31, 2024^	Fiscal 2024	Fiscal 2023	Fiscal 2022
1	Scoda Tubes Limited's Inventory Days	147	156	171	142
2	Peers' Average Inventory Days	N/A	149	154	180

Source: CRISIL

Note:

^ Shall mean a period of 270 days

(1) For Peer Average the following Peers are considered Ratnamani Metals and Tubes Limited, Venus Pipes and Tubes Limited, Welspun Specialty Solutions Limited and Suraj Limited.

Consequently, the elevated inventory days can be attributed to the prolonged production cycle, resulting in higher work-in-progress and finished goods days required to support the production pipeline and maintain a seamless manufacturing process.

S. No.	Particulars	Assumptions
1.	Inventories	**Overall Inventory:** Our business model, as evidenced by the data above, remains inventory focused in a production-driven business environment. In the fiscal year ended 2022, 2023 and 2024 and nine month period ended December 31, 2024, our overall inventory days stood at 142, 171, 156 and 147 respectively. Our focus largely was on the manufacturing of seamless tubes and pipes segment to capitalise on the investment done in backward integration of our mother hollow production and excess mother hollow produced was sold directly. Our Company estimates the overall inventory days in the fiscals 2025, 2026 & 2027, to be slightly higher at 162, 164 & 167 respectively. This can be attributed to the change in the business-mix by laying more emphasis on the welded and seamless product segment, which results in a higher inventory cycle, while scaling the production of mother hollow for the purpose of captive consumption. **Raw Material:** Our Company's strategy to sell mother hollow pipes & tubes, alongside the faster conversion of raw materials to semi-finished or mother hollow pipes & tubes, resulted in a reduction in its raw material days in the fiscal year 2024, registering 10 days, as compared to fiscals of 2022 and 2023, which recorded 37 and 32 days respectively. The raw material days in the nine months period ended December 31, 2024 stood at 13 days. However, with the change in the business mix, we anticipate the raw material cycle to return to usual. With the future estimates for fiscals 2025, 2026 and 2027, indicating 31, 32 & 33 days respectively. **Finished Goods:** In line with the above-mentioned strategy involving the conversion of raw materials to finished mother pipes & tubes, the finished goods inventory days stood at 47 for the fiscal year 2024, while

S. No.	Particulars	Assumptions
		for the fiscals 2022, 2023, it stood at 15 and 27 days respectively. The finished goods inventory days stood at 26 days in the nine months period ended December 31, 2024 The future estimates for the fiscals of 2025, 2026 & 2027, for the finished goods inventory, with the change in the business mix is anticipated to be at the level of 31, 33 & 36 days. **Stock in Process:** The stock in process days stand at 90, 113 & 99 days for the fiscals 2022, 2023 & 2024 respectively while the stock in process days for the nine months period ended December 31, 2024 stands at 109 days. The estimated future days for the fiscals 2025, 2026 & 2027, largely align at 100, 99 & 99 respectively
2.	Trade Receivables	Our current customer base is well-diversified, encompassing a balanced mix of stockists, engineering, EPC and industrial companies in domestic and overseas market. The receivable days currently sit at 66, 62, 82 and 81 days for the fiscals 2022, 2023, 2024 and nine months period ended December 31, 2024 respectively, and on an average stand at ~72 days. The trade receivable cycle for our Company is primarily influenced by the credit period provided to our customers. Our company estimates the trade receivable cycle to be around 75 days in Fiscal 2025, 2026 and 2027, considering the increased reliance on stockist, export sales and engineering, EPC and industrial companies.
3.	Other Financial and Current Assets	Other financial and current assets largely constitute fixed deposit which is held as margin money for borrowings. Considering the increase in borrowings in fiscal 2023, 2024 and nine month period ended December 31, 2024, the other financial and current assets stood at 22, 35 and 70 respectively compared to 6 for the fiscal 2022. Our Company estimates the borrowing to either remain at same level or experience a reduction and therefore, the fixed deposit margin may correspondingly, remain the same or diminish on increased operation. Thus, our Company estimates the other financial and current assets to be at 12, 14 & 10 days in the fiscals 2025, 2026 & 2027 respectively.
4.	Trade Payables	The seamless segment deploys stainless steel round bars as its raw material, while the welded segment utilizes stainless steel coils. The past three fiscals and nine-month period ended December 31, 2024 depict a significant influence of the seamless segment on the trade payables which dominated the payable days, which stood at 20, 81, 75 and 75 for the fiscals 2022, 2023, 2024 and nine month period ended December 31, 2024 respectively. Based on the past three fiscal years, the average days of trade payables for our vendors/suppliers have remained relatively higher primarily due to the tight working capital, combined with the credit terms extended to our company. Furthermore, the trade payable days assessed for the fiscals, 2025, 2026 & 2027, stand at 47, 48 & 49 days respectively, which is estimated to be lower than Fiscal 2023 and 2024 and nine month ended on December 31, 2024 due to the alteration in the business mix with an additional focus on the welded segment, which contributes to lower trade payable days and also to have better price negotiation for the raw material purchase.
5.	Other Financial and Current Liabilities	Other financial and current liabilities consist of provision for taxation, interest accrued on borrowings, advance from customers, statutory dues and other payables. Our other financial and current liabilities for fiscal years 2025, 2026, and 2027 is largely to be in consonance with the previous years and is estimated to be at to 4, 4, and 5, days respectively.

Note: As certified by our Statutory Auditor, by way of their certificate dated May 22, 2025 See "Material Contracts and Documents for Inspection – Material Documents" on page 416.

3. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds, aggregating to ₹ [●] million, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the Gross Proceeds of the Issue and the proceeds from the Pre-IPO Placement, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include, without limitation, business development initiatives, meeting any expense including rent, administration costs, insurance premiums, payment of taxes and duties, inorganic opportunities and similar other expenses incurred in the ordinary course of our business any of the other Objects, payment of liabilities or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

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

Interim use of Net Proceeds

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

Bridge Financing Facilities

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

Issue Expenses

The total Issue related expenses are estimated to be approximately ₹ [●] million. The Issue related expenses primarily include fees payable to the BRLM and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Banks' fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The break-up for the estimated Issue expenses is set forth below:

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds[#]
Fees payable to the BRLM (including underwriting commissions, brokerage and selling commission)	[●]	[●]	[●]
Commission/ processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Issue. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs [(2)(3)(4)(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Issue	[●]	[●]	[●]

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Issue expenses	As a % of the total Gross Issue Proceeds[#]
Fees payable to the Regulators including Stock Exchanges and other regulatory expenses	[●]	[●]	[●]
Fees payable to the other advisors to the Issue	[●]	[●]	[●]
Statutory Auditors, for issuing the Restated Financial Information, for providing the statement of special direct and indirect tax benefits available to our Company and to our Shareholders, and to verify the details and provided certifications with respect to certain information included in the DRHP	[●]	[●]	[●]
Industry Report provider for preparing the industry report, commissioned and paid for by our Company	[●]	[●]	[●]
Others	[●]	[●]	[●]
1. Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
2. Printing and distribution of issue stationery	[●]	[●]	[●]
3. Advertising and marketing expenses	[●]	[●]	[●]
4. Fee payable to legal counsel	[●]	[●]	[●]
5. Insurance in connection with the Issue	[●]	[●]	[●]
6. Miscellaneous	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	[●]	[●]

**Issue expenses includes taxes, wherever applicable. The Pre-IPO Placement expenses are not included in the Issue expenses above as such expenses aggregating to ₹ 18.71 million were paid out of the Pre-IPO Proceeds. Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses are estimates and are subject to change.*

[#]For the calculation of percentage of total issue size, proceeds from the Pre-IPO Placement have also been taken into consideration.

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

Portion for Retail Individual Investors*	0.30% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	0.15% of the Amount Allotted (plus applicable taxes)

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

Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. No additional uploading/processing charges shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.

1. *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for Retail Individual Investors*	₹ 10.00 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Investors*	₹ 10.00 per valid Bid cum Application Form (plus applicable taxes)

**Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Bidders with bids above ₹ 0.50 million would be ₹ 10.00 plus applicable taxes, per valid application.*

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed ₹ 3.00 million (plus applicable taxes) and in case if the total processing fees exceeds ₹ 3.00 million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Investors (ii) Non-Institutional Investors, as applicable.

2. *Selling commission on the portion for Retail Individual Investors (up to ₹0.20 million) and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:*

*Portion for Retail Individual Investors**	*0.30 % of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*0.15 % of the Amount Allotted (plus applicable taxes)*

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

The Selling commission payable to the Syndicate / Sub-Syndicate Members will be determined

(i) for Retail Individual Investors and Non-Institutional Bidders (up to ₹0.50 million), on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member, and;

(ii) for Non-Institutional Investors (above ₹0.50 million), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹ 10.00 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members).

Notwithstanding anything contained above the total uploading charges payable under this clause will not exceed ₹ 1.50 million (plus applicable taxes) and in case if the total uploading charges exceeds ₹ 1.50 million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Bidders and (ii) Non-Institutional Bidders.

Selling commission/ uploading charges payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

*Portion for Retail Individual Investors**	*₹ 10.00 per valid application (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*₹ 10.00 per valid application (plus applicable taxes)*

** Based on valid applications*

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

Notwithstanding anything contained above, the total selling commission/ uploading charges payable under this clause will not exceed ₹ 0.50 million (plus applicable taxes) and in case if the total uploading charges

exceeds ₹ 0.50 million (plus applicable taxes) then selling commission/ uploading charges will be paid on pro-rata basis for portion of (i) Retail Individual Bidders; and (ii) Non-Institutional Bidders, as applicable. Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate (including their sub syndicate members)/ RTAs / CDPs / Registered Brokers	*₹ 30.00 per valid application (plus applicable taxes) The total uploading charges / processing fees payable under this clause to members of the Syndicate, RTAs, CDPs, will be subject to a maximum cap of ₹ 10.00 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 10.00 million, then the amount payable to members of the Syndicate, RTAs, CDPs, would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 3.00 million.*
Axis Bank Limited	*₹Nil/- per valid Bid cum Application Form up to 0.07 million of UPI application (plus applicable taxes)* *On or above 0.07 million UPI application forms would be charged ₹6.50 plus applicable taxes.* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*
HDFC Bank	*₹ Nil per valid Bid cum Application Form up to 0.4 million of UPI application (plus applicable taxes)* *On or above 0.4 million UPI application forms would be charged ₹6.50 plus applicable taxes.* *The Sponsor Bank(s) shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

Pursuant to SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹ 0.50 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Retail Individual Investor and Non-Institutional Investor Bids up to ₹ 0.50 million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI ICDR Master Circular.

Monitoring Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing this Red Herring Prospectus with the RoC, we have appointed a monitoring agency to monitor the utilization of the Gross Proceeds and unutilised Pre-IPO Proceeds. Our Audit Committee and the Monitoring Agency will monitor the utilisation

of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency upon receipt before the Audit Committee without any delay.

Our Company will disclose the utilisation of the Gross Proceeds, including interim use, under a separate head in our balance sheet for such fiscals as required under applicable law, specifying the purposes for which the Gross Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such unutilised Gross Proceeds. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. Additionally, the Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only till such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditors of our Company. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement including deviations, if any, in the utilization of the Gross Proceeds of the Issue from the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Directors' report, after placing the same before the Audit Committee. We will disclose the utilization of the Gross Proceeds under a separate head along with details in our balance sheet(s) until such time as the Gross Proceeds remain unutilized clearly specifying the purpose for which such Gross Proceeds have been utilized. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of the Gross Proceeds in a Fiscal, we will utilize such unutilized amount in the next Fiscal.

Our Company will disclose the utilisation of the Gross Proceeds, including interim use, under a separate head in our balance sheet for such financial years as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial years, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any. Our Company will indicate investments, if any, of unutilised Gross Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

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

Variation in Objects

In accordance with Section 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects of the Issue, unless our Company is authorised to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Shareholders' Meeting Notice**") shall specify the prescribed details, provide Shareholders with the facility to vote by electronic means and shall be published in accordance with the Companies Act, 2013 read with the relevant rules.

The Shareholders' Meeting Notice shall simultaneously be published in the newspapers, one in English and one in Hindi (Hindi also being the regional language of the jurisdiction where our Registered and Corporate Office is situated). Our Promoters will be required to provide an exit opportunity to the Shareholders who

do not agree to such proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Regulation 59 and Schedule XX of the SEBI ICDR Regulations.

Appraising agency

None of the Objects require appraisal form, or have been appraised by, any bank/ financial institutions/ any other agency, in accordance with applicable laws.

Other confirmations

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

BASIS OF ISSUE PRICE

The Price Band, Floor Price and Issue Price will be determined by our Company in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares issue through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is [●] times the face value of Equity Shares and Cap Price is [●] times the face value of Equity Shares.

Investors should also refer to the sections "***Risk Factors***", "***Our Business***", "***Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 31, 192, 254 and 306 respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that some of the qualitative factors and our strengths which form the basis for computing the Issue Price are as follows:

- Specialised production of Stainless-Steel tubes and pipes;
- International Accreditations and product approvals;
- Customer Diversification and International Presence
- Extensive and Effective Quality Control
- Strategic location of Manufacturing Facility and fully integrated production
- Experienced and Qualified Team
- Consistent Financial Performance

For further details, please see "***Our Business – Our Competitive Strengths***" on page 195.

Quantitative Factors

Certain information presented in this section relating to our Company is based on and derived from the Restated Financial Information. For details, see "***Financial Information***" beginning on page 254.

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

1. Basic and diluted earnings per Share ("EPS"), as adjusted for changes in capital

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year ended March 31, 2024	4.60	4.60	3
Financial Year ended March 31, 2023	2.60	2.60	2
Financial Year ended March 31, 2022	0.72	0.72	1
Weighted Average EPS	**3.28**	**3.28**	**-**
Nine months period ended December 31, 2024^	6.08	6.08	

^Not annualised

Notes:

i. *Basic EPS (₹) = Basic earnings per share calculated by dividing the Restated Profit for the year by the weighted average number of Equity Shares outstanding during the year, after considering impact of bonus issuance retrospectively, for all periods presented. Not annualised for nine months period ended December 31, 2024.*

ii. *Diluted EPS (₹) = Diluted earnings per share is calculated by dividing the Restated Profit for the year by the weighted average number of equity Shares during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding at the year end, if any and after considering impact of bonus issuance retrospectively, for all periods presented. Not annualised for nine months period ended December 31, 2024.*

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

iv. *Subsequent to March 31, 2024, our Company has issued Bonus Shares in the proportion of 30 Equity Shares for every 1 Equity Share held by the shareholders pursuant to resolution dated July 12, 2024*

and hence the number of equity shares outstanding for each of the three years considered above has been adjusted for the Bonus issue retrospectively for all the periods presented.

v. *The above statements and tables should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Restated Financial Statements.*

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

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of Price Band (number of times) *	P/E at the higher end of Price Band (number of times) *
Based on Basic and Diluted EPS for the Financial Year ended March 31, 2024	[●]	[●]

**To be computed after finalization of price band*

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest, the lowest and the industry average P/E ratio are set forth below:

Particulars	P/E Ratio	Name of Company	Face value of Equity Shares (₹)
Highest	34.79	Suraj Limited	10.00
Lowest	27.15	Welspun Specialty Solutions Limited	6.00
Average	30.97		

Notes:

i. *The industry high and low has been considered from the peers set provided later in this chapter. The industry average has been calculated as the arithmetic average of P/E of the industry peers set disclosed in this section. For further details, see para 6 below – "**Comparison of Accounting Ratios with Listed Industry Peers**" on page 144.*

ii. *The industry P/E ratio mentioned above is based on earnings for the financial year ended on March 31, 2024 and market price on May 20, 2025.*

4. Return on Net Worth ("RoNW")

Fiscal / Period Ended	RoNW %	Weight
March 31, 2024	28.77%	3
March 31, 2023	22.81%	2
March 31, 2022	4.68%	1
Weighted Average	**22.77%**	-
Nine months period ended December 31, 2024^	17.36%	

^Not annualised

Notes:

1. *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*
2. *Return on Net Worth means the net profit after tax attributable to owners of our Company, as restated divided by restated net worth at the end of the year/period.*
3. *Net Worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

5. Net Asset Value per Equity Share of face value of ₹ 10 each, as adjusted for changes in capital.

Period	NAV (₹)
As on nine month ended December 31, 2024	32.48
As on March 31, 2024	15.99
After the completion of the Issue	At Floor Price: [●]

Period	NAV (₹)
	At Cap Price: [●]
Issue Price	[●]

Notes:

i. *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*

ii. *Net assets value per share (in ₹): Net Asset Value per Share represents Net worth divided by the numbers of shares outstanding at the end of year.*

iii. *Subsequent to March 31, 2024, our Company has issued Bonus Shares in the proportion of 30 Equity Shares for every 1 Equity Share held by the shareholders pursuant to resolution dated July 12, 2024 and NAV per Equity Share disclosed above has been adjusted for the Bonus issue.*

6. Comparison of accounting ratios with listed industry peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company:

Name of the Company	Market Price	Face Value	Revenue from Operations (₹ mn)	Basic EPS[1]	Diluted EPS[1]	P/E[2]	Return on Networth (%)[3]	NAV per Equity Share (₹)[4]	Consolidated or standalone
Scoda Tubes Limited	-	10.00	3,998.61	4.60	4.60	-	28.77%	15.99	Standalone
Ratnamani Metals & Tubes Limited	2,847.35	2.00	50,590.90	89.18	89.18	31.93	19.90%	448.07	Consolidated
Venus Pipes & Tubes Limited	1,303.60	10.00	8,021.98	42.36	42.36	30.77	21.17%	200.05	Standalone
Welspun Specialty Solutions Limited	32.04	6.00	6,966.70	1.18	1.18	27.15	67.11%	1.76	Standalone
Suraj Limited	407.75	10.00	3,306.65	11.72	11.72	34.79	17.57%	66.74	Consolidated

Source:

The financial information for our Company is based on the Restated Financial Statements as at and for the financial year ended March 31, 2024.

The financial information for listed industry peers mentioned above is sourced from the financial statements of the respective company for the financial year ended March 31, 2024 submitted to the Stock Exchanges and Markert Price is Closing market Price as on May 20, 2025 on BSE .

Notes:

1. *Basic EPS and Diluted EPS refer to the Basic EPS and Diluted EPS sourced from the financial statements of the respective company.*
2. *P/E Ratio has been computed based on the closing market price of equity shares on BSE on May 20,* 2025*, divided by the Basic EPS provided.*
3. *Return on Net Worth for equity shareholders (%) (RONW) = Profit for the year divided by total net worth. Net worth means equity share capital plus other equity*
4. *For listed peers, NAV is computed as equity attributable to owners (total equity) divided by the number of equity shares outstanding at the end of the year.*
5. *Subsequent to March 31, 2024, our Company has issued Bonus Shares in the proportion of 30 Equity Shares for every 1 Equity Share held by the shareholders pursuant to resolution dated July 12, 2024 and NAV per Equity Share disclosed above has been adjusted for the Bonus issue.*

7. Key Performance Indicators ("KPIs")

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

Our Company considers that the KPIs set forth below are the ones that may have a bearing for arriving at the basis for the Issue Price. The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated May 22, 2025. Further, the members of our 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 prior to the date of filing of this Red Herring Prospectus. Further, the KPIs disclosed herein have been certified by our Statutory Auditors, by their certificate dated May 22, 2025.

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "*Our Business*", and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on pages 192 and 306 respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of Directors of our Company), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (b) complete utilisation of the proceeds of the Issue as disclosed in "*Objects of the Issue*" on page 115, or for such other duration as may be required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below. We have also described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 1.

Details of our KPIs as at for the nine months period ended December 31, 2024 and for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022

Sr. No.	Particulars	As of and for the nine months period ended December 31, 2024	As of and for the Fiscal		
			2024	2023	2022
1	Revenue from operations (₹ million)	3,611.71	3,998.61	3,051.28	1,940.28
2	Growth in Revenue from Operations (%)	NA	31.05%	57.26%	83.21
3	EBITDA (₹ million)	606.28	587.91	347.84	99.89
4	EBITDA Margin (%)	16.79%	14.70%	11.40%	5.15%
5	EBIT (₹ million)	472.57	424.04	233.07	84.60
6	EBIT Margin (%)	13.08%	10.60%	7.64%	4.36%
7	Profit After Tax (₹ million)	249.14	183.00	103.36	16.36
8	Profit After Tax Margin (%)	6.90%	4.58%	3.39%	0.84%
9	RoE (%)	17.36%	28.77%	22.81%	4.68%
10	RoCE (%)	13.67%	15.92%	12.62%	5.84%
11	Fixed Asset Turnover (x)	4.16	4.90	4.91	4.30
12	EBITDA/Tonne	61,535.51	65,009.63	57,791.46	23,240.62
13	Realization/Tonne	366,577.21	442,156.35	506,951.29	451,429.58
14	Seamless Products Installed Capacity (Tonnes)	10,068	10,068	6,540	4,410
15	Welded Products Installed Capacity (Tonnes)	1,020	1,020	1,020	1,020
16	Production Seamless Products (Tonnes)	7,954	7,165	6,061	3,905
17	Production Welded Products (Tonnes)	86	39	123	463
18	Utilization rate Seamless Products (%)	79.01%	71.17%	92.68%	88.55%
19	Utilization rate Welded Products (%)	8.46%	3.82%	12.06%	45.39%

Notes:

i. Revenue from Operations means the revenue from operations as appearing in the Financial Information.

ii. *Growth in revenue from operations (%) is calculated as a percentage of revenue from operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by revenue from operations of the preceding period/year.*
iii. *EBITDA is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income.*
iv. *EBITDA Margin (%) is computed as EBITDA divided by revenue from operations.*
v. *EBIT is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other Income.*
vi. *EBIT Margin (%) is computed as EBIT divided by revenue from operations.*
vii. *Profit after Tax means profit / (loss) for the year as appearing in the Financial Information.*
viii. *Profit after Tax Margin refers to the percentage margin derived by dividing profit after tax by revenue from operations.*
ix. *Return on Equity refers to the profit for the year/period attributable to equity shareholders of our Company divided by total Equity for the year/period.*
x. *Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Earnings before interest and tax is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other income. Capital Employed is calculated as total equity plus total borrowings*
xi. *Fixed Asset Turnover is calculated as revenue from operations divided by fixed assets. Fixed asset shall mean aggregate of property, Plant and Equipment, CWIP and Intangible assets.*
xii. *EBITDA/Tonne is calculated as EBITDA divided by total tonnes sold.*
xiii. *Realization/Tonne is calculated as revenue from operations divided by total tonnes sold.*
xiv. *Utilization rate (%) is calculated as Production (tonnes) divided by Capacity (tonnes).*
xv. *NA implies Not Applicable*

Explanation for the Key Performance Indicators

KPI	Explanation
Revenue from operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
Growth in revenue from operations (%)	Growth in Revenue from Operations provides information regarding the growth of the business for the respective period.
EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses less other income and excluding exceptional items. EBITDA provides information regarding operational profitability and efficiency of our Company.
EBITDA Margin (%)	EBITDA Margin (%) is computed as EBITDA divided by revenue from operations. This metric helps in benchmarking the operating profitability against the historical performance of our Company.
EBIT	Earnings before interest and tax is calculated as the restated profit for the period or year plus tax expense and finance cost less other income and excluding exceptional items.
EBIT Margin (%)	EBIT Margin (%) helps in keeping track of the operational efficiency of our company after the depreciation and amortization expenses calculated as EBIT as a percentage of revenue from operations.
Profit/ (Loss) after tax	The amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
Profit/ (Loss) after tax margin (%)	Percentage of the amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
RoE (%)	Return on Equity is calculated on the basis of net profit after tax divided by shareholder's equity and is calculated by profit after tax divided by our net worth (share capital and other equity). It indicates our Company's ability to turn equity investments into profits.
RoCE (%)	Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Earnings before interest and tax is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other

KPI	Explanation
	income. Capital Employed is calculated as total equity plus total borrowings This provides us information on efficiency of our capital deployment and utilization.
Fixed Asset Turnover	Fixed Asset turnover measures how efficiently fixed assets are being utilized. It is calculated as revenue from operations divided by fixed assets. Fixed asset shall mean aggregate of property, Plant and Equipment, CWIP and Intangible assets.
EBITDA/Tonne	EBITDA/tonne is a financial metric that measures a company's operating profitability on a per-tonne basis. It is calculated as EBITDA divided by total tonnes sold.
Realization/Tonne	Realization/tonne is a financial metric that measures the average revenue a company earns for every tonne of product sold. It is calculated as revenue from operations divided by total tonnes sold.
Seamless Products Installed Capacity (Tonnes)	Seamless Products Installed Capacity (Tonnes) refers to the maximum production capacity of seamless pipes and tubes in tonnes that the facility can manufacture within a year.
Welded Products Installed Capacity (Tonnes)	Welded Products Installed Capacity (Tonnes) refers to the maximum production capacity of welded pipes and tubes in tonnes that the facility can manufacture within a year.
Production Seamless Products (Tonnes)	Production Seamless Products (Tonnes) refers to the actual production of seamless tubes and pipes in tonnes
Production Welded Products (Tonnes)	Production Welded Products (Tonnes) refers to the actual production of welded tubes and pipes in tonnes
Utilization rate Seamless Products(%)	Utilization rate Seamless Products (%) refers to the percentage of actual production of seamless products in comparison to the installed capacity of the seamless product over a specific period.
Utilization rate Welded Products(%)	Utilization rate Welded Products (%) refers to the percentage of actual production of welded products in comparison to the installed capacity of the welded product over a specific period.

For further details on the Key Performance Indicators, please see the section "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 306.

8. Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

In evaluating our business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Financial Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Bidders are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

9. Comparison with Listed Industry Peers

Financial KPIs:

a.Comparison with listed industry peers (Fiscal 2024), (Fiscal 2023) and (Fiscal 2022)

Sr. No	Parameters	For the Fiscal Year 2024					For the Fiscal Year 2023					For the Fiscal Year 2022				
		Scoda Tubes Limited	Ratnamani Metals & Tubes Limited	Venus Pipes & Tubes Limited	Welspun Specialty Solutions Limited	Suraj Limited	Scoda Tubes Limited	Ratnamani Metals & Tubes Limited	Venus Pipes & Tubes Limited	Welspun Specialty Solutions Limited	Suraj Limited	Scoda Tubes Limited	Ratnamani Metals & Tubes Limited	Venus Pipes & Tubes Limited	Welspun Specialty Solutions Limited	Suraj Limited
1	Revenue from operations (₹ million)	3,998.61	50,590.90	8,021.98	6,966.70	3,306.65	3,051.28	44,744.03	5,523.96	4,178.30	3,666.38	1,940.28	31,387.77	3,869.52	1,632.90	3,437.23
2	Growth in Revenue from Operations (%)	31.05	13.07	45.22	66.74	-9.81	57.26	42.55	42.76	155.88	6.67	83.21	36.58	25.09	74.77	82.46
3	EBITDA (₹ million)	587.91	8,971.17	1,463.16	558.30	394.74	347.84	7,753.88	691.04	167.20	349.75	99.89	4,948.08	492.36	-183.80	124.41
4	EBITDA Margin (%)	14.70	17.73	18.24	8.01	11.94	11.40	17.33	12.51	4.00	9.54	5.15	15.76	12.72	-11.26	3.62
5	EBIT (₹ million)	424.04	7,995.77	1,345.47	403.50	300.90	233.07	6,920.48	671.33	18.10	270.48	84.60	4,146.01	478.11	-328.70	51.79
6	EBIT Margin (%)	10.60	15.80	16.77	5.79	9.10	7.64	15.47	12.15	0.43	7.38	4.36	13.21	12.36	-20.13	1.51
7	Profit After Tax (₹ million)	183.00	6,250.97	859.79	624.70	215.26	103.36	5,122.82	442.07	-137.40	201.27	16.36	3,226.47	316.67	-307.80	30.05
8	Profit After Tax Margin (%)	4.58	12.36	10.72	8.97	6.51	3.39	11.45	8.00	-3.29	5.49	0.84	10.28	8.18	-18.85	0.87
9	RoE (%)	28.77	19.90	21.17	67.11	17.57	22.81	19.67	13.72	-46.78	19.40	4.68	14.35	24.64	-409.31	3.26
10	RoCE (%)	15.92	24.36	24.22	11.44	19.27	12.62	24.47	16.27	0.69	21.57	5.84	17.30	24.25	-11.43	4.06
11	Fixed Asset Turnover (x)	4.90	3.80	2.73	3.43	3.89	4.91	3.66	3.04	2.00	6.16	4.30	3.20	13.48	0.75	7.05
12	EBITDA/Tonne	65,009.63	NA	66,170	NA	NA	57,791.46	NA	52,643	NA	NA	23,240.62	NA	42,500	NA	NA
13	Realization/Tonne	442,156.35	NA	3,62,835	NA	3,91,459	506,951.29	NA	4,20,809	5,26,977	4,76,897	451,429.58	4,42,077	3,34,011	4,07,479	3,63,481

Source: Company reports, CRISIL MI&A

1. *The financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Financial Year ended March 31, 2024, March 31, 2023 and March 31,2022 as available on the websites of the Stock Exchanges. The comparison is not a recommendation to invest/ disinvest in any entity, including our Company, and should not be construed as investment advice within the meaning of any law or regulation, or used as a basis for any investment decision.*
2. *For the information related to EBITDA/Tonne and Realization/Tonne of the listed peers mentioned above for Financial Year ended March 31, 2024, March 31, 2023 and March 31,2022 is sourced from CRISIL Report.*

3. NA means the data is not available in financial statements, investor presentation, website etc

b. Comparison with listed industry peers for the nine months period ended December 31, 2024:

Sr. No	Parameters	For the nine months period ended December 31, 2024				
		Scoda Tubes Limited	Ratnamani Metals & Tubes Limited	Venus Pipes & Tubes Limited	Welspun Specialty Solutions Limited	Suraj Limited
1	Revenue from operations (₹ million)	3,611.71	34,713.28	7,003.90	5,235.70	1,749.97
2	Growth in Revenue from Operations (%)	NA	NA	NA	NA	NA
3	EBITDA (₹ million)	606.28	5,213.87	1,259.94	210.70	304.54
4	EBITDA Margin (%)	16.79%	15.02%	17.99%	4.02%	17.40%
5	EBIT (₹ million)	472.57	4,423.04	1,122.55	88.80	224.32
6	EBIT Margin (%)	13.08%	12.74%	16.03%	1.70%	12.82%
7	Profit After Tax (₹ million)	249.14	3,384.11	691.84	-80.30	155.85
8	Profit After Tax Margin (%)	6.90%	9.75%	9.88%	-1.53%	8.91%
9	RoE (%)	17.36%	NA	NA	NA	NA
10	RoCE (%)	13.67%	NA	NA	NA	NA
11	Fixed Asset Turnover (x)	4.16	NA	NA	NA	NA
12	EBITDA/Tonne	61,535.51	NA	NA	NA	NA
13	Realization/Tonne	366,577.21	NA	NA	NA	NA

Source:

1. *The financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for nine month period ended on December 31, 2024 as available on the websites of the Stock Exchanges. The comparison is not a recommendation to invest/ disinvest in any entity, including our Company, and should not be construed as investment advice within the meaning of any law or regulation, or used as a basis for any investment decision.*
2. *For the information related to EBITDA/Tonne and Realization/Tonne of the listed peers mentioned above for nine month period ended on December 31, 2024 is sourced from CRISIL Report.*
3. *NA means the data is not available in financial statements, investor presentation, website etc*

Operational KPIs

Below is the capacity as on December 31, 2024

Name of the Company	Welded			Seamless			Total		
	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)
Scoda Tubes Limited	1,020	86.00	8.46	10,068	7,954	79.01	11,088	8,040	72.51
Ratnamani Metals and Tubes Limited	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Venus Pipes and Tubes Limited	24,000	N/A	N/A	14,400	N/A	N/A	38,400	N/A	N/A
Welspun Specialty Solutions	-	-	-	18,000	N/A	N/A	18,000	N/A	N/A
Suraj Limited	-	-	-	N/A	N/A	N/A	N/A	N/A	N/A

N/A: Not available

Note:

1. *Welspun Specialty Solutions Limited's production volume is not known for 9M FY 2025 period. However, sales volume during the period amounted to 3,523 tonnes of pipes. In fiscal 2024, when the production volume stood 4,683 tonnes, the sales volume amounted to 4,785 tonnes*
2. *Utilization numbers for the period 9M-FY 2025 are determined by taking the annual capacity in the denominator.*
3. *Ratnamani Metals and Tubes Limited's latest capacity addition numbers are not available as of 9M FY 2025. It is to be noted that in fiscal 2025, the company was in the process of adding to it6s stainless-steel tubes and pipes capacity as of fiscal 2024 (i.e. 48,000 tonnes per annum). However, the time and other details of operationalization of new capacities are not known.*

Below is the capacity data as on Fiscal 2024

Name of the Company	Welded			Seamless			Total		
	Capacity (Tonnes)	Production (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production (Tonnes)	Utilization rate (%)
Scoda Tubes Limited	1,020	39	3.82%	10,068	7,165	71.17%	11,088	7,204	64.97%
Ratnamani Metals and Tubes Limited	20,000	N/A	N/A	28,000	N/A	N/A	48,000	N/A	N/A
Venus Pipes and Tubes Limited	24,000.0	N/A	N/A	14,400	N/A	N/A	38,400	N/A	N/A
Welspun Specialty Solutions	-	-	-	18,000	4,683	26.02%	18,000	4,683	26.02%

Suraj Limited	-	-	-	N/A	8,448	N/A	N/A	8,448	N/A

Below is the capacity data as on Fiscal 2023

Name of the Company	Welded			Seamless			Total		
	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)
Scoda Tubes Limited	1,020.00	123.00	12.06%	6,540.00	6,061.00	92.68%	7,560.00	6,184.00	81.80%
Ratnamani Metals and Tubes Limited	20,000.00	N/A	N/A	28,000.00	N/A	N/A	48,000.00	24,111.00	50.23%
Venus Pipes and Tubes Limited	8,400.00	N/A	N/A	3,600.00	N/A	N/A	12,000.00	N/A	N/A
Welspun Specialty Solutions	-	-	-	18,000.00	4,541.00	25.23%	18,000.00	4,541.00	25.23%
Suraj Limited	-	-	-	N/A	7,688.99	N/A	N/A	7,688.99	N/A

Below is the capacity data as on Fiscal 2022

Name of the Company	Welded			Seamless			Total		
	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)	Capacity (Tonnes)	Production/ Sales (Tonnes)	Utilization rate (%)
Scoda Tubes Limited	1,020.00	463.00	45.39%	4,410.00	3,905.00	88.55%	5,430.00	4,368.00	80.44%
Ratnamani Metals and Tubes Limited	20,000.00	N/A	N/A	28,000.00	N/A	N/A	48,000.00	N/A	N/A
Venus Pipes and Tubes Limited	7,200.00	N/A	N/A	3,600.00	N/A	N/A	10,800.00	N/A	N/A
Welspun Specialty Solutions	-	-	-	18,000.00	2,837.00	15.76%	18,000.00	2,837.00	15.76%
Suraj Limited	-	-	=	N/A	9,456.45	N/A	N/A	9,456.45	N/A

Source: Company reports, CRISIL MI&A

Note:

I. Production volumes for Ratnamani Metals and Tubes Limited is estimated based on a utilization level of 60-70% prevailing for the company.

II. Utilization rate defines production volume as a percentage of production capacity.

*III. *Correspond to sales/dispatch numbers, numbers without the asterisk sign are production numbers.*

IV. N/A implies that numbers are not available, "-"represents that the company does not operate in the corresponding category.

V. Total capacity and production correspond to sum total of capacities and production volumes of seamless and welded tubes and pipes for each of the companies.

VI. The above tables represent the information gathered as per publicly available information for the peers.

Segmental Product Mix:

Name of the Company	Products
Scoda Tubes Limited	Seamless pipes (including high precision tubes and 'U' tubes) Seamless hydraulic / instrumentation tubing Welded tubes Hot pierced Mother Hollow
Ratnamani Metals and Tubes Limited	Nickel Alloy Stainless Steel Seamless Tubes & Pipes (with coating as well) Stainless Steel Welded Tubes & Pipes (with coating as well) Titanium Welded Tubes
Venus Pipes and Tubes Limited	Stainless Steel High Precision and Heat Exchanger Tubes Stainless Steel Hydraulic and Instrumentation Tubes Stainless steel seamless pipes Stainless steel welded pipes
Welspun Specialty Solutions	Stainless extruded seamless schedule pipes Stainless seamless cold finished pipes and tubes Stainless seamless hollow bars Stainless seamless heat exchanger tubes Stainless seamless hydraulic and instrumentation tubing Stainless seamless U-bent tubes
Suraj Limited	Seamless heat exchanger tubes and 'U' tubes Seamless instrumentation tubes Welded and seamless mechanical polished tubes Welded and seamless electropolished tubes

Source: Company reports, CRISIL MI&A Consulting

Share of Exports and Exports Market as on nine month period ending on December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022

Name of the Company	% share of exports in revenues				Export market
	9M FY25	FY24	FY23	FY22	
Scoda Tubes Limited	28.0%	20.8%	30.8%	30.5%	Europe, USA, Middle East
Ratnamani Metals and Tubes Limited	N/A	24.18 %	19.3%	14.1%	USA, UK, France, Germany, Italy, Netherlands, Japan, South Korea, Middle East
Suraj Limited	N/A	N/A	N/A	N/A	Middle East
Venus Pipes and Tubes Limited	N/A	12.3%	5.4%	10.5%	Europe, USA, Middle East
Welspun Specialty Solutions	N/A	N/A	N/A	N/A	Europe and North America

N/A implies that numbers are not available

Source: Company reports, CRISIL MI&A Consulting

10. Weighted Average Cost of Acquisition

a. The price per share of our Company based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red

Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our 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 ("Primary Issuances")

Except as stated below there has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Red Herring Prospectus (excluding issuance of Equity Shares pursuant to a bonus issue) where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our 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 transaction	No. of Equity Shares	Face value per Equity Share (₹	Issue price per Equity Share (₹)	Nature of consideration	Nature of Allotment	Total consideration (in ₹ million)
October 21, 2024	44,00,000	10	125.00	Cash	Private Placement	550.00
Weighted average cost of acquisition ("WACA") for Primary Transactions (₹ per Equity of ₹ 10 each)					**125.00**	

Note –

Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024, to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.

The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholders or other Shareholders of our Company with rights to nominate directors during the 18 months preceding the date of filing of the this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (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 ("Secondary Transactions")

Except as stated below there have been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities (excluding gifts) , where the Promoters, members of the Promoter Group or shareholders having the right to nominate Directors to the Board of our Company are a party to the transactions, during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of transaction	Name of the transferor	Name of the acquirer/ transferee	No. of Equity Shares	Face value per Equity Share (₹	Transaction price per Equity Share (₹)	Nature of consideration	Total consideration (in ₹ million)
June 04, 2024	Shaileshkumar Hiralal Patel	Bhagvatiben Patel	4,68,255	10	12	Cash	5.62

Date of transaction	Name of the transferor	Name of the acquirer/ transferee	No. of Equity Shares	Face value per Equity Share (₹	Transaction price per Equity Share (₹)	Nature of consideration	Total consideration (in ₹ million)
June 01, 2024	Shaileshkumar Hiralal Patel	Vinaben Patel	4,61,745	10	12	Cash	5.54
June 01, 2024	Shaileshkumar Hiralal Patel	Ratanben Patel	3,10,000	10	12	Cash	3.72
May 30,2024	Dipak Patel	Rachhodbhai K Patel HUF	219,914	10	12.00	Cash	2.64
May 30,2024	Dipak Patel	Rameshbhai Patel	390,879	10	12.00	Cash	4.69
May 30,2024	Dipak Patel	Ratanben Patel	385,609	10	12.00	Cash	4.63
May 30,2024	Dipak Patel	Vinaben Patel	346,673	10	12.00	Cash	4.16
May 21,2024	Dharmendrakumar Patel	Avaniben Patel	66,278	10	12.00	Cash	0.80
May 21,2024	Dharmendrakumar Patel	Bhagvatiben Patel	310,000	10	12.00	Cash	3.72
May 21,2024	Dharmendrakumar Patel	Jagrutkumar Patel	403,062	10	12.00	Cash	4.84
May 21,2024	Dharmendrakumar Patel	Ravi Patel	403,093	10	12.00	Cash	4.84
May 21,2024	Dharmendrakumar Patel	Rameshbhai Patel	310,000	10	12.00	Cash	3.72
May 21,2024	Dharmendrakumar Patel	Vinaben Patel	310,000	10	12.00	Cash	3.72
May 21,2024	Dharmendrakumar Patel	Ranchhodbhai K Patel HUF	615,567	10	12.00	Cash	7.39
Weighted average cost of acquisition ("WACA") for Secondary Sale/transfer (₹ per Equity of ₹ 10 each)						**12.00**	

Note:

ii. *Subsequent to transfer of shares, our Company has issued Bonus Shares in the proportion of 30 Equity Shares for every 1 Equity Share held by the shareholders pursuant to resolution dated July 12, 2024, and hence the number of equity shares and price per share considered above has been adjusted for the Bonus issue.*

iii. *As certified by the Statutory Auditor by way of their certificate dated May 22, 2025.*

Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary Issuances and Secondary Transactions as disclosed below:

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (i.e., ₹ [●]) *	Cap Price (i.e., ₹ [●])
WACA of Primary Transactions	125.00	[●] times	[●] times
WACA of Secondary Transactions	12.00	[●] times	[●] times

**To be updated at Prospectus stage*

** As certified by the Statutory Auditor by way of their certificate dated May 22, 2025.*

Detailed explanation for Issue Price/ Cap Price being [●] times of weighted average cost of acquisition of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for the nine months period ended December 31, 2024 and for the Fiscal 2024, 2023 and 2022

[●]*

**To be included on finalisation of Price Band*

b. Explanation for the Issue Price/ Cap Price, being [●] times of weighted average cost of acquisition of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue

[●]*

**To be included on finalisation of Price Band*

Justification of the Cap Price

[●]*

*To be included on finalisation of Price Band

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

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "Financial Information" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 192, 254and 306, 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 31 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

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STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,
The Board of Directors
Scoda Tubes Limited,
Survey No. 1566/1 Village Rajpur,
Tal. Kadi, Mehsana, Gujarat - 382740, India.

AND

Monarch Networth Capital Limited,
4th Floor, 'B' Wing, Laxmi Tower, G Block,
Bandra Kurla Complex, Bandra East, Mumbai - 400051.

(Monarch Networth Capital Limited with any other book running lead managers that may be appointed in connection with the Issue, the "**BRLM**")

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Issue") of Scoda Tubes Limited (the "Company")

This report is issued in accordance with the Engagement Letter dated May 22, 2024.

We hereby report that the enclosed Annexure I prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") including the rules, regulations, circulars and notifications issued there under (together "**the Tax Laws**"), as presently in force and applicable to the financial year 2025-26 and relevant to the assessment year 2026-2027, for inclusion in the Red Herring Prospectus ("RHP") for the proposed initial public offering of shares of the Company as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"). The provisions of the Income Tax Act, 1961 are amended by the Finance Bill, 2025 which received the assent of President of India on March 29, 2025. Certain key amendments as amended by Finance Act, 2025 are therefore considered, in this document, which are defined in Annexure I. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders but does not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the management of the Company and is not exhaustive. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprising a fresh issue of the Equity Shares by the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

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

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with.

iii) The revenue authorities/courts will concur with the views expressed herein.

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

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for 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 the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Red Herring Prospectus, and the Prospectus, and in any other material used in connection with the proposed Issue. The Statement is not to be used, referred to or distributed for any other purpose without our prior written consent.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLM and the Company until the Equity Shares allotted/transferred in the Issue commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, the BRLM and the legal advisor appointed with respect to the Issue can assume that there is no change to the information/confirmations forming part of this certificate and accordingly, such information should be considered to be true and accurate.

This certificate is issued for the sole purpose of the Issue and this certificate or any extracts or annexures thereof, can be used, in full or part, for inclusion in the Issue Documents in connection with the Issue, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLM in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the BRLM may wish to advance in any claim or proceeding in connection with the contents of the Issue Documents.

This certificate may be relied on by the BRLM, their affiliates and legal counsel in relation to the Issue.

Yours faithfully,

For and on behalf of
Dhirubhai Shah & Co LLP
Chartered Accountants
FRN: 102511W/W100298

Parth S. Dadawala
Partner
Membership No.: 134475
UDIN: 25134475BMIVYB1380

Place: Ahmedabad
Date: May 22, 2025

Encl: Annexure I and II

ANNEXURE I

ANNEXURE ON THE STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO SCODA TUBES LIMITED AND ITS SHAREHOLDERS

The information provided below sets out the possible certain key direct tax benefits available to Scoda Tubes Limited ("the Company") and the shareholders of the Company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of equity shares of the Company, under the Income-tax Act, 1961 ("the Act").

Several of these benefits are dependent on the Company/ shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company/ shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on business / commercial imperatives, the Company/ shareholders may or may not choose to fulfill. We do not express any opinion or provide any assurance as to whether the Company/ shareholders will continue to obtain these benefits in present or future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

In view of the individual nature of the tax consequences and the changing tax laws, investors are advised to consult their own tax consultants with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising investors to invest money or not to invest money based on this statement.

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

The statement outlined below is based on the provisions of the Act presently in force in India. The provisions of the Income Tax Act, 1961 are amended by the Finance Bill, 2025 upon receipt of assent of President of India on March 29, 2025 and the same be effective from such date. Certain key amendments as passed by Finance Act, 2025 are therefore considered.

I. Possible Special Tax Benefits available to the Company

1. Lower corporate tax rate under section 115BAA of the Act:

As per section 115BAA of the Act as inserted vide the Taxation Laws (Amendment) Act, 2019 with effect from FY 2019-20 relevant to AY 2020-21, a domestic company has an option to pay income tax in respect of its total income at a concessional tax rate of 22% (plus surcharge of 10% and cess of 4%) provided the company does not avail of specified exemptions/ incentives/ deductions or set-off of losses/ unabsorbed depreciation etc. claims depreciation in the prescribed manner and complies with the other conditions specified in section 115BAA of the Act.

In case a company opts for section 115BAA of the Act, the provisions of Minimum Alternate Tax ("MAT") under section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available for set-off.

The option needs to be exercised in the prescribed manner during a particular AY on or before the due date of filing the income-tax return for such AY. The option once exercised shall apply to subsequent AYs and cannot be subsequently withdrawn for the same or any other AY. Further, if the conditions mentioned in section 115BAA of the Act are not satisfied in any AY, the option exercised shall become invalid in respect of such AY and subsequent AYs, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

The company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income tax liability from Financial Year 2024-25 onwards.

2. Deductions from Gross Total Income

Deduction in respect of employment of new employees – section 80JJAA of the Act:

As per section 80JJAA of the Act, while computing income under the head business and profession in case of an assessee to whom section 44AB (i.e., tax audit) applies, a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in the FY, shall be allowed for three AYs including the AY relevant to the FY in which such employment is provided. The Company is entitled to claim such deduction subject to fulfilment of conditions specified under section 80JJAA of the Act even under the concessional regime under section 115BAA of the Act.

Deduction in respect of inter-corporate dividends – section 80M of the Act:

Up to 31 March 2020, any dividend paid to a shareholder by a company was liable to payment of Dividend Distribution Tax ("DDT") by such company, and the dividend was exempt from tax in the hands of the recipient shareholder. Pursuant to the amendment made by the Finance Act, 2020, DDT was abolished, and dividend received by a shareholder on or after 1 April 2020 is liable to tax in the hands of the shareholder, other than dividend on which tax under section 115-O has been paid.

With respect to a shareholder which is a domestic company as defined in section 2(22A) of the Act, section 80M inter alia provides that where the gross total income of a domestic company in any FY includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of the said section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the "due date". For the purposes of the section, "due date" means the date one month prior to the date for furnishing the income-tax return under section 139(1) of the Act.

The Company is entitled to claim such deduction subject to fulfilment of conditions specified under section 80M of the Act even under the concessional regime under section 115BAA.

II. Possible Special Tax Benefits available to the shareholder

As per section 194 of the Act, the Company is required to deduct tax at source from the amount of dividend paid to shareholders, except in the case of certain categories of shareholders as specified in the said section which inter alia include individual shareholders receiving dividend not exceeding INR 10,000 (in aggregate during a FY) by any mode other than cash.

Further, as discussed above, subject to fulfillment of conditions, deduction shall be available under section 80M of the Act to domestic corporate shareholders in respect of inter-corporate dividends.

Section 2(42A) of the Act provides that securities (other than units) listed in a recognized stock exchange in India that are held for not more than 12 months immediately preceding the date of its transfer, shall constitute short-term capital assets.

As per Section 111A of the Act, short term capital gains arising from the transfer of an equity share shall be taxed at 20% (plus applicable surcharge and cess) subject to fulfilment of prescribed conditions under the Act.

Further, as per section 112A of the Act, long-term capital gains exceeding INR 1,25,000 arising from the transfer of equity shares in a company transacted through a recognized stock exchange on which STT has been paid on acquisition (except in certain situations) and on transfer, shall be chargeable to tax at the rate of 12.5% (plus applicable surcharge and cess) without applying the benefit under the first proviso to section 48 of the Act.

The condition of STT shall not apply to a transfer undertaken on a recognized stock exchange located in any IFSC and where the consideration for such transaction is received or receivable in foreign currency.

Finance Act, 2023 has amended section 115BAC of the Act to provide that with effect from FY 2023-24 relevant to AY 2024-25, Individuals, HUF, Association of Persons (other than a co-operative society), Body of Individuals and Artificial Juridical Person will be taxed on its total income at the reduced tax rates ('Default Tax Regime') (to be reduced further by Finance Act, 2025 with some additional deductions with effect from AY 2026-27). The income would however have to be computed without claiming prescribed deductions or exemptions.

Such person will however have the option to be taxed on its total income as per the tax rates under the old tax regime. The option is required to be exercised – (i) on or before the due date specified under section 139(1) of the Act for furnishing the income-tax return for such AY, in case of a person having income from business or profession and such option once exercised shall apply to subsequent AYs; or (ii) along with the income-tax return to be furnished under section 139(1) of the Act for every AY in case of a person not having income from business or profession.

A person having income from business or profession who has exercised the option of shifting out of the Default Tax Regime shall not be able to exercise the option of again opting out from the Default Tax Regime till he has business income. However, a person not having income from business or profession shall be able to exercise this option every year.

Notes:

1. This statement does not discuss any tax consequences arising in a country outside India pursuant to an investment in the shares of the Company. The shareholders in the country outside India are advised to consult their own professional advisors regarding the possible tax consequences that apply to them in such country outside India.

2. In respect of non-resident shareholders, the taxation and tax rates discussed above may be further subject to any benefit available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile. Applicability of DTAA benefit shall be subject to furnishing of relevant documents/declarations viz. tax residency certificate, Form 10F, etc. by the non-resident shareholders.

3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which is subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

ANNEXURE ON THE STATEMENT OF POSSIBLE INDIRECT TAX BENEFITS AVAILABLE TO SCODA TUBES LIMITED AND ITS SHAREHOLDERS

The Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act"), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") including the rules, regulations, circulars and notifications issued there under (together "**the Tax Laws**") and the Customs Tariff Act, 1975 (collectively referred to as "Indirect tax").

I. Special Indirect Tax Benefits available to the Company

There are no special indirect tax benefits available to the Company.

II. Special Indirect Tax Benefits available the Shareholders of the Company

There are no special indirect tax benefits available to the shareholders of the Company.

Notes:

• The Statement has been prepared on the basis that the shares of the Company are listed on a recognized stock exchange in India and the Company will be issuing equity shares.

• The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time and that department may take a view contrary to that indicated above.

ANNEXURE II

ANNEXURE COVERING POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS OTHER THAN GENERAL TAX BENEFITS

This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term 'possible *special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to possible special tax benefits available to the Company, the same would include those benefits as enumerated in this Annexure. Any benefits under the taxation laws other than those specified in this Annexure are considered to be general tax benefits and therefore not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in this Annexure have not been reviewed and covered by this statement.

I. Possible Special Direct tax benefits available to the Company

There are no special direct tax benefits available to the Company.

II. Possible Special Indirect tax benefits available to the Company

There are no special Indirect tax benefits available to the Company.

III. Possible Special tax benefits available to Shareholders of the Company

There are no possible special tax benefits available to Shareholders of the Company.

Notes:

i The above Statement of Tax benefits sets out the possible special tax benefits available to the Company and its shareholders under the tax laws mentioned above as applicable.

ii The above Statement covers only above-mentioned tax laws benefits and does not cover any general tax benefits under any other law as applicable.

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

iv No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes as applicable.

v This statement does not discuss any tax consequences under any law for the time being in force, as applicable of any country outside India. The shareholders / investors are advised to consult their own professional advisors regarding possible tax consequences that apply to them in any country other than India as applicable.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled "Stainless Steel Tubes and Pipes" dated May 2025 (the "**CRISIL Report**") prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited ("**CRISIL**"), appointed by us on June 06, 2024 and exclusively commissioned and paid for by us in connection with the Issue. A copy of the CRISIL Report is available on the website of our Company at https://www.scodatubes.com/investorzone.html .*

The data included herein includes excerpts from the CRISIL Report and may have been reordered by us for the purposes of presentation. CRISIL is an independent agency and is not related to the Company, our Joint Venture, our Promoters, any of our Directors or Key Managerial Personnel, Senior Management, the BRLM. There are no parts, data or information relevant for the proposed Issue, that has been left out or changed in any manner.

*Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, "**Risk Factors - Certain sections of this Red Herring Prospectus contain information from the CRISIL Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.**" on page 69.*

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.

While preparing its report, CRISIL has also sourced information from publicly available sources, including our Company's financial statements. However, financial information relating to our Company presented in other sections of this Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations. Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Red Herring Prospectus.

1. Global macroeconomic overview

1.1. GDP TREND

In 2024 and 2025, global gross domestic product (GDP) growth is projected to continue to trend below the historical annual average of 3.8% logged between 2000 and 2019, reflecting ongoing challenges such as geopolitical tensions, high inflation and tightening monetary policies.

Growth had contracted 2.7% in 2020 as the Covid-19 pandemic disrupted economic activity. However, the contraction was considerably lower than estimated by the International Monetary Fund (IMF), with a strong rebound in manufacturing, shift to new ways of working, and fiscal and policy support arresting a further slide.

In 2021, global GDP growth rebounded to 6.5%, led by vaccine-powered normalisation and continued fiscal support. However, in 2022 and 2023, it slowed to 3.5% and 3.3%, respectively, owing to challenges such as inflation driven by supply constraints, tightening financial conditions, long-term effects of the pandemic and geopolitical uncertainties.

Real GDP (on-year growth)	2020	2021	2022	2023	2024E	2025P	2026P	2029P
World	-2.70%	6.50%	3.50%	3.30%	3.20%	3.30%	3.30%	3.10%
Euro area*	-6.10%	5.90%	3.40%	0.40%	0.80%	1.00%	1.40%	1.20%
US	-2.20%	5.80%	1.90%	2.90%	2.80%	2.70%	2.10%	2.10%

China	2.20%	8.40%	3.00%	5.20%	4.80%	4.60%	4.50%	3.30%
UK	-10.40%	8.70%	4.30%	0.30%	0.90%	1.60%	1.50%	1.40%
Japan	-4.10%	2.60%	1.00%	1.50%	-0.20%	1.10%	0.80%	0.40%
India	-5.80%	9.70%	7.60%	9.20%	6.50%	6.50%	6.50%	6.50%

**The euro area consists of member states of the European Union that have adopted the euro as their currency*

P: Projected

1.2. Inflation overview

Global consumer price inflation, after ranging 3-5% between 2019 and 2021, jumped to 8.7% in 2022 because of sharp increase in prices of oil, natural gas, fertilisers and other commodities in the wake of geopolitical conflicts early on in the year. Supply chain disruption exacerbated the situation. However, in fiscal 2023, global inflation slowed to 6.8% because of the resolution of supply-side issues in a few industries.

Consumer prices (on-year growth)	2019	2020	2021	2022	2023	2024P	2025P	2029P
World	3.50%	3.20%	4.70%	8.70%	6.80%	5.90%	4.50%	3.40%
US	1.80%	1.20%	4.70%	8.00%	4.10%	2.90%	2.00%	2.10%
Euro area	1.20%	0.30%	2.60%	8.40%	5.40%	2.40%	2.10%	1.90%
Japan	0.50%	0.00%	-0.20%	2.50%	3.30%	2.20%	2.10%	2.00%
UK	1.80%	0.90%	2.60%	9.10%	7.30%	2.50%	2.00%	2.00%
China	2.90%	2.50%	0.90%	2.00%	0.20%	1.00%	2.00%	2.00%
India	4.80%	6.20%	5.50%	6.70%	5.50%	4.50%	4.20%	4.00%

P: Projected (years mentioned on the horizontal axis correspond to calendar years for the world and countries except India; for India year 2019 refers to fiscal 2020 and so on)

2. India's macroeconomic overview

2.1. GDP trend

India's GDP clocked a compound annual growth rate (CAGR) of 5.0% between fiscals 2018 and 2024 to Rs 176.5 trillion, following the change in base year for calculation to fiscal 2012 from fiscal 2005 effected by the Ministry of Statistics and Programme Implementation in 2015.

The pandemic-induced lockdowns led to a 5.8% decline in GDP in fiscal 2021, but the post-pandemic scenario has been positive, starting with a 9.7% on-year growth in fiscal 2022 led by the manufacturing and construction sectors.

India's real GDP is estimated to have grown 9.2% on-year in fiscal 2024 compared with 7.6% the previous fiscal. Although there will be support from the demand side on account of a normal monsoon and easing inflation, the growth is estimated to have slowed to 6.5% in fiscal 2025. Manufacturing is projected to experience the sharpest decline, with growth estimates dropping from 9.9% to 5.3%. Other major contributors to GDP, such as trade and hotels, and financial services and real estate, are also likely to grow slower.

Yearly demand-side real GDP growth

At constant 2011-2012 prices	FY19	FY20	FY21	FY22	FY23	FY24	FY25P
Private consumption	7.1%	5.2%	-5.3%	11.7%	6.8%	4.0%	7.3%
Government consumption	6.7%	3.9%	-0.8%	0.0%	9.0%	2.5%	4.1%
Gross fixed capital formation	11.2%	1.1%	-7.1%	17.5%	6.6%	9.0%	6.4%
Exports	11.9%	-3.4%	-7.0%	29.6%	13.4%	2.6%	5.9%
Imports	8.8%	-0.8%	-12.6%	22.1%	10.6%	10.9%	-1.3%

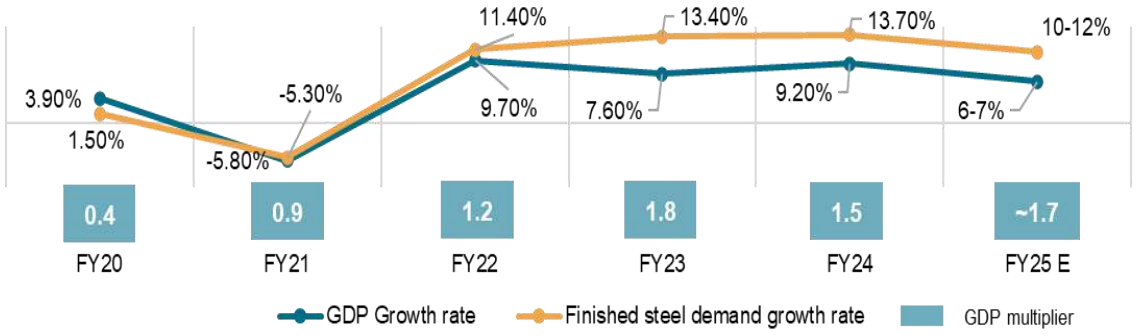
2.2. Correlation of rise in steel demand with GDP growth

Given the huge population and low per capita steel consumption in India, the steel industry has a huge potential to become one of the economic growth drivers of the country. A comparative analysis between

the growth in steel demand and country's GDP shows that the former has majorly outpaced the latter between fiscals 2018 and 2023, except fiscals 2020 and 2021. While fiscal 2020 saw slowdowns in major steel consuming sectors of automobile, construction, and infrastructure, fiscal 2021 witnessed Covid-19 pandemic-induced lockdowns.

Fiscal 2023 saw the growth rate ratio of steel demand to GDP reaching 1.8, owing to the recovery of economic activity from the lows of the pandemic and a strong pent-up demand from key steel consuming sectors. Despite a reduction to 1.5 in fiscal 2024 and a subsequent expected rise to ~1.7 in fiscal 2025, the ratio/GDP multiplier managed to remain higher than the pre-pandemic levels.

Finished steel demand vs GDP growth



Note: Figures in boxes represent multiplier of steel demand to GDP growth
Source: CRISIL MI&A, industry
E: Estimated

2.3. Macroeconomic factors impacting the Indian steel sector

Since the steel industry accounts for a significant share in India's manufacturing sector and economic development, its performance is influenced by macroeconomic factors, such as GDP growth, inflation, exchange rates and gross fixed capital formation (GFCF). The impact of the factors is analysed below:

GDP growth: Growth in the industry is closely linked to that of GDP. As GDP grows, the demand for steel products from the construction, infrastructure and other manufacturing sectors also increases. Having expanded 11.4% and 13.4% in fiscals 2022 and 2023, respectively, steel demand is estimated to have grown 13-14% on-year in fiscal 2024, backed by government infrastructure spending, strong demand from the automotive and consumer goods sectors.

Inflation: Rising inflation pushes up input costs associated with raw material, energy and transportation, which can impact the profitability of steel manufacturers. Additionally, it can lead to increased interest rates, which hike borrowing costs for businesses and consumers, thereby affecting demand for steel products.

Exchange rates: The exchange rate of the Indian rupee against other major currencies impacts the industry. A stronger rupee can lead to a decrease in the cost of imported raw material, which can reduce the cost of production for steel manufacturers and vice versa.

GFCF: It measures investment in fixed assets, such as machinery, buildings and infrastructure. In fiscal 2023, GFCF surged to Rs 53.46 lakh crore from Rs 40.83 lakh crore in fiscal 2018. It is estimated to have further increased to Rs 58.93 lakh crore in fiscal 2024. Between fiscals 2018 and 2024, the Indian steel sector witnessed significant growth in production and capacity expansion, mainly driven by investments in capacity expansion, modernisation, and technology upgradation.

Key government schemes for end-use industries

National Steel Policy 2017

The National Steel Policy (NSP), approved in May 2017 by the Union Cabinet, seeks to boost domestic steel consumption, ensure high-quality steel production and create a technologically advanced and globally competitive steel industry.

NSP's vision for demand, supply and trade is:

To increase steel consumption across the infrastructure, automotive and housing sectors, resulting in a potential rise in per capita steel consumption to 158 kg by fiscal 2030 from ~65 kg in fiscal 2017

To achieve 300 million tonnes of steelmaking capacity by 2030 through additional investments of Rs 10 lakh crore

To produce steel domestically for high-end applications, such as electrical steel (cold-rolled grain-oriented), special steel and alloys for power equipment, aerospace, defence and nuclear applications

To eliminate reliance on steel imports and increase exports to ~24 million tonnes by 2030

Indian steel industry: Historical trend and vision under NSP

Parameter (million tonnes)	NSP 2005 FY20 (Target)	NSP 2017 FY30 (Target)	FY23	FY24
Crude steel capacity		**300**	**161.29**	**178**
Crude steel production	110	255	127.20	144.04
Finished steel demand	90	230	119.89	136.25
Finished steel import	6	0	6.02	8.3
Finished steel export	26	24	6.72	7.5

Source: CRISIL MI&A, NSP 2005, NSP 2017

Production Linked Incentive scheme

Keeping in view India's vision of becoming 'Atmanirbhar', an incentive outlay of Rs 1.97 lakh crore (over $26 billion) under the PLI scheme for 14 key sectors is underway to enhance the country's manufacturing capabilities and exports. The implementation of the scheme across the sectors aims to attract investments (domestic and foreign) in the areas of core competency and apply cutting-edge technology; ensure efficiencies; create economies of scale and boost exports to make India an integral part of the global value chain.

Particulars	Units	Amount
PLI scheme led investment	Rs trillion	1.46
PLI scheme production/sales	Rs trillion	12.50
PLI scheme led exports	Rs trillion	4.00
PLI led Employment generation	In million	0.95 (direct and indirect)

Note: All figures in the table are as of August 2024

1.1. **Investment scenario in the domestic infrastructure segment**

The government's focus on infrastructure development was evident in the budget 2025-2026 allocations as:

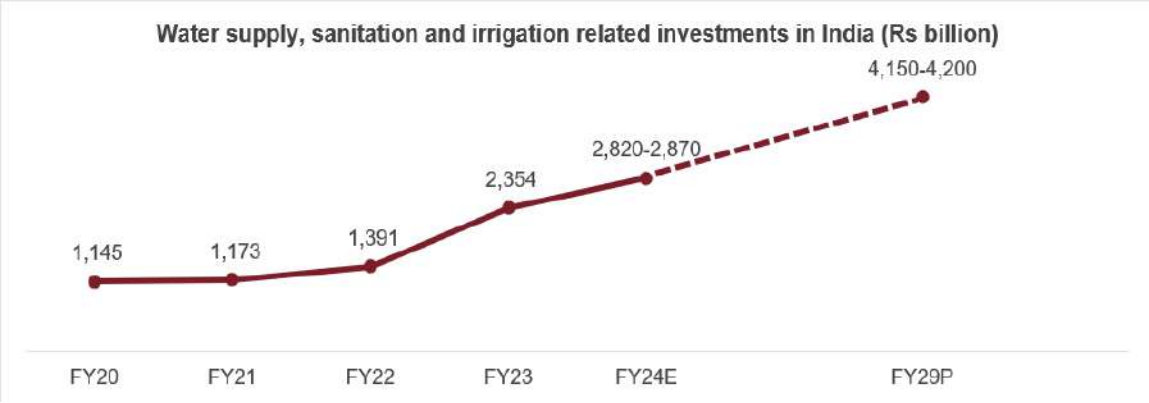
- The central government's total budget is Rs. 19.79 lakh crore for fiscal 2026BE, uptick of 16.4% from fiscal 2025 RE
- The budgetary capital expenditure for infrastructure ministries is Rs 10.7 lakh crore, up 11.6% from fiscal 2025RE
- The total gross budgetary to infrastructure ministries for fiscal 2026BE has increased a mere 0.9% over fiscal 2025RE
- To support the states in infrastructure development, an outlay of Rs 1.5 lakh crore is proposed for 50 year interest free loans as capital expenditure and incentives for reforms

Note: Overall, the infrastructure segment accounts for ~28-30% of the aggregate finished steel demand. Within the segment, roads and highways, and the railways (including metros), account for 50-60% of steel demand. Other significant contributors include sectors, such as irrigation, dams, water supply and sanitation.

Investment in steel pipes and tubes and related infrastructure segments

Various projects and schemes initiated by the central and several state governments have been driving demand for steel pipes and tubes. They are expected to continue to consume steel pipes and tubes in the near to medium term. Water supply, sanitation, irrigation, and flood control have consistently been the

top end-use sectors for the steel pipe industry. They are expected to drive demand for steel pipes and tubes over the next few years as well, through government-led schemes such as Jal Jeevan Mission and Har Ghar Nal Yojana.



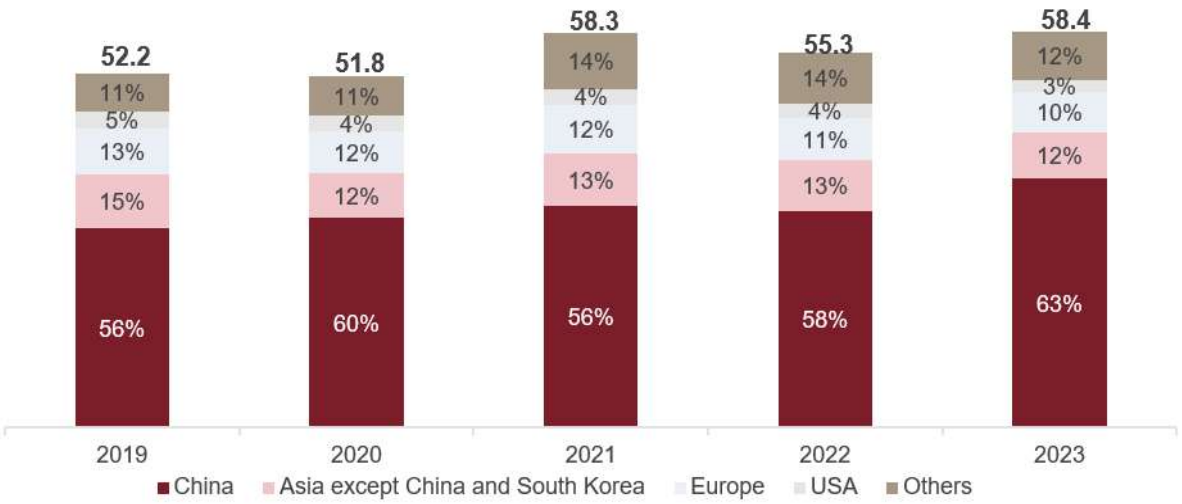
Note: E – estimated; P – projected

2. Global stainless-steel industry

2.1. Production

Global stainless-steel melt production increased to 58.4 million tonnes in 2023 from 52.2 million tonnes in 2019, logging a CAGR of approximately 3%. Production remained rangebound in 2020 and declined about 5% on-year in 2022. Stainless-steel production suffered in 2020 due to pandemic-led lockdowns in various parts of the world.

Global stainless-steel melt production (million tonnes, % share)



Source: CRISIL MI&A, Worldstainless.org

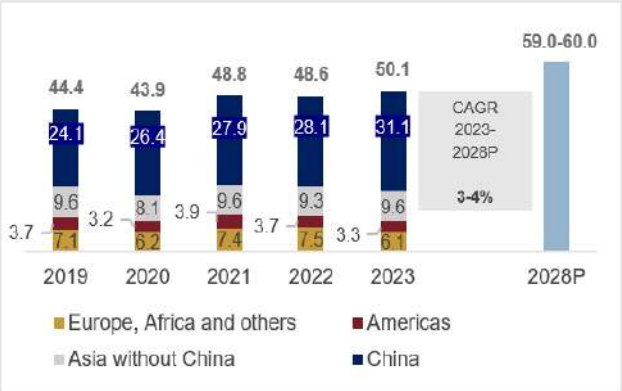
Global stainless-steel melt production increased 13% on-year to 58.3 million tonnes in 2021 owing to a jump in production volume in key steel-producing countries such as India, Russia, and Brazil. The increase in production volume in these countries caused the share of China in global production volume to decrease from 60% in 2020 to 56% in 2021. However, the production share of China increased to 58% in 2022 as global production normalised due to geopolitical uncertainties-led supply-chain bottlenecks.

In 2023, global stainless-steel production increased 6% on-year. Meanwhile, China's production surged 15% on-year, increasing the country's share to 63% in global production volume, owing to the resolution of supply-chain issues and lifting of the country's Covid-19 containment measures.

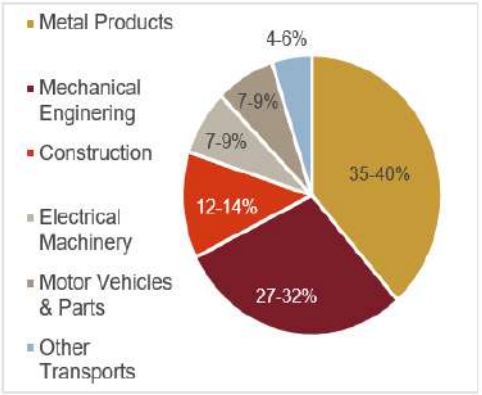
2.2. Demand

Global demand for stainless steel increased from 44.3 million tonnes in 2019 to 47.4 million tonnes in 2023, clocking a CAGR of about 2%. The share of flat products in total stainless-steel demand was in the range of 82-84% during the period.

Global stainless-steel demand (million tonnes)



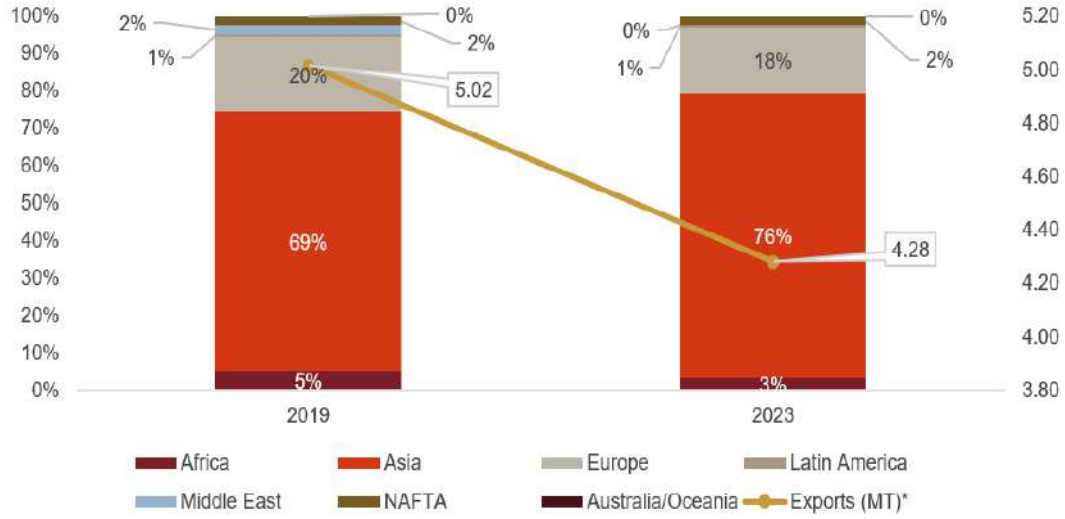
End-use industry split (2023)



The global demand for stainless steel is expected to grow at a CAGR of 3-4% over the next five years to 59-60 million tonne in 2028. This growth in global stainless-steel demand will be supported by growth in consumption from key end-use sectors such as consumer goods, energy and chemicals, building and construction, and automobile.

2.3. Global trade

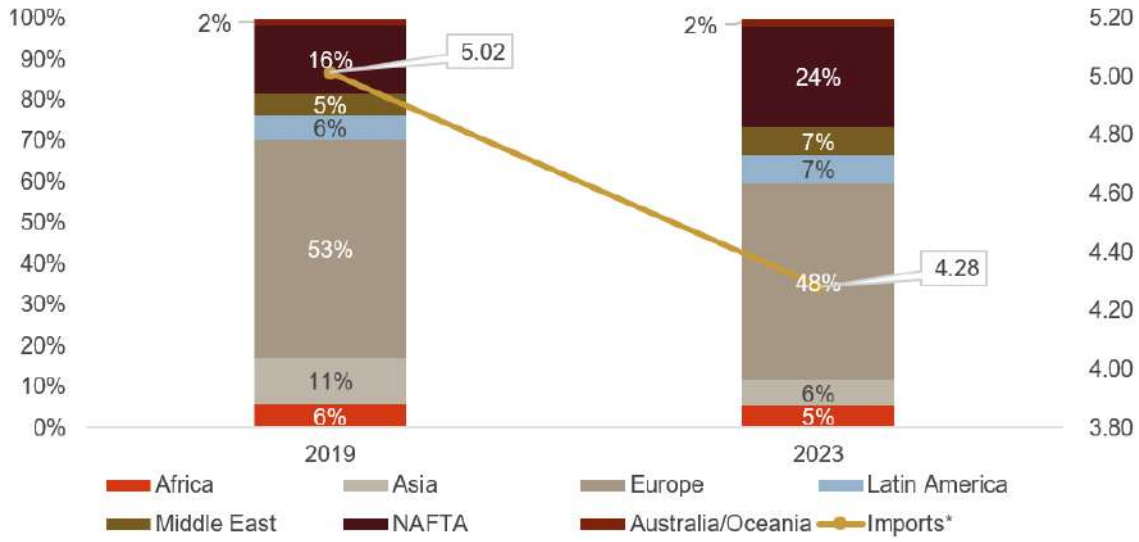
Stainless steel exports trend: 2019 and 2023 (export volume in million tonnes)



Source: CRISIL MI&A, worldstainless.org
NAFTA: North American Free Trade Agreement regions
**Note: The export figures for these regions do not include any trade within the same region*

The majority of stainless-steel exports during the period between 2019 and 2023 were from Asia, especially China, India, Korea and Indonesia, as a result of which the share of Asian region in the overall global exports of stainless steel increased from 69% in 2019 to 76% in 2023. This growth in the share of Asia in the global stainless-steel exports is on the account of increased production capacities, capacity utilization rates, production of stainless steel at lower costs due to low labour and real estate related expenses and resulting economies of scale in these regions.

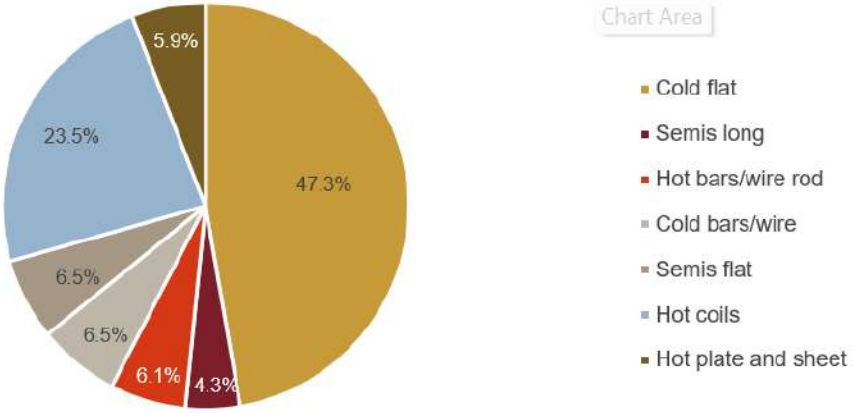
Stainless **steel imports trend: 2019 and 2023 (import volume in million tonnes)**



NAFTA: North American Free Trade Agreement regions
**Note: The import figures for these regions do not include any trade within the same region*

Share of Asia in global stainless-steel imports declined from 53% in 2019 to 48% in 2023 primarily due to higher domestic production capacity supported by higher focus on self-sufficiency in these countries. Further, the low cost stainless steel being produced in Asian countries has resulted in their increased supply to the regions of Europe, Africa and NAFTA, wherein production volumes have decreased over time.

Global stainless-steel trade by product (% share) (2023)



Cold flat products continued to lead the volume in the global trade flow with a share of ~47% in the overall global stainless steel products trade flow in 2023. Stainless steel hot coils followed next, with a share of 23.5% in the overall global stainless steel products trade flow.

3. Indian stainless-steel industry

3.1. Overview

India is a prominent producer of stainless steel. The domestic stainless-steel industry has a healthy mix of large and mid-sized corporates, including public sector and micro, small and medium enterprises (MSMEs), across the country.

Large players that produce a wide range of stainless-steel long and flat products include Jindal Stainless Group, Viraj Group, Steel Authority of India Limited, Rimjhim Ispat, Shah Alloys, Panchmahal Steel, Sunflag Steel, Ambica Steels, Synergy Steel, Mukand Ltd, and Laxcon Steels. MSMEs majorly have induction-furnace facilities and are primarily in the segment of ‘patta’, which is a narrow strip of chromium-manganese stainless steel with less than 1% nickel. This industry segment is mainly focused

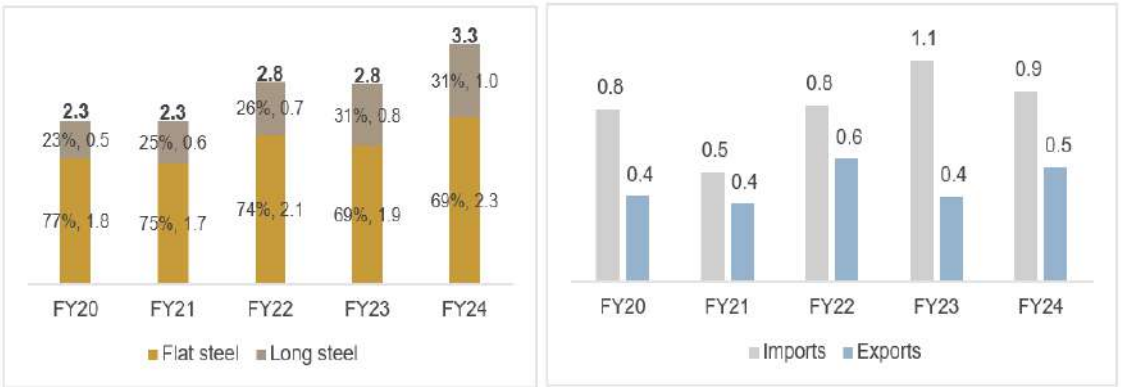
on kitchenware and is highly fragmented, comprising small-scale players, generally located in the northern and western regions of India.

The Indian stainless-steel industry is fully globalised, with large imports and exports of major raw materials and end products, and with end-product prices driven by both raw material prices and international prices of stainless steel.

3.2. Production and trade

Domestic stainless-steel production grew from 2.3 million tonnes in fiscal 2020 to 3.3 million tonnes in fiscal 2024, clocking a CAGR of about 10%. During this period, production of stainless-steel flat products logged a CAGR of about 7% and that of stainless-steel long products, a CAGR of about 18%.

Stainless-steel domestic production (% share, million tonnes) and trade (million tonnes)



Source: Joint Plant Committee (JPC) reports, CRISIL MI&A, industry

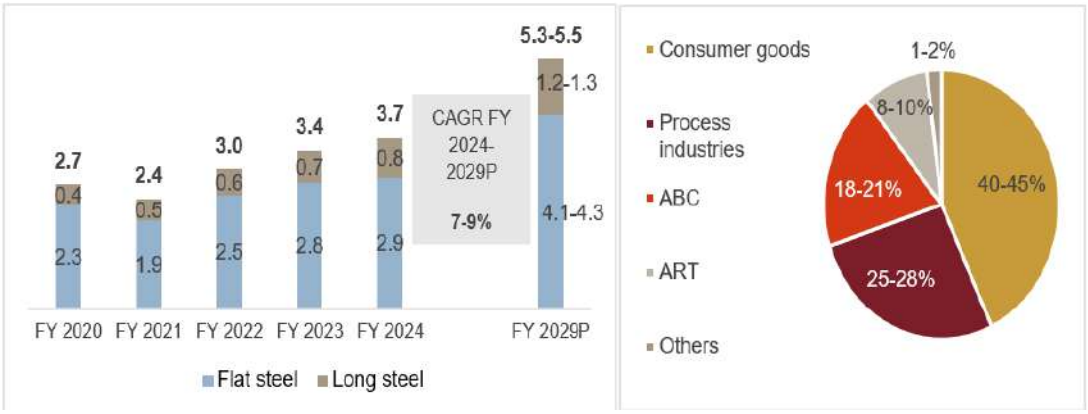
India's stainless-steel production volume remained rangebound in fiscal 2021 owing to subdued domestic demand. However, in fiscal 2022, to cater to pent-up demand, production volume surged 24% on-year to 2.8 million tonnes. In fiscal 2023, though domestic demand increased, a sharp increase in imports kept domestic production rangebound. Imports surged in fiscal 2023 primarily on account of high import volume of cheaper Chinese and Vietnamese stainless steel. On the other hand, exports from India decreased in fiscal 2023 due to tough competition from cheaper foreign-made steel in the export market.

Domestic production volume increased 20% on-year in fiscal 2024 due to the government's strong emphasis on localised manufacturing and higher domestic demand for stainless steel.

3.3. Demand

Domestic stainless-steel demand grew at a CAGR of approximately 8% between fiscals 2022 and 2024. Fiscal 2021, which was hit by pandemic, witnessed an on-year demand decline of around 12% owing to subdued consumption from key end use sectors like consumer goods and infrastructure. However, the demand for stainless steel increased robustly on-year by 27% in the following fiscal on the account of revival in consumer demand of white goods and durables and increase in government led capital expenditure towards infrastructure development. In fiscals 2023 and 2024, the demand increased on-year by 13% and 8%, respectively, primarily led by strong on-year demand growths of 19% and 25%, respectively in fiscals 2023 and 2024, in the long segment of stainless steel on the account of increased focus of government towards infrastructure development in the run-up to the 2024 general elections. This demand increase was also supported by the building and construction sector which grew owing to rapid urbanizations, government led initiatives like "Housing for All", improving consumer sentiments, and increasing industrialization on the back of government's push for local manufacturing.

Domestic stainless-steel demand (million tonnes) **Stainless steel demand split (%) (fiscal 2024)**



ABC: Architecture, building, and construction; ART: Automotive, railways, and transportation

Domestic stainless-steel demand is expected to grow at a CAGR of 7-9% during fiscals 2024-2029 to 5.3-5.5 million tonnes per annum in fiscal 2029. The major end-use industries that are expected to support this healthy domestic demand growth include consumer goods, process industries, infrastructure, building, construction, and automobile.

Price trend of stainless steel

Global prices (USD per tonne) and Domestic prices (Rs per tonne) [FY 2020 - FY 2024]

The following charts describe the movement of prices of hot rolled stainless steel of grade 304 over the last five fiscals. For drawing comparison between international and domestic prices of the commodity, the prices correspond to the average of monthly prices between April and March of the respective fiscal in both scenarios. For instance, the price against FY 2020 in both the charts given below represents average of prices from April 2019 to March 2020 and so on.

Source: Bloomberg, Metal bulletins, CRISIL MI&A, industry

On - year change	FY 2021	FY 2022	FY 2023	FY 2024
International prices	7%	36%	-8%	-25%
Domestic prices	6%	15%	-12%	-21%

Source: Bloomberg, Metal bulletins, CRISIL MI&A, industry

Both international and domestic prices followed similar growth trend over the last five fiscals. The prices increased in fiscals 2021 and 2022 owing to pandemic led supply side issues leading to demand-supply imbalance.

In fiscal 2022, Indian steel industry recovered from the supply side issues and started production at near-optimum utilization levels, thereby cutting down the dependence on steel imports. Though the domestic stainless-steel prices increased on-year in fiscal 2022 but its magnitude remained lower than the on-year price increase in the international prices in the fiscal as a result.

The prices, however, cooled down in the next two fiscals due to resolution of supply side issues, fall in demand in key countries of Europe and Americas, and fall in prices of key raw materials used in steel production.

4. Global stainless-steel pipes and tubes industry

4.1. Introduction to stainless steel pipes

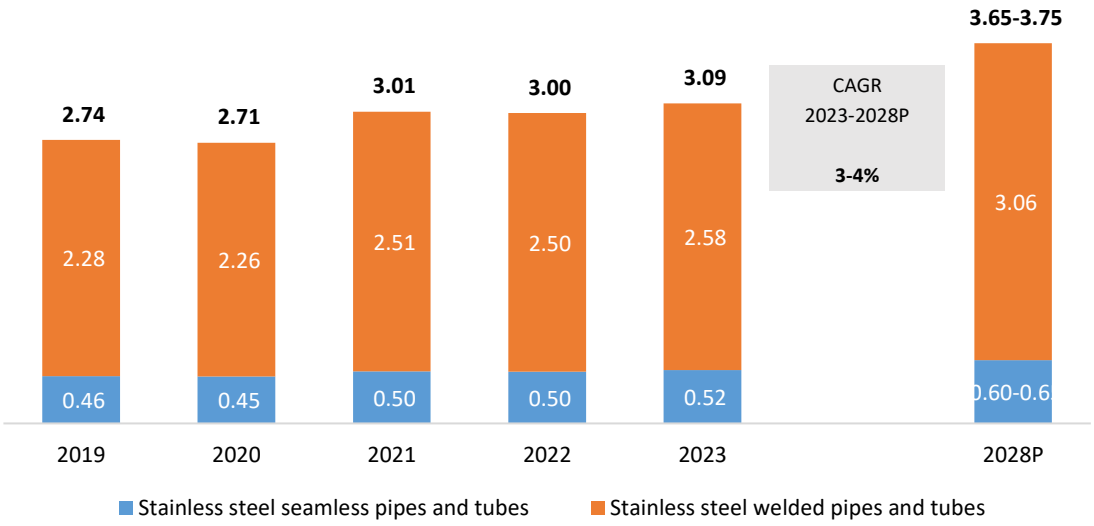
There are two types of pipes: Seamless pipes and welded pipes. Seamless pipes are pipes without a seam (end joints) and are manufactured using billets whereas welded pipes are manufactured by welding the flat steel strips into a round / circular shape. Some of the key differences between welded and seamless pipes are as listed in the below table-

Sr. No	Parameter	Seamless Pipe	Welded Pipe
1	Strength	Seamless pipes can withstand more pressure and load as there is no seam.	Due to welding, welded pipes are believed to withstand relatively less pressure and load
2	Length	Seamless pipes are relatively shorter in length due to process limitations.	Welded pipes can be manufactured in long continuous lengths.
3	Size	Seamless pipes are usually manufactured for a nominal size of 24 inches or less.	There is no such size restriction on welded pipe production.
4	Corrosion Resistance	High corrosion resistance	Relatively low corrosion resistance near the weld
5	Surface Quality	The surface quality of seamless pipes is rough due to the extrusion process	Welded pipes have a smooth high-quality surface
6	Application	Seamless pipes are widely suitable for high pressure, temperature, and corrosive environment	Welded pipes are normally used for less corrosive and low-pressure environments.

4.2. Demand

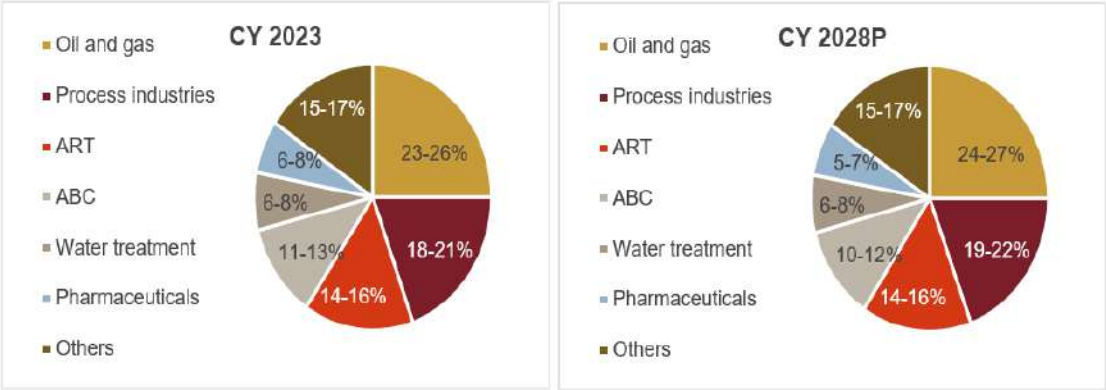
Global demand for stainless steel pipes and tubes increased from approximately 2.7 million tonnes per annum in 2019 to approximately 3.1 million tonnes per annum in 2023, clocking a CAGR of about 3%. The share of stainless-steel welded pipes and tubes in the overall global demand falls in 80-85% range with the stainless-steel seamless pipes and tubes accounting for the rest 15-20% share in the demand.

Stainless steel pipes and tubes - global demand in million tonnes per annum



Between 2023 and 2028, the demand for stainless steel pipes and tubes is expected to increase at a CAGR of 3-4% to approximately 3.65-3.75 million tonnes in 2028.

Stainless steel pipes and tubes - global demand split (CY2023 and CY2028)



P: Projected

ART: Automobile, railways, and transportation; ABC: Architecture, building and construction

Stainless steel pipes and tubes - global demand split by regions

China is the biggest consumer of stainless-steel pipes and tubes in the world, accounting for around 40% of its overall global demand. Such a high demand of these pipes in the country is on the account of high water, oil and gas transportation requirements to cater to a large population and high volume of manufacturing plants across industries. Further, China's government and local authorities have also been focussing on cutting water losses during pipeline transportation and reducing health related risks posed by poor quality of drinking water. Since stainless steel has high resistance to corrosion and are highly hygienic for health, the country has been resorting aggressively to using stainless steel pipes and tubes for water transportation to improve and expand the water supply network over the years. This has primarily led to a consistent increase in the usage of stainless-steel pipes and tubes, thus making China its single largest consumer in the world.

Other Asian countries such as India, Indonesia, Malaysia and middle east countries are also top consumers of stainless-steel pipes and tubes. Most of the countries in the region are developing at a high rate and as a result, are experiencing rapid urbanization and industrial growth, leading to an increased demand for stainless steel pipes and tubes. The growth in the stainless-steel pipes and tubes demand is also getting robust support from growth in sectors like infrastructure development, water supply and sanitation, oil and gas, chemical, and food processing.

Europe is also a leading consumer for stainless steel pipes and tubes. Turkiye, a highly earthquake prone country, and Ukraine, which has been struggling for geopolitical stability require massive infrastructure related investments which also includes investments in stainless steel pipes and tubes installation for construction, water supply, oil and gas transport, etc.

Risks to demand and growth inhibitors

Fluctuating raw material prices: The raw materials used in the manufacturing of stainless-steel pipes and tubes include nickel and chromium which have volatile prices. The sudden change in prices of these raw materials affect stainless steel pipe manufacturers from the perspective of production costs. As a result, there is a high risk that small scale producers temporarily or permanently shut down their stainless-steel pipe production operations. This could create a demand supply balance and force the end use industries to opt for substitute materials.

Policies: Stainless steel pipes and tubes are resource intensive and could face difficulty in adhering to potentially stringent environmental norms, policies and regulations going forward. Also, import or export related restrictions and tariffs can disrupt global supply chain and hence impact the demand for stainless steel pipes and tubes globally.

Global economic downturn: Economic slowdowns across globe or even in a few important areas of the world can impact the operations of key end use industries such as oil and gas, construction, and automobile and hence can lead to a sudden fall in demand for stainless steel pipes and tubes as well.

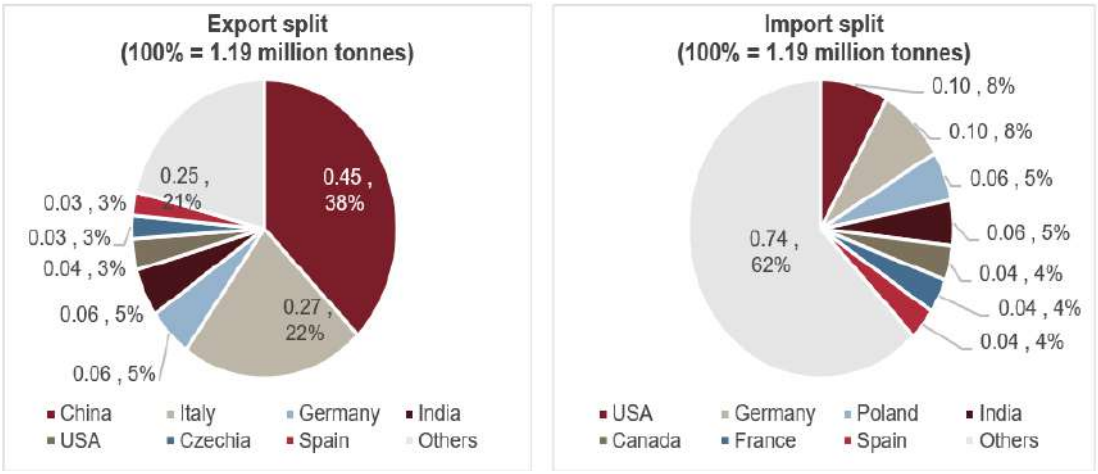
These factors may cause a dent in the global stainless steel pipes and tubes demand, however, the industry can averse most of the risks through constant adaptability and innovation. For example, the industry can look for the ways to make its manufacturing operations environmentally sustainable, thus reducing the risk of the material substitution owing to sustainability issues.

4.3. Global trade analysis

In 2023, the trade volume of stainless-steel pipes and tubes across countries amounted to approximately 1.19 million tonnes. During the year, most of the stainless-steel pipes and tubes were exported from China and Italy, which together accounted for ~60% of total exports globally. They were followed by Germany (5%), India (5%), and USA (3%) in the total volume exported in the year.

On the import side, USA, Germany, Poland, India, Canada, and France cumulatively accounted for approximately one-third of the global imports in 2023.

Stainless steel pipes and tubes region wise trade split (million tonnes, % share) – CY 2023



Source: United Nations Comtrade, CRISIL MI&A, Industry

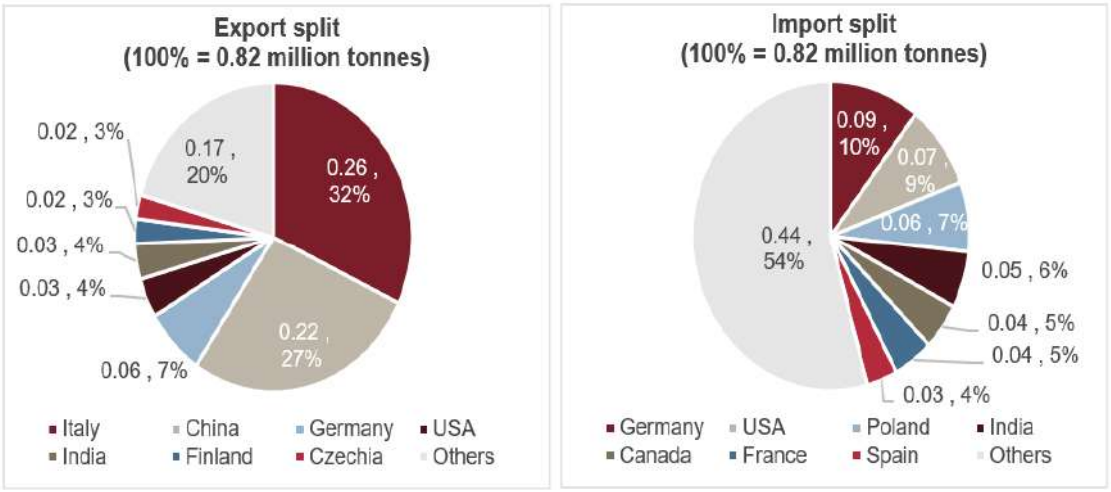
Note:

1. *For stainless steel pipes and tubes, products of HS codes 730441, 730611, 730621 & 730640 were considered*
2. *Some key importers other than the ones represented in the "Import split" pie chart are Netherlands, Mexico, Brazil, United Kingdom, and Turkiye, each of which accounted for 2-3% share in the global import volumes of stainless steel pipes and tubes*

Stainless steel welded pipes and tubes

Overall traded volume of stainless-steel welded pipes and tubes amounted to approximately 0.82 million tonnes in 2023. During the year, Italy was the top exporter accounting for a 32% share in the total global exported volume stainless-steel welded pipes and tubes. China was the second largest exporter in the segment, accounting for 27% share. On the import side, Germany and USA together accounted for around one-fifth of the imports of stainless-steel welded pipes and tubes (share of 10% and 9%, respectively). These were followed by Poland, India and Canada which imported 7%, 6% and 5% of the total globally traded volume of stainless-steel welded pipes and tubes, respectively.

Stainless steel welded pipes and tubes region wise trade split (million tonnes, % share) – CY 2023



Source: United Nations Comtrade, CRISIL MI&A, Industry

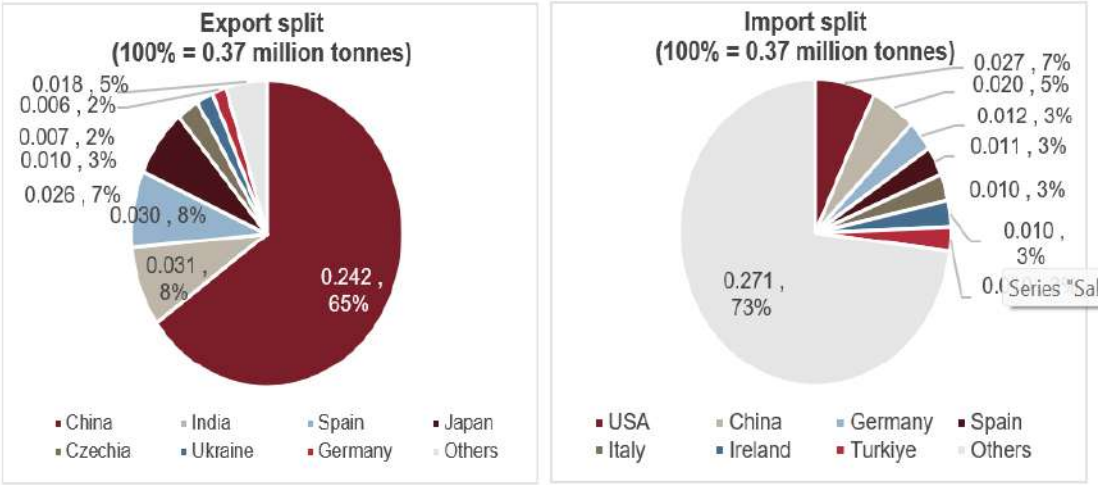
Note: For stainless steel welded pipes and tubes, products of HS codes 730611, 730621 & 730640 were considered

Stainless steel seamless pipes and tubes

In the stainless seamless pipes and tubes segment, China was the top exporter accounting for 65% of the total traded volume in 2023. China was followed by India (8%) and Spain (8%).

On the imports side, USA, China, Germany, Spain and Italy, together accounted for around 20-21% of the overall global imports of the stainless seamless pipes and tubes in 2023.

Stainless steel seamless pipes and tubes region wise trade split (million tonnes, % share) (CY 2023)



Source: United Nations Comtrade, CRISIL MI&A Consulting, Industry

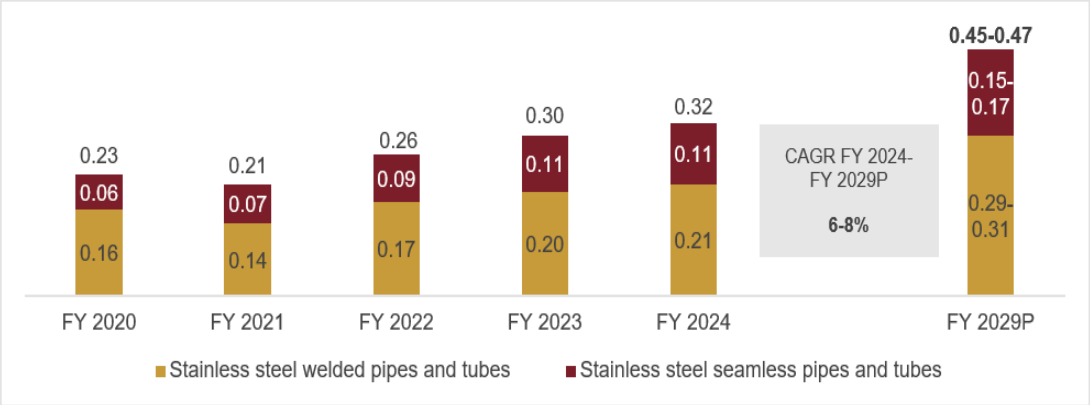
Note: For stainless steel seamless pipes and tubes, products under HS code 730441 were considered

5. Indian stainless-steel pipes and tubes industry

5.1. Demand

Domestic demand for stainless steel pipes and tubes increased from 0.23 million tonnes in fiscal 2020 to 0.32 million tonnes in fiscal 2024, clocking a CAGR of approximately 9% during the period. The share of stainless-steel welded pipes and tubes in the overall domestic demand has largely remained at around 65% with the stainless-steel seamless pipes and tubes accounting for the rest 35% share throughout the period.

Stainless steel pipes and tubes - domestic demand in million tonnes

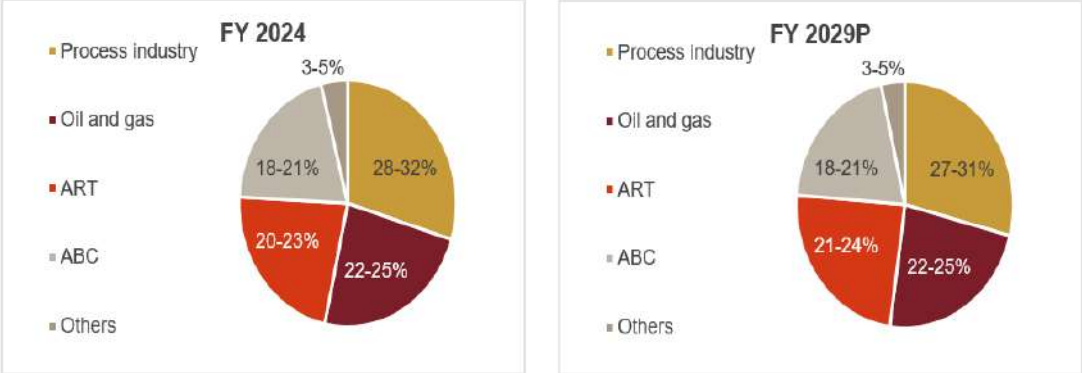


P: Projected

Source: CRISIL MI&A, industry

Between fiscals 2024 and 2029, the domestic demand for stainless steel pipes and tubes is expected to increase at a CAGR of 6-8% to 0.45-0.47 million tonnes in fiscal 2029. This healthy growth in the demand will primarily be led by strong growths in major end use industries of stainless-steel pipes and tubes such as building and construction, automobile, oil and gas, chemical manufacturing, food and beverage, etc.

Stainless steel pipes and tubes - domestic demand split



P: Projected
Source: CRISIL MI&A, industry
ABC: Architecture, building and construction, ART: Automobile, railways, and transportation

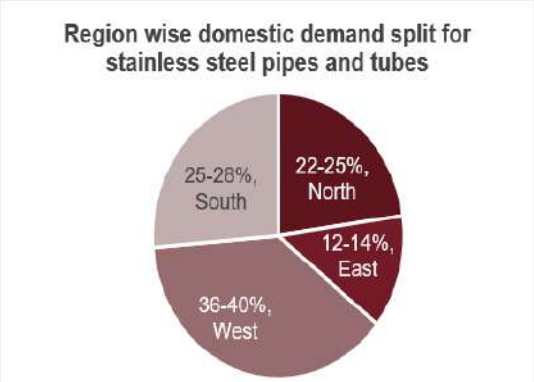
End use sector growth outlook and application mapping with respect to type of stainless-steel pipes

End use industry	Expected growth CAGR (FY 2024-2029)	Type of stainless-steel pipe used
Process industry	6-8%	**Electric resistance welded pipes and tubes** for chemical and fluid transportation (Seamless pipes and tubes are also used but in rare cases)
Oil and gas	6-8%	**Seamless** for oil exploration, etc **Submerged arc welded** for oil and gas transport
ART	8-10%	**Seamless** for suspension arms, steering rods, etc **Electric resistance welded** for exhaust systems, cooling systems, etc.
ABC	6-8%	**Seamless** for structural support **Electric resistance welded** for water, sanitation, and gas systems

Source: CRISIL MI&A, industry

Stainless steel pipes and tubes - domestic demand split by regions

Region	Key end use sectors
North	Food and beverage, automobile, chemical industries
West	Oil and gas, construction and infrastructure, automobile industries
South	Construction and infrastructure, automobile, oil and gas industries



Source: CRISIL MI&A, industry

West region of India, having states like Gujarat and Maharashtra with high share of expenditures towards infrastructure development and high concentration of oil and gas industry, is the major consumption hub for stainless steel pipes and tubes in India. In particular, the region accounts for around 36-40% of the overall domestic stainless-steel pipes and tubes demand on the account of high consumption from key end-use sectors like oil, gas, chemical, automobile, and construction in western states. Southern states like Tamil Nadu and Andhra Pradesh are home to many oil refineries and oil exploration sites, chemical industries, rapidly urbanizing cities of Chennai, Mysore, Hyderabad, and Amravati, automobile plants, and thus account for 25-28% of overall domestic demand of stainless-steel pipes and tubes in India. North region, which has multiple food, beverage, chemical and automobile manufacturing plants, accounts for 22-25% of the domestic demand for stainless steel pipes and tubes. Eastern zone of India accounts for the rest 12-14% of the domestic demand.

Domestic demand growth inhibitors

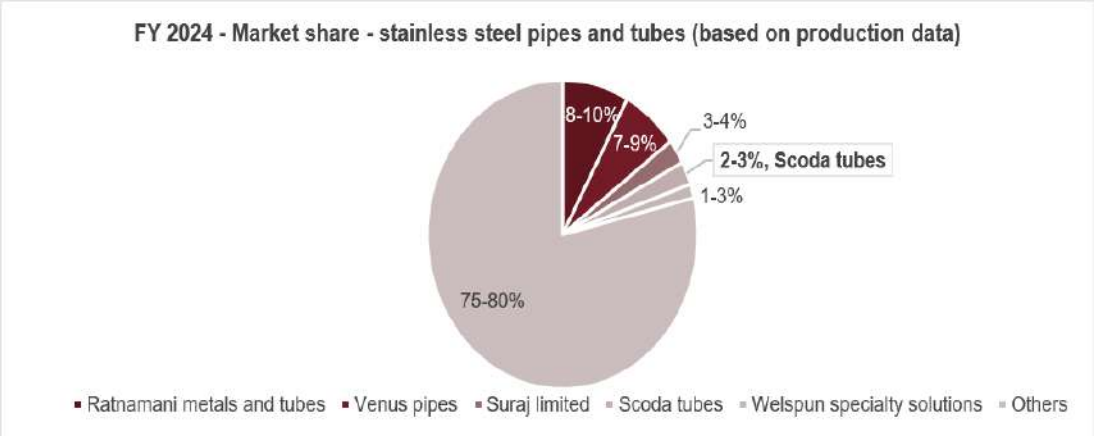
Fluctuating raw material prices: Stainless steel (in flat or long form), which is the primary raw material in the manufacturing of stainless-steel pipes and tubes, consumes metals like nickel and chromium for its production. The prices of these metals are derived from international commodity exchanges, and hence are volatile. This directly affects the production and inventory related cost of stainless steel and indirectly affects the cost of manufacturing stainless steel pipes and tubes. As a result, there is a risk that small-scale stainless-steel pipe producers temporarily or permanently shut down their stainless-steel pipe production operations. Consequently, this could create a demand supply balance and force the end use industries to opt for substitute materials.

Substitution by alternative material pipes: Due to technological advancements, it is likely that stainless steel pipes and tubes could get replaced by pipes made of other new materials or alloys. Further, end use industries, based on suitability with respect to the application area and viability with respect to costs and sustainability, could start substituting stainless steel pipes and tubes with pipes and tubes of different materials like carbon steel, copper, plastic, etc.

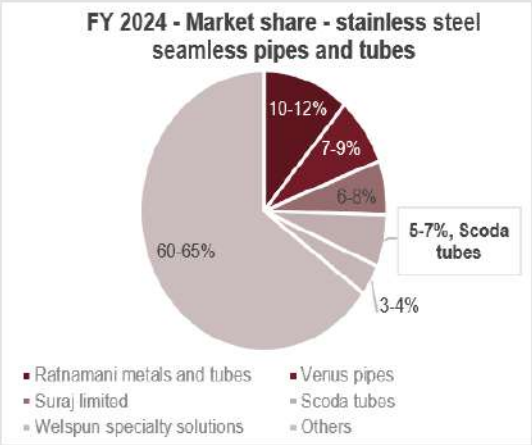
Policies: The production process of stainless-steel pipes and tubes is energy and resource intensive and going forward, could invite restrictions so as to adhere to potentially stringent environmental norms, policies and regulations. Further, the custom duties, tax rates, tariffs, and potential trade agreements on the pipes and the major raw materials would also impact the domestic demand-supply balance.

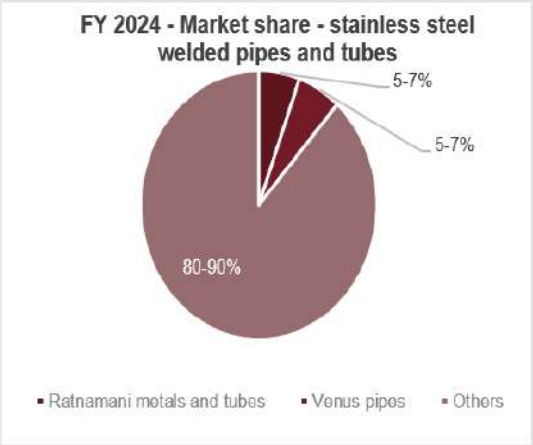
Stainless steel pipes and tubes – player wise market share

Stainless steel pipes and tubes manufacturing industry is largely fragmented with key leading players such Venus pipes, Ratnamani metals and tubes, Suraj limited, Scoda tubes, and Welspun specialty solutions accounting for around 20-22% of domestic market.



For the peers considered above, the market shares for stainless steel seamless pipes and tubes and stainless steel welded pipes and tubes are represented below:





Note: The market shares are determined based on the production data of the companies considered in the peer set

In the stainless-steel seamless pipes and tubes industry, Ratnamani metals and tubes is the leader with 10-12% market share in India. It is followed by Venus pipes, Suraj limited and Welspun specialty solutions, which have market shares of 7-9%, 6-8, and 3-4%, respectively in the industry in India. Scoda tubes accounted for 5-7% share in the market in the segment.

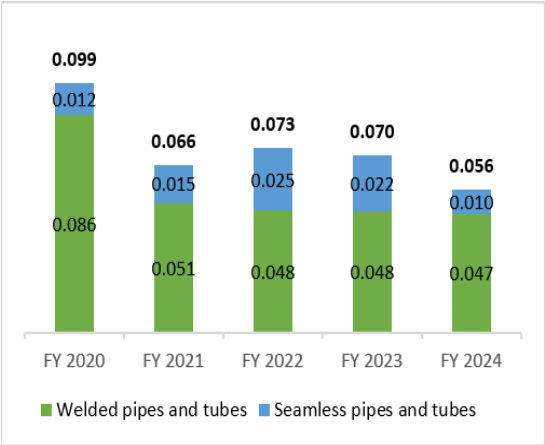
In the stainless-steel welded pipes and tubes segment, Ratnamani metals and tubes and Venus pipes account for 5-7%, each in the industry. The other peers considered for the study, namely, Suraj limited and Welspun specialty solutions don't have presence in the welded pipes and tubes segment.

5.2. Trade analysis - India

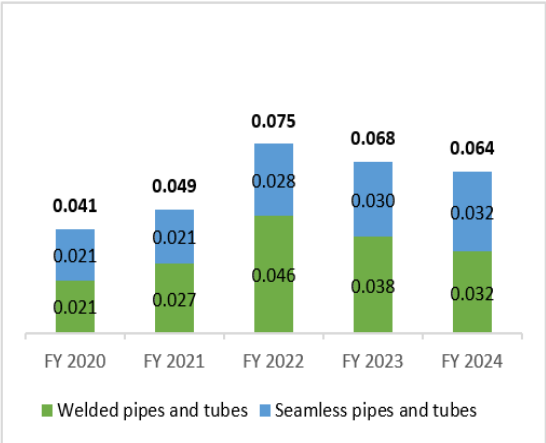
Stainless pipes and tubes

The import volume of stainless-steel tubes and pipes by India declined on-year by 33% to 0.066 million tonnes in fiscal 2021, owing to reduced demand from key end-use sectors in the wake of pandemic-induced lockdowns in the fiscal. Between fiscals 2021 and 2024, the imported volume of stainless-steel pipes and tubes decreased at a CAGR of (-5%) to 0.056 million tonnes, primarily because of an anti-dumping duty imposed by India on stainless steel seamless pipes and tubes from China to guard the interests of local producers. As a result, the imported volume of stainless-steel seamless pipes and tubes, particularly, declined at a much higher negative CAGR of (-14%), during fiscal 2021-2024 period. This has led to a significant reduction in import-export gap over the years, eventually making India a net exporter of stainless-steel pipes and tubes in fiscals 2022 and 2024.

Imports to India (million tonnes)



Exports from India (million tonnes)



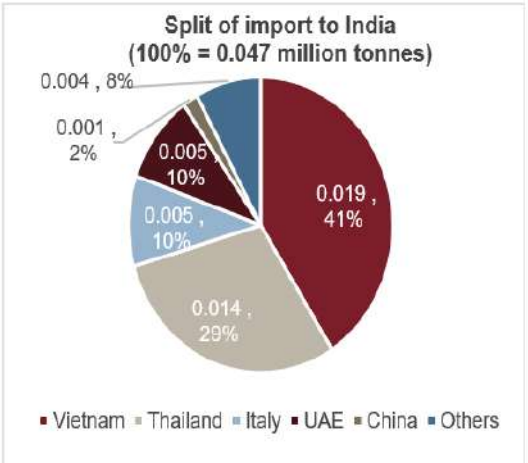
Note: For stainless-steel welded pipes and tubes, products of HS codes 730611, 730621 & 730640 were considered, and for stainless-steel seamless pipes and tubes, products of HS codes 730441 were considered

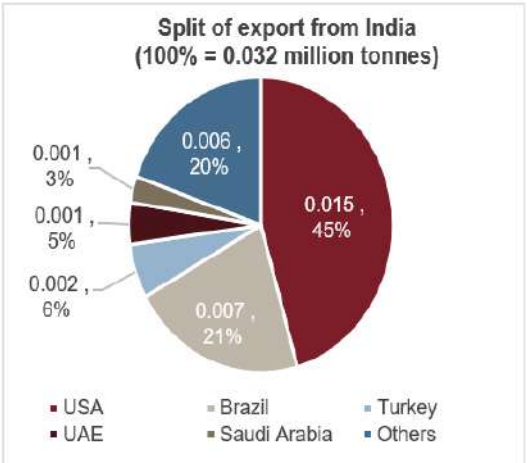
On the other hand, the exports from India increased at a CAGR of around 35% between fiscals 2020-2022 to 0.075 million tonnes in fiscal 2022, on the back of recovery of economy and pent-up demand in key export destinations from the pandemic induced slowdown in the previous fiscal. However, the exports of stainless-steel pipes and tubes further declined at a CAGR of (-8%) between fiscals 2022 and 2024 to 0.064 million tonnes in fiscal 2024 primarily because of inflationary environment of key export markets and geopolitical conflicts in fiscals 2023 and 2024. Further, Indian steel produced faced high competition in the export market from the cheaper products made in other countries, resulting in decline in demand for India-made stainless-steel pipes and tubes in the export market.

Welded pipes and tubes

In fiscal 2024, India imported majority of stainless-steel welded pipes and tubes from Vietnam (share in total imports was ~41%), followed by Thailand (~30%) and Italy (~10%). The high import volume from Vietnam was on the account of its low cost and India's free trade agreement with the country.

On the exports front, USA accounted for ~45% of total stainless-steel welded pipes and tubes export volume from India in fiscal 2024. It was followed by Brazil, which accounted for around 22% share in the overall exports from India in the fiscal. The high share of exports to USA and Brazil can be attributed to the rising demand for stainless steel pipes and tubes in various sectors such as construction, automotive, and oil & gas in both the US and Brazil.



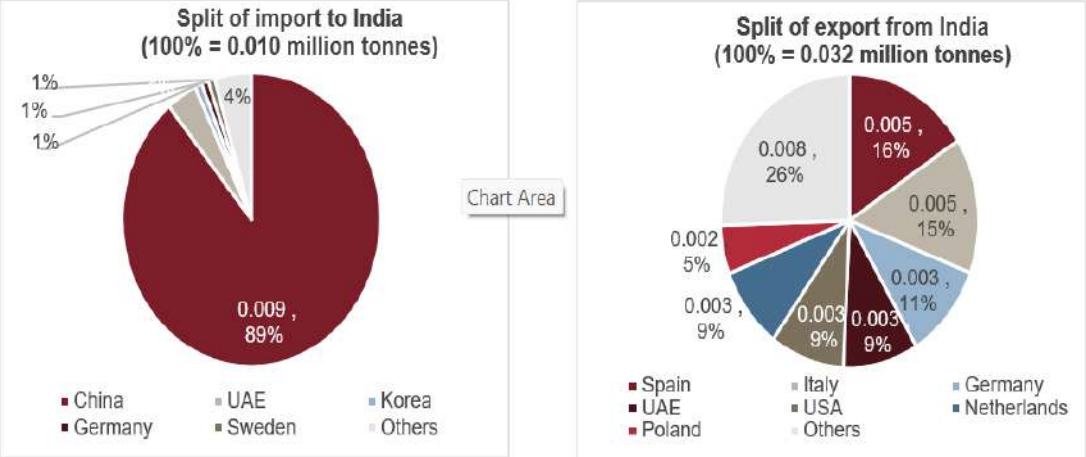


UAE: United Arab Emirates, USA: United States of America
Source: Ministry of commerce and industry, CRISIL MI&A Consulting, Industry
Note: For welded pipes and tubes, products of HS codes 730611, 730621 & 730640 were considered; values in the pie correspond to volume in million tonnes (wherever provided) and share in overall pie

Seamless pipes and tubes

China accounted for approximately 89% share in overall imported volume of stainless-steel seamless pipes and tubes to India in fiscal 2024, amounting to 8,692 metric tonnes. The high share of China made stainless-steel pipes and tubes in India's overall imports is on the account of preference of end-consumers in India towards low-cost Chinese steel products.

As far as exports are concerned, Italy, Canada, and Saudi Arabia cumulatively accounted for around one-third of India's total exported volume of stainless-steel pipes and tubes in fiscal 2024.



UAE: United Arab Emirates, USA: United States of America
Note: For seamless pipes and tubes, products of HS codes 730441 were considered; values in the pie correspond to volume in million tonnes (wherever provided) and share in overall pie

5.3. Raw material scenario

Stainless steel seamless pipes and tubes

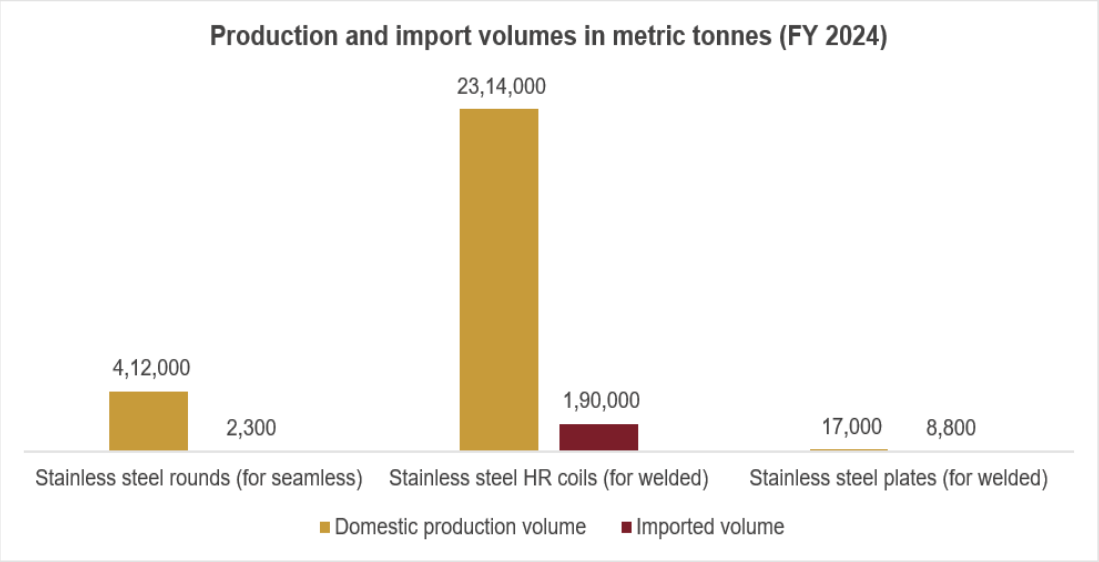
Primary raw material for manufacturing stainless steel seamless pipes and tubes is long stainless steel in the form of billets or rounds. Seamless pipe manufacturers source this raw material mostly domestically from manufacturers like Viraj Group, Ambica Steels, Mukand Limited, Rajputana Stainless Limited, etc.

Stainless steel welded pipes and tubes

Primary raw material for manufacturing stainless steel welded pipes and tubes (electric resistance welded and submerged arc welded pipes and tubes) is flat stainless steel, primarily in the form of hot rolled (HR) coils/sheets/strips or plates. Welded pipe manufacturers source flat steel in these forms from Jindal Stainless and Shah Alloys Steel, etc.

While top integrated steel producers hold a significant share in the domestic production volume in carbon steel or alloy steel industry, the industry of the long and flat forms of stainless steel is relatively fragmented. Stainless steel used in the pipes segment is imported as well, particularly to meet certain grade related requirements of niche end use segments. However, the major chunk of raw material for manufacturing both seamless and welded pipes and tubes in the stainless-steel segment is procured domestically.

Raw material availability and procurement scenario for stainless steel pipe manufacturing (Fiscal 2024)



Source: JPC, CRISIL MI&A, industry
Units are kept in metric tonnes, and not in million tonnes in the above chart for better visibility of smaller figures

In fiscal 2024, India produced ~2.3 million tonnes of stainless-steel hot rolled coils, a key raw material used in the manufacturing of stainless welded pipes and tubes. Out of the total production of HR coils, the share of ISPs was very low with only SAIL producing HR coils to the tune of 0.13 million tonnes in the fiscal. Further, only 0.19 million tonnes (just 8% of domestic production volume in the fiscal) of stainless-steel HR coils were imported during the fiscal.

Approximately 412,000 metric tonnes of stainless-steel plain rounds and approximately 17,000 metric tonnes of stainless-steel plates were produced in fiscal 2024. The imported volumes in India amounted to ~2,300 and ~8,800 metric tonnes for stainless steel rounds and plates, respectively.

6. Competition Benchmarking

6.1. Operational benchmarking

Stainless steel tubes and pipes manufacturing capacity by players in Fiscal year 2024 –

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
Welded pipes production capacity	Tonnes per annum	20,000.00	-	24,000.00	-	1,020.00
Seamless pipes production capacity	Tonnes per annum	28,000.00	N/A	14,400.00	18,000.00	10,068.00
Total pipes production capacity	Tonnes per annum	48,000.00	N/A	38,400.00	18,000.00	11,088.00

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
Welded pipes production volume	Tonnes per annum	N/A	-	N/A	-	39.00
Seamless pipes production volume	Tonnes per annum	N/A	8,447.77	N/A	4,683.00	7,165.00
Total pipes production volume	Tonnes per annum	N/A	8,447.77	N/A	4,683.00	7,204.00

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
Welded pipes capacity utilization	%	N/A	-	N/A	-	3.82%
Seamless pipes capacity utilization	%	N/A	N/A	N/A	26.02%	71.17%
Total pipes capacity utilization	%	N/A	N/A	N/A	26.02%	64.97%

Source: Company data and reports, CRISIL MI&A Consulting, Industry
N/A: Not available

Note:

1. Production volumes for Ratnamani Metals and Tubes Limited is estimated based on a utilization level of 60-70% prevailing for the company.
2. Utilization rate defines production volume as a percentage of production capacity
3. *correspond to sales/dispatch numbers, numbers without the asterisk sign are production numbers
4. N/A implies that numbers are not available, "-"represents that the company does not operate in the corresponding category
5. Total capacity and production correspond to sum total of capacities and production volumes of seamless and welded tubes and pipes for each of the companies
6. The above tables represent the information gathered as per publicly available information for the peers.

Product mix

	Products
Ratnamani Metals and Tubes Limited	Nickel Alloy Stainless Steel Seamless Tubes & Pipes (with coating as well) Stainless Steel Welded Tubes & Pipes (with coating as well) Titanium Welded Tubes
Venus Pipes and Tubes Limited	Stainless Steel High Precision and Heat Exchanger Tubes Stainless Steel Hydraulic and Instrumentation Tubes Stainless steel seamless pipes Stainless steel welded pipes
Welspun Specialty Solutions	Stainless extruded seamless schedule pipes Stainless seamless cold finished pipes and tubes Stainless seamless hollow bars Stainless seamless heat exchanger tubes Stainless seamless hydraulic and instrumentation tubing Stainless seamless U-bent tubes
Suraj Limited	Seamless heat exchanger tubes and 'U' tubes Seamless instrumentation tubes Welded and seamless mechanical polished tubes

	Welded and seamless electropolished tubes
Scoda Tubes Limited	Seamless pipes (including high precision tubes and 'U' tubes) Seamless hydraulic / instrumentation tubing Welded tubes Hot pierced Mother Hollow

Share of exports and export markets (FY22-FY24, H1FY25)

Company	% share of exports in revenues				Export market
	FY22	FY23	FY24	9M FY25	
Ratnamani Metals and Tubes Limited	14.1	19.3 %	24.18 %	N/A	USA, UK, France, Germany, Italy, Netherlands, Japan, South Korea, Middle East
Suraj Limited	N/A	N/A	N/A	N/A	Middle East
Venus Pipes and Tubes Limited	10.5	5.4 %	12.3%	N/A	Europe, USA, Middle East
Welspun Specialty Solutions	N/A	N/A	N/A	N/A	Europe and North America
Scoda Tubes Limited	30.5	30.8 %	20.8%	28.0%	Europe, USA, Middle East

Source: Company reports, CRISIL MI&A Consulting

Note: In fiscal 2024, exports account for around 40% of the total turnover of the stainless steel division for Ratnamani Metals

N/A : Not Available

6.2. **Financial benchmarking**

To benchmark the performance of Scoda Tubes Limited with its competitors, a comparison is drawn across the profitability, liquidity, and leverage parameters.

Peer comparison for 9M FY 2025

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
Revenue from operations	Rs million	34,713.28	1,749.97	7,003.90	5,235.70	3,611.71
EBITDA	Rs million	5,213.87	304.54	1,259.94	210.70	606.28
EBITDA margin	%	15.02%	17.40%	17.99%	4.02%	16.79%
PAT	Rs million	3,384.11	155.85	691.84	-80.30	249.14
PAT margin	%	9.75%	8.91%	9.88%	-1.53%	6.90%
Return on capital employed	%	N/A	N/A	N/A	N/A	13.67%
Return on equity	%	N/A	N/A	N/A	N/A	17.36%
Fixed asset turnover	Ratio	N/A	N/A	N/A	N/A	4.16
Working capital days	Number	N/A	N/A	N/A	N/A	152.71

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
Inventory days	Number	N/A	N/A	N/A	N/A	147.12
Trade Receivables days	Number	N/A	N/A	N/A	N/A	80.78
Trade payables days	Number	N/A	N/A	N/A	N/A	75.19
On-year revenue growth	%	-2.58%	-31.24%	21.16%	-4.00%	N/A
Realization	Rs per tonne	N/A	N/A	N/A	N/A	366,577.21
EBITDA per tonne	Rs per tonne	N/A	N/A	N/A	N/A	61,535.51

Note: On-year revenue growth corresponds to an on-year increase in 9M-FY 2025 from 9M-FY 2024

N/A: corresponds to data not available

Peer comparison for FY 2024 (Rs million)

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
Revenue from operations	Rs million	50,590.90	3,306.65	8,021.98	6,966.70	3,998.61
EBITDA	Rs million	8,971.17	394.74	1,463.16	558.30	587.91
EBITDA margin	%	17.73%	11.94%	18.24%	8.01%	14.70%
PAT	Rs million	6,250.97	215.26	859.79	624.70	183.00
PAT margin	%	12.36%	6.51%	10.72%	8.97%	4.58%
Return on capital employed	%	24.36%	19.27%	24.22%	11.44%	15.92%
Return on equity	%	19.90%	17.57%	21.17%	67.11%	28.77%
Fixed asset turnover	Ratio	3.80	3.89	2.73	3.43	4.90
Working capital days	Number	176.75	54.54	113.66	75.57	162.38
Inventory days	Number	147.85	38.76	143.35	223.39	155.96
Trade Receivables days	Number	67.92	37.76	80.60	25.43	81.55
Trade payables days	Number	39.02	21.97	110.29	173.25	75.13
On-year revenue growth in fiscal 2024	%	13.07%	-9.81%	45.22%	66.74%	31.05%
Realization	Rs per tonne	N/A	391,458.86	362,834.66	N/A	442,156.35

Particulars	Units	Ratnamani Metals and Tubes Limited	Suraj Limited	Venus Pipes and Tubes Limited	Welspun Specialty Solutions Limited	Scoda Tubes Limited
EBITDA per tonne	Rs per tonne	N/A	N/A	66,170.41	N/A	65,009.63

Source: Company financials, CRISIL MI&A Consulting

Consolidated financials of Ratnamani Metals and Tubes Limited and Suraj Limited; and standalone financials for Venus Pipes and Tubes Limited, Welspun Specialty Solutions Limited and Scoda Tubes Limited have been considered throughout the financial benchmarking & analysis

N/A : Not Available

Definitions of the financial parameters mentioned in the above table:

1. *EBITDA is calculated as profit (PAT) for the period plus finance costs, depreciation and amortization and total tax expense*
2. *EBITDA Margin is calculated as EBITDA divided by total revenues*
3. *PAT Margin is calculated as profit for the period divided by total revenues*
4. *Return on Capital Employed is calculated as EBIT divided by capital employed. EBIT is calculated as EBITDA minus depreciation. Capital Employed is calculated as Total shareholders' equity + Short-term borrowings + Long-term borrowings.*
5. *Return on Equity is calculated as profit for the year (PAT) divided by Total shareholders' equity.*
6. *Fixed Asset Turnover Ratio is calculated as total revenues divided by fixed assets*
7. *Working capital days is computed as Inventory days plus Trade receivable days minus Trade payable days. Inventory days is calculated as Inventory divided by cost of goods sold multiplied by 365 days. Trade receivables days is calculated as Trade receivables divided by total revenues multiplied by 365 days. Trade payable days is calculated as Trade payable divided by cost of goods sold multiplied by 365 days.*
8. *Inventory days: closing balance of inventory or raw materials or finished goods or stock in process / cost of goods sold * 365*
9. *Trade Receivable days: closing balance of trade receivables for that period / revenue from operations * 36*
10. *Trade payable days: closing balance of trade payables / cost of goods sold * 365*
11. *Realization per tonne and EBITDA per tonne are determined basis the revenues, EBITDA, and the total volume of pipe sold/produced*

7. SWOT Analysis

Strengths

Specialised production of Stainless-Steel tubes and pipes

- The company specializes in the manufacturing of seamless and welded tubes and pipes in a single metal category, i.e., stainless steel. This high emphasis on a single metal category for catering to the pipe requirements of both domestic and international customers has, over time, improved the expertise of the company in terms of manufacturing process, inventory management and sales of products
- With the vast experience in the designated product segment, the company has achieved an ability to accurately assess and respond to customer preferences in this segment. This has helped the company to be able to offer various specialized stainless-steel tubes and pipes products in terms of length, bending, thickness and grades as required or preferred by our customers.

Thus, the specialized focus of the company on the stainless-steel segment of tubes and pipes has well positioned it in attracting and retaining customers to cater to their requirements of customized, specialized and high-quality stainless-steel tubes and pipes across the world.

Plant's strategic location and integrated operations

- The company's current manufacturing facility is strategically located in the state of Gujarat to enable easy and seamless access to key ports and junctions for efficient flow of products.
- For instance, the plant is in close proximity, approximately 360 kilometres, from the Mundra port, a key port for exports, and 23 kilometres from an Inland Container Depot, that ensures sound access and connectivity to the company.
- The strategic location of the manufacturing plant, hence, helps the company in reducing its logistics costs and improving its margins.
- Currently, the company possesses 21 production lines for its products (18 production lines of seamless tubes and pipes, 2 production lines of welded tubes and pipes, and 1 production line for hot piercing). As of fiscal 2024, the company owns land area of 69,411 square meter, out of which the plant facility is built

upon 21,199 square meter area. The extra land gives the company an opportunity to expand its manufacturing capacity in the near or long term.

- The company's plant is fully integrated with sizeable production facilities. For example, the company has stainless steel seamless tubes and pipes manufacturing capacity of 10,068 metric tonnes per annum. The company also possesses a 1,020 metric tonnes per annum manufacturing capacity of stainless steel welded tubes and pipes. As a result of the high capacity, the company garners benefits such as the economies of scale and produces its final products at competitive prices. The company is fully committed to continue to invest in its production facilities to increase the quantum of edge over its competitors in the long term.
- In fiscal 2023, the company completed the set-up of a brand-new piercing mill for the production of mother hollow (annual capacity of 20,000 metric tonnes per annum), which is the principal raw material for its products. This new facility of the company makes its overall pipes manufacturing operations a highly backward integrated one. Apart from getting benefits such as lower raw material related costs and reduced supply side risks owing to low reliance on the raw materials suppliers, the company also gets the flexibility to easily accommodate changes in its product portfolio as per the market dynamics to cater to requirements of its wide spectrum of customers.

Customer and geography diversification

- The company sells its products to diversified end-user markets, both domestically and internationally. In the domestic market, it sells products to end-users, fabricators, EPC contractors as well as stockists.
- In the United States market, the company supplies its products through one exclusive distributor, while in the Italy, Germany, Austria and Easter Europe markets, it supplies its products through its hired sales/marketing representatives to end-users, fabricators and EPC contractors.
- The company, thus, has a solid end-user base in a wide range of industrial sectors, such as oil & gas, petroleum, fertilisers, chemicals, defence & aerospace, pharmaceutical, power, automobile industry, etc. Some of the key customers of the company are described below:
- The company has received approvals from various esteemed organizations such as Laxmi Organic Industries Limited, Gujarat Narmada Valley Fertilizers & Chemicals Limited (GNFC), Krishak Bharati Cooperative Limited (KRIBHCO), Triveni Turbine, Hindustan Petroleum Corporation Ltd. (HPCL), Bharat Heavy Electricals Limited (BHEL), etc.
- Further, the company has supplied its products to major domestic public sector clients such as Western, Central, Eastern and Northeastern Railway, Modern Coach Factory (MCF), Rail Coach Factory (RCF), Department of Atomic Energy, etc.
- The company exported its products to over 16 countries in fiscal 2024, The share of exports in the company's overall revenues have remained over 20% for the last three fiscals

This diversification with respect to industries and the market regions helps the company garner revenue diversification and sustainable operations in the medium and long term. This also helps the company to hedge its business operations from concentration risks and other sector- or geography- specific risks.

Valuable experience, qualifications, and industry relations of the promotors

- The promoters of the company, namely, Jagrutkumar Patel, Ravi Patel, Samarth Patel, Saurabh Patel, Vipulkumar Patel have experience of over 8 years in the pipe industry, which gives the company a strong and healthy relationship with suppliers and customers.
- The promoters have high expertise in marketing, procurement, finance, accounting and customer relationship management.
- The company's senior management team comprises of professionally qualified members with experience and knowledge in the pipe industry and regulatory environment. Their experience and their understanding of the industry has enabled and will continue to enable the company to take advantage of both current and future opportunities. Since a large number of senior management personnel have worked with the company for a significant period of time, it will result in effective operational coordination and continuity of business strategies.
- This extensive experience and understanding of the business has played a huge in customer satisfaction, which brings repeat-business and new-client referrals for the company.

Extensive and Effective Quality Control

- All the products manufactured by the company adhere to national and international standards and go through extensive quality control procedures by trained and experienced personnel.
- The company has a dedicated quality control team which takes care of quality standards during all the manufacturing stages including raw material processing, cold rolling, pipe manufacturing and dispatching, etc. Some of the quality testing and inspection facilities in the company include include Positive material identification (PMI) test, Hydrostatic test, Chemical test, Tensile test, Mechanical test, Micro test, Hardness test, Eddy current test, Ultrasonic test, Intergranular Corrosion (IGC), practice "A" "C" and "E" tests, air under water test, dye penetrant test, impact test, and Boroscopic examination.
- The company's quality team is responsible for different aspects of the manufacturing process, such as monitoring the parameters of equipment, checking the strength of materials, reporting any irregularities in the manufacturing process and making adjustments accordingly.
- The company has a low production rejection rate. On an average annual basis, approximately 3% and 2% of the company's products are rejected by its quality control systems and its customers, respectively.

The high focus of the company towards maintaining quality standards helps it cater to large sections of the end-use industry, both domestically and internationally, while keeping its brand image intact.

International Accreditations and product approvals

- The company follows international standard manufacturing practices, and its manufacturing facility benefits from the quality benchmarking certifications, including ISO 9001:2015, 14001:2015 and 45001:2018. Further, the company is certified with TUV SUD South Asia Private Limited and Pressure equipment directive (PED), Norsok M650, and DNV

  [ISO: International Organization for Standardization; DNV: Det Norske Veritas]
- The products sold to the European market are certified under PED 2014/68/EU and ADW/AD 2000 – Merkblatt – W0 from TUV Nord.
- The company also holds accreditation from the Indian Boiler Regulation for manufacturing and supply of stainless steel seamless and welded pipes, tubes and U-tubes, DNV-CP-0252 certification for steel pipes and steel pipe fitting and DNV marine certificate for application in ship building and marine industry.
- The company's products also comply with relevant standards stipulated by Engineers India Limited in the domestic scenario. In the international context, the company's products comply as per DNV(Germany), Norsok (Norway), ASTM (US) & ASME (US), EN (Europe), Lloyds Marine (UK). Additionally, the Company has applied for certification from Bureau Veritas Marine (France) and Rina Marine (Italy) and further the Company has applied for renewal of its BIS licence for stainless steel seamless pipes and tubes for general service.

The domestic and internation accreditations has enabled the company to supply its products to approximately 940 companies in the past across sectors, including oil & gas, petroleum, fertilisers, chemicals, defence & aerospace, pharmaceutical, power & atomic, automobile industry, etc. Thus, these certifications along with the industrial expertise, that the company possesses, favourably positions it in servicing client requirements across all segments of the stainless-steel seamless and welded tubes and pipes market.

Financial position of the company

The company's financials have been showing consistent improvement for the last 3 fiscals. For example, its operating revenues increased on-year by 83%, 57%, and 31% in fiscals 2022, 2023, and 2024, respectively, indicating a strong sales performance of the company. Further, its operating margins and net margins grew from 5.1% and 0.8%, respectively, in fiscal 2022 to 11.4% and 3.4%, respectively in fiscal 2023 and further to 14.7% and 4.6%, respectively, in fiscal 2024. These sharp growths in the margins happened on the account of company's cost related benefits from the economies of scale and the backward integration developed between fiscals 2022-2024. As a result, the return on equity and the return on capital employed increased from 4.7% and 5.8%, respectively, in fiscal 2022 to 28.8% and 15.9%, respectively in fiscal 2024

Opportunities

1. **Government's supportive policies**

The government's policies to boost local production and increase the competitiveness of Indian industries through "Make in India" and "Aatma Nirbhar Bharat" initiatives would pave a way of opportunity for the stainless-steel pipe manufacturing sector. Further, government's policies, announcements, high budgetary allocations towards railways, roads, civil aviation, gas pipelines for affordable housing are expected to drive demand for steel products including stainless steel tubes and pipes. Additionally, the policies such as Production Linked Incentive (PLI), Jal Jeevan Mission, PM Jivan Yojana targeting development in various sectors like infrastructure and housing development pose a unique opportunity for stainless steel tubes and pipes sector.

Further, in light of India's decision in 2022 to impose anti-dumping duty on stainless steel seamless tubes and pipes imports from China for five years would also present an opportunity to domestic stainless-steel tubes and pipes manufacturing industry. This policy has historically resulted in increase in the capacity utilization rates of domestic stainless-steel tubes and pipes manufacturers, is expected to continue to provide benefits to the domestic players in terms of operational efficiencies and margins.

Additionally, in September 2024, the government extended the anti-subsidy duty, initially imposed in 2019, on the imports of welded steel tubes and pipes from China and Vietnam to India. The government has imposed a 29.88% duty on goods falling under 7304 covering all tubes, pipes and hollow profiles, seamless, of iron (other than cast iron) or steel). ~30% of import duty is expected to keep a check on the steel tubes and pipes that are imported at predatory prices and hence, will support the growth in domestic steel tubes and pipes industry.

2. **Infrastructure development**

Private and public sectors are increasingly focussing on infrastructure development in the areas of transportation, water supply, energy, chemical and manufacturing industries, and the residential and commercial real estate.

Additionally, big infrastructure development projects like the Baltic Pipe Project and the discovery of new natural gas sources are expanding the global market for natural gas, and in turn will increase demand for pipeline network growth.

3. **Growth in oil and gas industry**

Increasing offshore exploration and production and digital transformation of the oil and gas industry are expected to boost the oil and gas sector, supporting the demand growth for stainless steel welded and seamless tubes and pipes.

Further, on the global front, the demand for natural gas is rising owing to its eco-friendly nature, its consumption in a variety of sectors like transportation and power generation, and its growing need for energy security in places like the Middle East, Africa, and Asia-Pacific. As a result, the infrastructure for gas pipelines is set to grow. Additionally, the demand for the natural gas pipeline network is anticipated to rise on the back of an anticipated growth in the worldwide liquified natural gas (LNG) trade.

The incorporation of cutting-edge security technologies in the pipeline distribution network to make the global operations secure, cost-effective, and productive would also support the oil and gas infrastructure industry. Government's push towards increasing the usage of compressed natural gas (CNG) and LNG as substitute fuels for petrol and diesel to minimise carbon footprints and greenhouse gas emissions, will also support the natural gas infrastructure industry.

Threats & Weaknesses

- In fiscal 2024, the debtor days increased from 62 in fiscal 2023 to 82 in fiscal 2024. As a result, the working capital days also increased from 151 days in fiscal 2023 to 162 days in fiscal 2024. The company would want to keep a check on its working capital variables to be able to quickly gain revenues from its production.
- The current ratio of the company dipped from 1.22 in fiscal 2022 to 1.09 in fiscal 2024, indicating a slight decrease in the company's ability to meet its short-term obligations. The company would want to keep a check on its current liabilities and cash balance to keep the ratio in the desired range.
- Fluctuations in prices of raw materials such as stainless-steel round bars are likely to present a threat to company's margins. However, with the help of the vast experience of its promoters, the company can manage raw material inventory levels optimally and reduce the raw material volatility risk factor. For instance, the company has been booking the purchase of raw material on a back-to-back basis which reduces the chances of raw material inventory pile-up and significantly reduces the impact of raw material price fluctuations on company's profitability.

- Further, company can take advantage of its backward integration facilities to reduce the impact of raw material price fluctuations.
- High cost of gas pipeline, and fluctuations in oil prices have a negative effect on government and consumer spending.
- When the oil prices are high, there is an increase in inflation, current account deficit, and fiscal deficit in major oil importing nations like India and China. On the other hand, a decline in oil prices has a negative impact on government spending in nations like Saudi Arabia, Nigeria, and the UAE (United Arab Emirates), which are heavily dependent on revenues from crude oil export.
- In the international context, geopolitical conflicts, trade barriers, taxes, other trade restrictions, and reduced international investments and joint ventures can present a threat to business by limiting the company's ability to acquire raw materials, export completed goods, access new markets and find growth prospects.
- Less expensive imports of stainless-steel tubes and pipes may pose a challenge to the company's sales volume and margins. However, the company may also take steps to counter the effects of less expensive imports, including raising the quality of their goods, streamlining their supply chain, and growing their clientele.
- Volatility of raw material prices and changing government policies, custom duties, and regulations can pose threat to the stainless-steel tubes and pipes business.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section entitled "Forward-Looking Statements" on page 19 for a discussion of the risks and uncertainties related to those statements and also the sections entitled "Risk Factors", "Industry Overview", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 31, 165, 254 and 306, respectively, as well as financial and other information contained in this Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition and results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise indicated or unless the context requires otherwise, the financial information included herein is based on our "Restated Financial Information" section included in this Red Herring Prospectus. Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the twelve months ended March 31 of that year. The financial information included in this section for Fiscal 2024, Fiscal 2023 and Fiscal 2022 has been extracted from our financial information set forth in our Restated Financial Information. For further information, see "Financial Information" on page 254. Unless the context otherwise requires, in this section, references to "Scoda", "the Company", "our Company", "we", "us" and "our", are to our Company. Unless the context otherwise requires, references to our "customer" or "customers" shall be deemed to include affiliates or group entities of our customers, as applicable.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Stainless Steel Tubes and Pipes" dated Mayl 2025 (the "**CRISIL Report**") prepared and issued by CRISIL Research, which was appointed by us pursuant to engagement letter dated June 06, 2024 The CRISIL Report was exclusively commissioned and paid for by us in connection with the Issue. The data included herein includes excerpts from the CRISL Report and may have been re-arranged by us for the purposes of presentation. The CRISIL Report forms part of the material documents for inspection and will be available on the website of our Company at https://www.scodatubes.com/ from the date of the Red Herring Prospectus until the Bid/Issue Closing Date. The CRISIL Report does not omit any material facts, information, or relevant details that may have an adverse impact on the investors. CRISIL Research are an independent service provider and are not related to our Company or its Directors, Promoters, Key Managerial Personnel or Senior Management, whether directly or indirectly in any manner. For more information, see "Risk Factors – Certain sections of this Red Herring Prospectus contain information from the CRISIL Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page 69. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation – Industry and Market Data" on page 16.*

Overview

We are a stainless-steel tubes and pipes manufacturer based in India having over 14 years of experience. Our products are broadly categorised into: (i) seamless tubes/pipes; and (ii) welded tubes and pipes, under five (5) product lines, namely, (i) stainless steel seamless pipes; (ii) stainless steel seamless tubes; (iii) stainless steel seamless "U" tubes; (iv) stainless steel instrumentation tubes; and (v) stainless steel welded tubes and "U" tubes ("**Products**" or **"Stainless Steel Products")**.

Seamless pipes are pipes without a seam (end joints) and are manufactured using Round Bars whereas welded pipes are manufactured by welding the flat steel strips into a round / circular shape. Some of the key differences between welded and seamless pipes are as listed in the below table:

Sr. No	Parameter	Seamless Pipe	Welded Pipe
1	Strength	Seamless pipes can withstand more pressure and load as there is no seam.	Due to welding, welded pipes are believed to withstand relatively less pressure and load
2	Length	Seamless pipes are relatively shorter in length due to process limitations.	Welded pipes can be manufactured in long continuous lengths.
3	Size	Seamless pipes are usually manufactured for a nominal size of 24 inches or less.	There is no such size restriction on welded pipe production.
4	Corrosion Resistance	High corrosion resistance	Relatively low corrosion resistance near the weld
5	Surface Quality	The surface quality of seamless pipes is rough due to the extrusion process	Welded pipes have a smooth high-quality surface

6	Application	Seamless pipes are widely suitable for high pressure, temperature, and corrosive environment	Welded pipes are normally used for less corrosive and low-pressure environments.

Source – CRISIL

We market our Products under the brand, *"Scoda Tubes Limited*". Our Products are used by a diverse range of customers like engineering companies, EPC and industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors. In addition, we operate a hot piercing mill for the production of mother hollow, which is the principal raw material for our stainless-steel seamless products. Currently, our hot piercing mill has a production capacity of 20,000 MT per annum. Our ability to produce our principal raw material enables us to achieve backward integration of our seamless products' processes, allowing us to control our production costs and reduce reliance on suppliers. Currently, any quantities of mother hollow in excess of our captive consumption are sold in the open market. In addition to our manufacturing business of seamless tubes/pipes and welded tubes and pipes, we also generate revenue from sale of services which consists of revenue earned from job work services like annealing, straightening, pickling and marking provided to other customers.

We have one manufacturing plant which is strategically located at Ahmedabad-Mehsana Highway, Rajpur, Kadi, Mehsana, Gujarat ("**Manufacturing Facility**") in close proximity of around 360 kilometres from the Mundra port, which serves as a key port for exports, and is located 23 kilometres from Inland Container Depot, ensuring sound access and connectivity, and aiding us in reducing our logistics costs. Our Manufacturing Facility utilizes a plot of land measuring 21,199 sq. mtrs. and has separate seamless and welded divisions with product-specific equipment and machineries, including hot piercing mill, pilger mills, expanding machine, cold drawing lines, bright annealing furnace, eddy current testing machine, hydro testing machine, Spectro testing machine, tensile testing machine TIG/MIG welded tube mill, etc. As of December 31, 2024, our Manufacturing Facility has a total installed capacity of 20,000 MT per annum of mother hollow, 10,068 MT per annum of seamless products and 1,020 MT per annum of welded products. Further, we have storage facility at our Manufacturing Facility for the purposes of holding inventory of raw materials and finished products.

Our basic raw material includes SS round bars for seamless products and SS coils for welded products. We procure our raw materials based on market availability, pricing and quality mainly through steel manufacturers, suppliers and stockists based in India. Our cost of materials consumed (including purchase of stock in trade and changes in inventory) in our operations amounted to ₹ 2,451.68 million, ₹2,619.70 million, ₹2,126.12 million and ₹1,610.81 million, representing 67.88%, 65.52%, 69.68%, and 83.02% of our revenue from operations for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022, respectively.

We cater to both the domestic as well as the international markets. In the domestic market, we sell our Products to stockists, engineering, EPC and industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors. In particular, we have a stockist based in Maharashtra authorised to exclusively sell our products in India. In the United States market, we have a stockist authorised to exclusively sell our products in the United States market. Further, we supply our Products through stockists in Italy, Germany, Austria and Eastern European markets. For the nine months period ended December 31, 2024, we supplied to a total of 26 stockists in the domestic and international markets. In For the nine months period ended December 31, 2024, we have exported to 11 countries including United States, Germany, Netherlands, Italy, Spain and several others. The revenues from exports aggregated to ₹ 1,009.96 million, ₹832.24 million ₹941.21 million and ₹592.14 million for nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022, respectively, and as a percentage of our revenue from operations, were 27.96%, 20.82%, 30.84%, and 30.52%, respectively. For further details see risk factor "*We rely on our network of stockists for the sale and distribution of our stainless-steel tubes and pipes, including one stockist based in Maharashtra, India and one based in the United States markets authorised to exclusively sell our products. Any termination of our sales arrangements with our stockists or any failure of our stockists to effectively sell or market our products could materially and adversely affect our business, results of operations and financial condition*" on page 32.

We are an ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certified by TUV SUD South Asia Private Limited. We follow internationally recognized standard manufacturing practises, including ASTM standards, ASME standards and EN standards. Our Products sold to the European market are certified under PED 2014/68/EU and ADW/AD 2000 – Merkblatt – W0 from TUV Nord. Further, we hold accreditation from the Indian Boiler Regulation for manufacturing and supply of stainless steel seamless and welded products, DNV-CP-0252 certification for steel pipes and fittings and DNV marine certificate for application in ship building and marine industry. We also comply with relevant standards stipulated by Engineers India Limited and we have made an application for renewal of our Bureau of Indian Standard licence for stainless steel seamless pipes and tubes for general service.

As on March 31, 2025, we have a quality control team comprising of 14 dedicated personnel. Our quality control team ensures that we adopt high quality standards for all our manufacturing stages, from raw materials to cold rolling to the production of the final products.

Our Promoters, Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel, have an average experience of approximately 8 years in stainless steel, seamless & welded tubes and pipes industry.

Some of our financial details for the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 based on our Restated Financial Information are set out below:

(₹ million, except percentages or as specified otherwise)

Particulars	December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	3,611.71	3,998.61	3,051.28	1,940.28
Total Income	3,634.80	4,024.88	3,077.85	1,950.53
EBITDA[(1)]	606.28	587.91	347.84	99.89
EBITDA Margin (%)[(2)]	16.79%	14.70%	11.40%	5.15%
Profit Before Tax	333.63	259.39	143.76	23.10
Exceptional Items	0.00	0.00	0.00	0.00
Profit Before Tax & after exceptional items	333.63	259.39	143.76	23.10
Tax Expenses	84.49	76.39	40.40	6.74
Profit After Tax for the period/ year	249.14	183.00	103.36	16.36
Less: Exceptional Items	0.00	0.00	0.00	0.00
Restated Profit After Tax excluding exceptional items	249.14	183.00	103.36	16.36
Return on Capital Employed (%)[(3)]	13.66%	15.92%	12.62%	5.84%

Notes:

1. *EBITDA is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income*
2. *EBITDA Margin is EBITDA as a percentage of revenue from operation.*
3. *Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Earnings before interest and tax is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other income. Capital Employed is calculated as total equity plus total borrowings*

Operational Metrics

Set out in the table below are the breakdown of our revenues from operations by domestic sales and exports for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 based on our Restated Financial Information during the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022:

Particulars	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operation	Amount (in ₹ million)	% of total revenue from operations
Domestic Sales	2601.75	72.04%	3,166.37	79.19%	2,110.07	69.15%	1,348.14	69.48%
Exports	1009.96	27.96%	832.24	20.81%	941.21	30.85%	592.14	30.52%

Particulars	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operation	Amount (in ₹ million)	% of total revenue from operations
Total	3611.71	100.00%	3,998.61	100.00%	3,051.28	100.00%	1,940.28	100.00%

Set out in the table below are the breakdown of our revenues from operations by types of Products sold for the nine months period ended December 31, 2024, and for the Fiscals 2024, 2023 and 2022 based on our Restated Financial Information during for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022:

Particulars	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operation	Amount (in ₹ million)	% of total revenue from operations
Seamless products	3,070.00	85.00%	3132.86	78.35%	2833.29	92.86%	1699.34	87.58%
Welded products	22.55	0.62%	15.73	0.39%	70.39	2.31%	125.45	6.47%
Others*	480.76	13.31%	823.27	20.59%	140.20	4.59%	115.34	5.94%
Total	3,573.31	98.94%	3971.86	99.33%	3043.88	99.76%	1940.13	99.99%

*Others includes the sale of Mother hollow and scrap.

Our Company completed the construction of our in-house hot piercing mill for the production of mother hollows in May 2022, with a capacity of 20,000 MT per annum. Since mother hollows are only used as the principal raw material for seamless products (but not welded products), we shifted our focus to the production of seamless products in Fiscal 2023 and Fiscal 2024, thereby resulting in a decrease in revenue derived from welded products in Fiscal 2023 and Fiscal 2024.

Set out in the table below are our revenues from operations from our top three, top five and top ten customers, based on our Restated Financial Information during for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022:

Particulars	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operations	Amount (in ₹ million)	% of total revenue from operation	Amount (in ₹ million)	% of total revenue from operations
Top Customer	668.28	18.50	650.10	16.26%	498.17	16.33%	130.01	6.70%
Top three customers	1,334.28	36.94	1,149.01	28.74%	798.48	26.17%	327.68	16.89%
Top five customers	1,589.13	44.00	1,462.03	36.56%	1,004.40	32.92%	480.02	24.74%
Top ten customers	2,086.93	57.78	1,910.12	47.77%	1,374.30	45.04%	771.52	39.76%

The top ten customers in Fiscal 2024, Fiscal 2023 ad Fiscal 2022 are not exactly the same, although some of these top customer had remained consistent over the three fiscal years. As our business grew over these three fiscal

years, we gained new customers, some of whom had purchased more of our products than the existing customers, resulting in a shift in the ranking in revenue contribution of the earlier top customers.

OUR COMPETITIVE STRENGTHS

Specialised production of Stainless-Steel tubes and pipes

We are a tubes and pipes manufacturer, specialising in the production of seamless and welded products in a single metal category, *i.e.*, stainless steel. Since our inception, we have been catering to customers (both domestic and international) in only one metal segment, as a result, over the years we have built expertise in terms of the production process, inventory management and sale of products in the stainless-steel tubes and pipes segment, as well as the ability to accurately assess and respond to customer preferences in this segment. With our expertise in this segment, we are able to offer various specialised stainless-steel tubes and pipes products in terms of length, thickness and grades as required or preferred by our customers. We believe this expertise has well positioned us in attracting and retaining customers with requirements for specialised and high-quality stainless-steel tubes and pipes.

International Accreditations and product approvals

We are a growing brand in stainless steel tubes and pipes having presence in both seamless and welded product segments. We follow internationally recognized standard manufacturing practises, including ASTM standards, ASME standards and EN standards, and our Manufacturing Facility benefits from the quality benchmarking certifications, including ISO 9001:2015, 14001:2015 and 45001:2018 certified by TUV SUD South Asia Private Limited. Our Products sold to the European market are certified under PED 2014/68/EU and ADW/AD 2000 – Merkblatt – W0 from TUV Nord. Further, we hold accreditation from the Indian Boiler Regulation for manufacturing and supply of stainless steel seamless and welded tubes and U-tubes, DNV-CP-0252 certification for steel pipes and steel pipe fitting and DNV marine certificate for application in ship building and marine industry. Such practices and accreditations, coupled with our technical capabilities and know-how, enable us to manufacture products for both domestic and international customers as per DNV(Germany), Norsok (Norway), EIL(India), IBR (India), PED (EU), BIS (India) standards. We have currently applied for Bureau Veritas Marine (France), Rina Marine (Italy) standards and we have received Lloyds Marine (UK) standards and further we have applied for renewal of our BIS licence for stainless steel seamless pipes and tubes for general service. Our capabilities and accreditations have enabled us to supply our Products to approximately 349 customers in the Fiscal 2024 and 236 customers in nine-month period ended on December 31, 2024 respectively across sectors, including Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation. We believe that our certifications and industrial expertise favourably position us in servicing client requirements across all segments of the stainless-steel seamless and welded tubes and pipes market.

Customer Diversification & International Presence

Our Products cater to diversified industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors, both domestically and internationally. In the domestic market, we sell our products to stockists, engineering, EPC and industrial companies. In particular, we have a stockist based in Maharashtra authorised to exclusively sell our products in India. In International markets, we supply our Products through stockist. In the United States, we have a stockist authorised to exclusively sell our products in United States market.

The following table sets forth a breakdown of our revenue from operations by category of customers for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022:

Category	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations
Stockists	935.02	25.89%	932.45	23.32%	717.32	23.51%	298.53	15.39%
Engineering Companies	1228.48	34.01%	1891.28	47.30%	1205.57	39.51%	1016.59	52.39%
EPC Contractor	387.03	10.72%	305.26	7.63%	113.50	3.72%	10.83	0.56%
Export - Stockists	1009.96	27.96%	832.24	20.82%	941.21	30.84%	592.14	30.52%

Category	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations
Industrial Companies	51.22	1.42%	37.37	0.92%	73.68	2.42%	22.20	1.14%
Total	3,611.71	100.00%	3998.61	100.00%	3051.28	100.00%	1940.28	100.00%

As on December 31, 2024, we have built up a broad and geographically diversified customer base with more than 232 active customers for the Fiscal 2025. This varied customer-base results in greater revenue diversification and more sustainable operations in the longer term, hedging our business operations from potential sector-specific risks and reducing the market risk of being over dependent on a single industrial sector or geographical location.

In Fiscal 2024, we exported our products to customers in 16 countries. During the nine-month period ended December 31, 2024, we exported to 11 countries. The revenues from exports aggregated to ₹ 1,009.96 million, ₹832.24 million ₹941.21 million and ₹592.14 million for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022, respectively, and as a percentage of our revenue from operations, were 27.96%, 20.82%, 30.84%, and 30.52%, respectively.

The following table sets forth a breakdown of our revenue from operations from exports for the nine months period ended December 31, 2024, and for the Fiscals 2024, 2023 and 2022:

Jurisdictions	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations	Revenue (in ₹ million)	% of total revenue from operations
Germany	485.77	13.45%	366.65	9.17	211.24	6.92	66.01	3.40
United States	123.51	3.42%	88.30	2.21	140.44	4.60	67.96	3.50
Spain	113.02	3.13%	98.50	2.46	277.56	9.10	237.37	12.23
Netherlands	111.10	3.08%	132.62	3.32	108.50	3.56	91.04	4.69
Switzerland	99.47	2.75%	0	0	0	0	0	0
Others[(1)]	77.09	2.13%	146.17	3.65	203.46	6.66	129.76	6.70
Total	1009.96	27.96%	832.24	20.81	941.21	30.84	592.14	30.52

(1) Others Include Italy, UK, Denmark, UAE, Romania, Czech Republic, Brazil, Sweden, Austria, Saudi Arabia, Poland, Qatar and Estonia

Extensive and Effective Quality Control

All our Products adhere to national and international standards and go through extensive quality control procedures by trained and experienced personnel. As on March 31, 2025, we have a quality control team comprising of 14 dedicated personnel, working to ensure that we adopt and maintain high quality standards at all our manufacturing stages, from raw materials to the production of the final Products. Our raw materials and final products undergo rigorous quality control checks and are subject to various mandatory tests, including positive material identification test, spectrochemical analysis, eddy-current tests, ultrasonic testing and dye penetration testing. We are also in a position to offer supplementary tests, in accordance with further requests of our customers to ensure that the products delivered can meet their expectations.

Also, our quality control team has dedicated personnel responsible for different aspects of the manufacturing process, such as monitoring the parameters of equipment, strength of materials, reporting any irregularities in the manufacturing process and making adjustments accordingly. We have low rejection rate at various stages. On an average annual basis in fiscal 2024, approximately 2.6% and 0.31% of our Products are rejected by our quality control systems and by our customers, respectively. Our extensive and effective quality control systems ensure that we consistently provide good quality products which further enhances our brand value.

Strategic location of Manufacturing Facility and fully integrated production

Our current manufacturing facility is strategically located to enable easy and seamless access to key ports and junctions for efficient supply of Products. Our manufacturing facility is in close proximity, of around 360 kilometres from the Mundra port, which is a key port for exports, and Inland Container Depot which is located 23 kilometres away, ensuring sound access and connectivity aiding us in reducing our logistics costs. Currently, we have 18 production lines for our seamless products and 2 production lines for our welded products. In May 2022, we completed the construction of a hot piercing mill for the production of mother hollow, which is the principal raw material for our stainless-steel seamless products. Currently, our piercing mill has a production capacity of 20,000 MT per annum. Our own in-house hot piercing mill enables us to achieve backward integration thereby captively producing raw materials at a lower cost and reducing reliance on suppliers. It enables us to realise efficiencies in production, deliver quality benefits and ideally positions us to fulfil the ever-growing demand for the raw material needed for the production of stainless-steel seamless products. With such fully integrated and sizable production facility, we are able to produce our products at a competitive price. This has strengthened our position as one of the leading manufacturers of stainless-steel tubes and pipes in India and we will continue to invest in our production facility to maintain our competitiveness. Our fully integrated production also provides us with flexibility to accommodate changes in market demand and enable us to meet requirements of a wide spectrum of customers.

Experienced and Qualified Team

Our promoters and senior management team is well experienced in this industry both from marketing and distribution of products in this sector. Our Promoters, Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel have an average experience of approximately 08 years in stainless steel seamless and welded tubes and pipes industry in addition to expertise across marketing, procurement, finance, accounting and customer relationship management. Their extensive experience and understanding of the business have been instrumental in building customer satisfaction and maintaining relationships.

Our success has been, and will continue to be, dependent on our senior management team. Our senior management team comprises of qualified members with experience and knowledge in the tube and pipe industry and regulatory environment. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future opportunities. A large number of our senior management personnel have worked with us for a significant period of time, resulting in effective operational coordination and continuity of business strategies. For further details on education, experience and other details of our Management and our Key Managerial Personnel, kindly refer to the Section titled “Our Management” beginning on page 230 of this Red Herring Prospectus.

Consistent Financial Performance

We have demonstrated consistent growth in terms of revenues and profitability. Our revenue from operations has grown from ₹1,940.28 million in Fiscal 2022 to ₹3,998.61 million in Fiscal 2024, registering a CAGR of 27.26% in last three years. Similarly, our profit after tax has grown from ₹16.36 million in Fiscal 2022 to ₹183.00 million in Fiscal 2024, registering a CAGR of 123.64% in last three years. We do not have any long-term contracts and operate on a purchase order basis

Below are certain of our key financial metrics based on the Restated Financial Information for the nine-month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

(in ₹ million))

Particulars	As at December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	3,611.71	3,998.61	3,051.28	1,940.28
EBITDA	606.28	587.91	347.84	99.89
EBITDA %	16.79%	14.70%	11.40%	5.15%
Profit after tax	249.14	183.00	103.36	16.36
ROCE %	13.66%	15.92%	12.62%	5.84%

Below mentioned are the additional parameters disclosed to banks for obtaining the working capital funding and comparative table for the proposed working capital requirement –

Ratios	As at December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Current Ratio	1.31	1.09	1.11	1.22

Debt Equity Ratio	1.41	3.19	3.06	3.14
Gross Profit/Net Sales %	32.12%	34.48%	30.32%	16.98%
Net Profit/Net Sales %	6.90%	4.58%	3.39%	0.84%
Capital Employed in the business	3,457.10	2,662.75	1,846.19	1,448.73
Net Profit/Capital Employed	13.67%	15.92%	12.62%	5.84%
Net Profit before tax to tangible net worth %	23.24%	40.78%	31.73%	6.60%
Net Profit after tax to tangible net worth%	17.36%	28.77%	22.81%	4.68%
Debt Service Coverage Ratio	1.00	1.34	0.15	0.05
Current Assets Turnover Ratio	1.18	1.77	1.86	1.93
Interest Coverage Ratio	2.92	2.22	2.01	1.18
Net Fixed Assets	869.11	816.41	621.47	451.53

OUR STRATEGIES

Increase our existing production capacity

Further, in light of India's decision in 2022 to impose anti-dumping duty on stainless steel seamless tubes and pipes imports from China for five years would also present an opportunity to domestic stainless-steel tubes and pipes manufacturing industry. This policy has historically resulted in increase in the capacity utilization rates of domestic stainless-steel tubes and pipes manufacturers, is expected to continue to provide benefits to the domestic players in terms of operational efficiencies and margins.

Additionally, in September 2024, the government extended the anti-subsidy duty, initially imposed in 2019, on the imports of welded steel tubes and pipes from China and Vietnam to India. The government has imposed a 29.88% duty on goods falling under 7304 covering all tubes, pipes and hollow profiles, seamless, of iron (other than cast iron) or steel). ~30% of import duty is expected to keep a check on the steel tubes and pipes that are imported at predatory prices and hence, will support the growth in domestic steel tubes and pipes industry. (*Source: CRISIL Report)*

In light of the anticipated growth of the stainless-steel tubes and pipes industry in India, we intend to expand our production capacities through acquisition of land and procurement of additional machines. We have been working on expanding our production lines by purchasing and developing more land. Since 2016, our Company has grown consistently both in terms of acquisition of land and production capacity. In 2016, our production facility was situated on a plot of land measuring approximately 9,429 sq. mtrs. only. Since inception, over the years, we have purchased and leased land parcels totalling approximately 69,411 sq. mtrs. Currently, our manufacturing facility is situated on a plot of land measuring approximately 21,199 sq. mtrs., of which approximately 15,034 sq. mtrs. of land is owned by us and 6,165 sq. mtrs. of land is leased to us. We have also purchased additional vacant land parcel located adjacent to our current manufacturing facility measuring approximately 10,669. sq. mtrs., reserved for future expansion of our manufacturing capacity for seamless products (out of which approximately 7,746.13 sq. mtrs would be used for construction of manufacturing facility for seamless tubes and pipes). In addition, we have purchased vacant land parcel which is located approximately 10kms from our existing plant measuring approximately 30,064 sq. mtrs. that is reserved for future expansion of our manufacturing capacity for welded tubes and pipes (out of which approximately 5,250 sq. mtrs. would be used for manufacturing facility for welded tubes and pipes). Furthermore, we have an additional piece of vacant land of 6,939 sq. mtrs located approximately 7 kms from our existing plant. Our consistent acquisition of land has been key to our growth due to the nature of our Products and its intricate requirement for space for its production, handling, storage and logistics.

In addition to acquisition of land, we intend to procure additional machines to increase our production capacity. The following is a brief description of the major machineries and utilities that are proposed to be procured for the purposes of expanding production capacity of seamless and welded tubes and pipes:

Sr.No.	Description	Quantity	Size	Function
1	Pilger-BE-30	4	OD – 9.52mm to 25.40mm THK – 0.70mm to 2.00mm	used for reduction of OD & thickness
2	Pilger-BE- 50	4	OD – 15.88mm to 38.10mm THK – 1.00mm to 6.00mm	used for reduction of OD & thickness

Sr.No.	Description	Quantity	Size	Function
3	Pilger-BE-100	1	OD – 33.40mm to 60.30mm THK – 2.00mm to 8.00mm	used for reduction of OD & thickness
4.	Solution Annealing Furnace	2	2,080 Kg per hour	Carried out for the purposes of removing internal stress, restoring ductility, softening the metal for cold working
5.	Pickling Tank	1	L -14,000mm W – 700mm H – 700mm	For removing oxides scales and grease from the surface of the pipe
6.	Ultrasonic Testing Machine	1	Outer Dia: 10-300 mm Thickness: 1.0 to 12 mm Length: Min 3 mtr, Max 20 mtr from 10-65 mm & max 7 mtr for 66 to 300 mm dia.	To locate and mark defective area
7.	Solution Annealing Furnace	1	12.70mm to 219.08mm (1650 Kg/Hrs)	Carried out for the purposes of removing internal stress, restoring ductility, softening the metal for cold working
8.	Tube Mill Size: (PARTH 65 TM-S)	3	OD - 15.87mm to 50.80 mm THL - 0.6mm to 4.0mm	used to transform a flat strip of metal into a cylindrical shape
9.	Tube Mill Size: (PARTH 140 TM-S)	2	OD - 31.75 to 114.3 mm THK - 1.0mm to 6.0mm	used to transform a flat strip of metal into a cylindrical shape
10.	Tube Mill Size: (PARTH 220 TM)	1	OD - 60.3 to 219.1 mm THK - 1.8mm to 8.0mm	used to transform a flat strip of metal into a cylindrical shape
11.	High speed slitting line	1	THK: 0.5 to 5.0 Wide 300-1650mm coils Line speed Max 180m/min Slits: 25 to 4	Used for slitting of raw materials like the Stainless-Steel CR and HR Coils
12.	Scrubber System	1	CFM of Fan: 10500 WG: 200mm Motor: 25HP	Used to remove harmful gases, particles, and chemical byproducts from industrial exhaust streams
13.	Eddy current tester	1	D: 12mm to 114.3mm Thickness: 1mm to 6mm L: 3Mtr to 12 Mtr Speed of Testing - 30Mtr/min and 60Mtr/min	Used to inspect tubes and pipes for defects, such as cracks, corrosion, and wear
14.	PMI Test Machine	1	Any Size	Used to check the chemical composition of pipes/tubes
15.	Acid Tank without Duct	2	1 mtr X 1 mtr X 12 mtr	Carried out for the purposes of improving the corrosion and rust resistance
16.	Acid Tank with Suction Duct	6	1.3 mtr X 1.3 mtr X 8 mtr with duct	Carried out for the purposes of improving the corrosion and rust resistance
17.	PP TankWithout Duct	2	1.3 mtr X 1.3 mtr X 8 mtr without duct	Used to remove oxides scales and grease from the surface of the pipe
18.	PP TankWithout Duct having Heat Exchanger	2	1.3 mtr X 1.3 mtr X 8 mtr without duct with heating up to 90Deg	Used to remove oxides scales and grease from the surface of the pipe

As of December 31, 2024, our Manufacturing Facility has an installed production capacity of 20,000 MT per annum of mother hollows, 10,068 MT per annum of seamless products and 1,020 MT per annum of welded products. For further details of our aggregate installed capacity, production volumes, and the capacity utilization of each of the Products manufactured by our Company for the last three years, please see "Our Business – Manufacturing Facility and Capacity Utilization" beginning on page 182 of this Red Herring Prospectus. Through the abovementioned acquisition of land and procurement of machines, we will add an additional nine (9) production lines for seamless products and five (5) additional production lines for welded products. The capacity for stainless steel seamless products will be increased by approximately 10,000 MT per annum to reach a total capacity of 20,068 MT per annum, and the capacity for stainless steel welded products will be increased by approximately 12,130 MT per annum to reach a total capacity of 13,150 MT per annum. We believe this will help us increase our customer base and support our long-term growth.

Also, by adding further production capacities, we intend to leverage our strong execution capabilities in a capital

efficient manner to maintain and improve our return ratios. We believe that the additional production capacities will place us in a competitive position to cater to the growing demands of our existing clients and attract new customers in the future.

Geographic expansion of our customer base

As on December 31, 2024, we have exported to 11 countries and in Fiscal 2024, we have exported to 16 countries including Germany, the Netherlands, Spain, the United States of America and several others. In the United States market, we have one stockist authorised to exclusively sell our products in United States market, Further, we supply our Products through stockist in Italy, Germany, Austria and Eastern Europe markets. Our revenues from exports aggregated to ₹1,009.96 million, ₹832.24 million, ₹941.21 million and ₹592.14 million for the nine months period ended December 31, 2024 Fiscals 2024, 2023 and 2022, respectively, and as a percentage of our revenue from operations, were 27.96%, 20.82%, 30.84%, and 30.52%, respectively. We have established our credentials in the international market as a quality brand for stainless-steel tubes and pipes. We intend to enhance our export focus on markets in the United States, Germany, Netherlands, Italy, Spain and France due to increased demand. We also intend to commence exports of our Products to the Middle East, primarily in Kuwait and United Arab Emirates. *For further information on the breakdown of our revenue from operations from export, please refer to the table on page 197.*

Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas.

Strengthen our brand value

We market our Products under the brand name *"Scoda Tubes Limited*". We recognize the importance of developing market recognition of our brand and establishing image of quality products under the "*Scoda*" brand. To market our brand among market participants (such as stockists, engineering, EPC and industrial companies), we have consistently participated in trade expos and fairs. The major international trade expos that we have consistently participated include Stainless Steel World Maastricht (Netherland), Wire & Tube Dusseldorf (Germany), UK Metal Expo (United Kingdom) and Heat Exchanger World (Rotterdam & United States). Domestically, we have participated in major shows such as Global Stainless-Steel Expo, Chemtech and Stainless Steel Expo, etc.

Going forward, we intend to make consistent efforts at strengthening our brand and enhancing our brand visibility among targeted customers, including, maintaining and strengthening our quality customer services, consistently sponsoring or participating in domestic and international trade expos and fairs, undertake additional marketing initiatives such as digital marketing. We believe that such initiatives will improve our brand positioning, overall brand recall value and support us in our growth strategy.

DESCRIPTION OF OUR BUSINESS

Our Products

We offer a wide range of products under our own brand name "*Scoda tubes Limited*", including (i) stainless steel seamless pipes, (ii) stainless steel seamless tubes, (iii) stainless steel seamless "U" tubes, (iv) stainless steel hydraulic/ instrumentation tubes and (v) stainless steel welded tubes and "U" tubes. A brief description of our Products is provided as under:

Reference Product	Nature of Tubes	Sizing	Usage	Standards	Grades	Application
Stainless Steel Seamless Pipes	Seamless	OD: 1/8" NB to 6" NB THK:Sch10s to Sch80s Length: Single Random Length and Double Random Length	Used by industries for transportation of fluids/liquids/se,i-liquids.	ASTM ASME EN BIS	304/L/H, 316/L/H/ Ti, 317/L, 321/H, 347/H, 310/S. 309/S,405, 410, S31803, S32205, S32750, 1.4301, 1.4307, 1.4401, 1.4404, 1.4432, 1.4541, 1.4571	The applications for these pipes are in various industries like Onshore and Offshore Oil and Gas Production, Exploration and Transport (OCTG –Oil Country Tubular Goods), Chemical & Petrochemical, Energy and Power Generation, Mechanical and Plant Engineering, Marine Equipment's, Pulp & Paper, Pharmaceutical Industry, etc.
Stainless Steel Seamless Tubes	Seamless	OD: 6.00mm to 101.6mm, THK:0.70mm to 6.00mm Length:Up to 22 Mtr	Used in Heat Exchangers, Airfin Coolers, Condensors. LP/HP heaters and boilers	ASTM ASME EN BIS	304/L/H, 316/L/H/ Ti, 317/L, 321/H, 347/H, 310/S. 309/S,405, 410, S31803, S32205, S32750, 1.4301, 1.4307, 1.4401, 1.4404, 1.4432, 1.4541, 1.4571	The applications for these tubes are in various industries like Onshore and Offshore Oil and Gas Production, Exploration and Transport (OCTG –Oil Country Tubular Goods), Chemical & Petrochemical, Energy and Power Generation, Mechanical and Plant Engineering, Marine Equipment's, Pulp & Paper, Pharmaceutic

Reference Product	Nature of Tubes	Sizing	Usage	Standards	Grades	Application
						al Industry, etc.
Stainless Steel Seamless "U" Tubes	Seamless	OD: 6.00m to 50.80mmTHK:0.70mm to 4.00mm Length: Up to 22 Mtr	Used in Heat Exchangers, Airfin Coolers, Condensors. LP/HP heaters and boilers	ASTM ASME EN BIS	304/L/H, 316/L/H/ Ti, 317/L, 321/H, 347/H, 310/S. 309/S,405, 410, S31803, S32205, S32750, 1.4301, 1.4307, 1.4401, 1.4404, 1.4432, 1.4541, 1.4571, TEMA 'R', 'C', 'B'	The applications for these tubes are in various industries like Onshore and Offshore Oil and Gas Production, Exploration and Transport (OCTG –Oil Country Tubular Goods), Chemical & Petrochemical, Energy and Power Generation, Mechanical and Plant Engineering, Marine Equipment's, Pulp & Paper, Pharmaceutical Industry, etc.
Stainless Steel Hydraulic/Instrumentation Tubes	Seamless	OD: 6.00mm to 50.80mm THK:0.80mm to 6.00mm Length:Up to 18.000 Mtr	Used by industries having high pressure application.	ASTM ASME EN BIS	304/L/H, 316/L/H/ Ti, 317/L, 321/H, 347/H, 310/S. 309/S,405, 410 S31803, S32205, S32750 1.4301, 1.4307, 1.4401, 1.4404, 1.4432,	The applications for these tubes are in various industries like Nuclear & Thermal Power generation, Oil and Gas, Process Industries, Chemical and Fertilizer, Nuclear Power, Food & Beverage Processing, Automotive, Aerospace, Medical

Reference Product	Nature of Tubes	Sizing	Usage	Standards	Grades	Application
					1.4541, 1.4571	Pharmaceutical etc
Stainless Steel Welded Tubes/ "U" Tubes	Welded	OD: 6.00mm to 60.30mm THK: 0.80mm to 4.00mm Length: Up to 11.800 Mtr	Used by industries having low pressure applications	ASTM ASME EN BIS	304/L/H, 316/L/H/ Ti, 317/L, 321/H, 347/H, 310/S. 309/S,405, 410, S31803, S32205, S32750, 1.4301, 1.4307, 1.4401, 1.4404, 1.4432, 1.4541, 1.4571	The applications for these tubes are in various industries like Chemical & Petrochemical, Gas Industry, Power Generation, Mechanical and Plant Engineering, Marine Equipment's, Pulp & Paper, Pharmaceutical Industry, etc.

Multi-fold demand of our Products

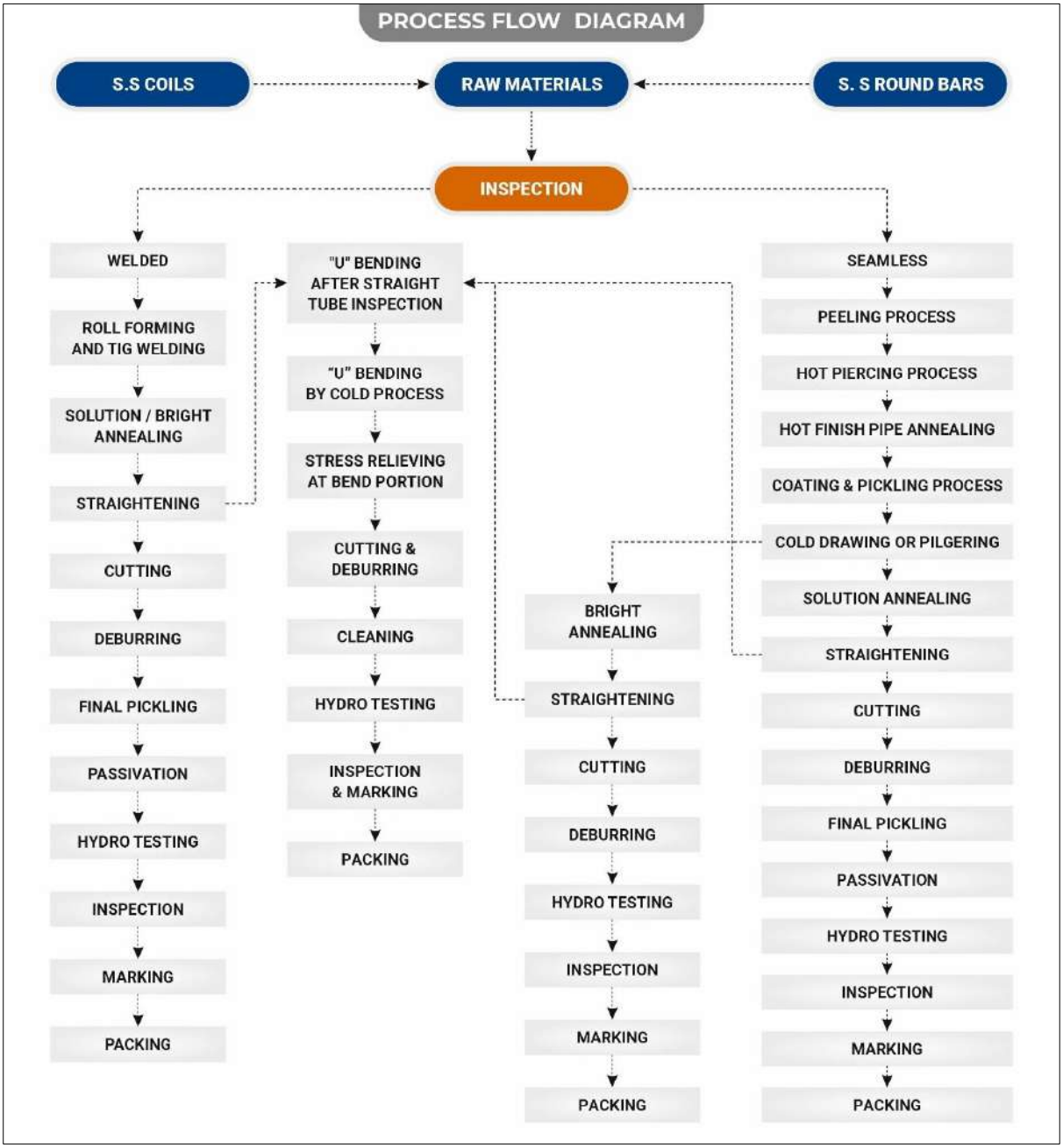
The demand for our Products in our ordinary course of business is generated from three broad categories:

i. *New projects*: We supply our Products for new projects across a diversified range of sectors, including but not limited to Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation., on a regular basis throughout the year. We have maintained our presence in these sectors on a consistent basis in the last three financial years and have continued to secure orders both from existing and new customers.

ii. *Repair and maintenance*: We regularly supply our products to existing / new customers catering to their normal wear and tear & replacement of the products. The frequency of such orders is dependent on their sector of application. Typically, an instruction / order is raised by the customer or stockists to supply a specific quantity in order to rectify the deficiency.

iii. *Replacement*: Our products are also used in the transportation of various products, including but not limited to, highly corrosive fluids, produced in compliance with applicable quality standards. After the designed service life of a particular piping bundle of any project is over, it is essential to replace the entire piping with new tubes and pipes.

Our Manufacturing Process



We manufacture stainless steel seamless pipes, stainless steel seamless tubes, stainless steel seamless 'U' tubes, stainless steel seamless hydraulic/instrumentation tubes, and stainless steel welded tubes / "U" tubes. We set out below the manufacturing processes of each of our Products.

Seamless tubes and pipes manufacturing process

The manufacturing process of stainless steel seamless pipes and stainless steel seamless tubes deployed by our Company is provided below:

Step	Reference	Description
Step 1	**Round Bar Inspection**	On receipt of the raw material, a sample testing typically called the "Round Bar inspection" is carried out as per ordered specifications.

Step	Reference	Description
		In case the raw material passes the test, the same is segregated basis its quality and standards and thereafter utilized for manufacturing the final product as per customer specification.
Step 2	**Peeling**	The peeling process of round bars is a machining operation that is used to remove surface imperfections and achieve a smooth, uniform surface finish. This process is essential for producing high-quality round bars with precise dimensions and improved surface quality.
Step 3	**Cutting**	The Round Bars are cut in desired lengths using a band-saw cutting machine.
Step 4	**Hot piercing**	Hot piercing process is used to produce seamless hollow pipes from round bars. It involves piercing or punching a hot metal billet with a mandrel or piercing punch to create a hollow cavity, which is then elongated and shaped into a pipe, commonly known as Mother Hollow Pipe.
Step 5	**Hot Finish Pipe Annealing**	Hot finish pipe annealing is a heat treatment process that is used to soften and refine the microstructure of hot-finished steel pipes, improving their mechanical properties and dimensional stability. It involves heating the pipes to a specific temperature and holding them at that temperature for a certain period before slowly cooling them down.
Step 6	**Straightening**	Tubes are further passed through a straightening machine to straighten any unwanted bent areas, including deformations occurring during the heat treatment process.
Step 7	**Coating or Pickling**	Coating: An oxalate coating operation is carried out by dipping the hollow pipe in oxalate at a prescribed temperature/time (as per applicable product standards) This operation is carried out for formation of a lubrication film on the hollow pipe for the purposes of easing the cold drawing process. This is necessary for cold drawing process. Pickling: A series of surface treatment processes, known as pickling, are carried out on the inner and outer surface of the pipes using a combination of acids with a small addition of a corrosion inhibitor or active agent, for the purposes of removing oxides scales and grease from the surface of the pipe by chemical action in order to obtain a clean and shiny metal surface. This is necessary for pilgering process.
Step 8	**Cold Drawing or Pilgering**	Cold Drawing: Cold drawing process is carried out for the purposes of reducing the cross-sectional diameter and thickness of the tubes/pipes (as required) and increasing the tensile strength of the product by drawing through successively smaller dies. The tube is pulled through a die, which reduces its cross-sectional area by up to 40% in a single pass. Pilgering: Pilgering is a cold working process that is used to reduce the diameter and wall thickness of metal tubes with high precision and excellent surface finish. The cold pilger process achieves cross-section reductions of more than 70 percent in a single working cycle of stainless-steel tubes.
Step 9	**Solution Annealing**	Solution annealing, a common heat-treatment process for different families of metals (including stainless steel) is carried out for the purposes of dissolving any precipitates present in the material and transforming the material into a single-phase structure. This process is commonly used for the purposes of removing internal stress, restoring ductility, softening the metal for cold working, and enhancing electrical conductivity, which can improve machinability and properties of stainless steel.

Step	Reference	Description
Step 10	**Straightening and Cutting**	Pipes are cut in desired specifications using a band-saw cutting machine and are then, straightened using a straightening machine/hydraulic press for the purposes of applying pressure points.
Step 11	**Deburring**	A secondary process of deburring is undertaken for the purposes of enhancing the final product quality by removing raised edges and unwanted pieces of material, known as burrs, left by the initial machining processes including shearing, bending, cutting, piercing, and compressing materials. The process polishes the edges and the surface of the work piece for achieving a completely smooth finish.
Step 12	**Pickling and Passivation**	Pickling: A series of surface treatment processes, known as pickling, are carried out on the inner and outer surface of the pipes using a combination of acids with a small addition of a corrosion inhibitor or active agent, for the purposes of removing oxides scales and grease from the surface of the pipe by chemical action in order to obtain a clean and shiny metal surface. Passivation: A non-electrolytic finishing process known as passivation is carried out for the purposes of improving the corrosion and rust resistance properties of stainless-steel manufacturing subsequent to manufacturing. Corrosion resistance is critical for metal used in a variety of applications where contamination may have a destructive impact during production or during a product's end use. Though raw stainless steel begins with a high level of corrosion resistance, surface contamination from grease and oil, debris, and chemicals are usually present on parts and components after machining. The Passivation process clears away these contaminants and enhances the corrosion resistance of stainless steel.
Step 13	**Straightening**	Tubes are further passed through straightening machine to straighten any unwanted bent areas, including deformations occurring during the heat treatment process.
Step 14	**Hydrotesting**	A pressure test known as the Hydrostatic (HYDRO) test is carried out for testing the products for their strength and leaks. The procedure involves filling the test product with a liquid (water) and pressurising it to a specified pressure (as per applicable product standards), subsequent to which the pressure is held for a specific amount of time to visually inspect the system for any leaks.
Step 15	**Non-destructive testing (NDT Testing)**	A testing/analysis technique, namely Non-destructive testing (NDT) is applied for the purposes of evaluating the properties of the materials, components, structures or systems for identification of characteristic differences/welding defects/discontinuities.
Step 16	**Inspection and Marking**	A physical inspection of the products is carried out and subsequently product markings are applied on each pipe/tube by way of stencilling/inkjet. Further, additional markings are applied as per the customer purchase orders and specifications. Subsequent to the markings, a tag is applied to the lot of tubes/pipes and the materials inspected are hard stamped/electro-etched, as applicable on pipes/tubes or on tag of the bundle.
Step 17	**Packing**	On receipt of the final product from the quality department, the packaging department verifies the tag and matches the same with the size and quantity of the product to be packed. Thereafter, the product is packed in a wooden

Step	Reference	Description
		box/hessian cloth/plastic wrapping based on packaging instructions and a copy of the packing list is kept inside the packaging.
Step 18	**Dispatch**	The details of the products are then entered in the dispatch register as per the applicable delivery schedule and thereafter the products are loaded into transportation for delivery.

Stainless steel seamless "U" tubes manufacturing process

For manufacturing stainless steel seamless "U" tubes, the following method is deployed by us:

Step	Reference	Description
1-5	**Round Bar Inspection, Peeling, Cutting, Hot piercing, and Hot Finish Pipe Annealing**	Same as those described for manufacturing process of stainless-steel tubes and pipes above (steps 1-5).
6	**Coating or Pickling**	Same as that described for coating or pickling step under manufacturing process of stainless steel tubes and pipes (step 7)
7	**Solution Annealing or Bright Annealing**	Solution Annealing: This is a common heat-treatment process for different families of metals (including stainless steel) which is carried out for the purposes of removing internal stress, restoring ductility, softening the metal for cold working, and enhancing electrical conductivity, which can improve machinability and properties of stainless steel. Bright Annealing: This is a heat treatment process applied to metals, particularly stainless steel, to improve their mechanical properties, corrosion resistance, and surface finish. The process is performed in a controlled atmosphere to prevent oxidation and discoloration, resulting in a bright, reflective surface.
8	**Straightening**	Same as that described for straightening step under manufacturing process of stainless-steel tubes and pipes (step 6)
9	**Cold Drawing or Pilgering**	Same as that described for Cold Drawing or Pilgering step under manufacturing process of stainless-steel tubes and pipes (step 8)
10	**Straightening**	Pipes are straightened using a straightening machine/hydraulic press for the purposes of applying pressure points and straightening any unwanted bent areas, including deformations occurring during the heat treatment process.
11	**"U" bending by Cold press**	The straight stainless-steel tubes are fed into a tube bending machine equipped with mandrels and dies designed to create the desired U-bend shape. The tube bending machine uses hydraulic or mechanical forces to bend the tubes around the mandrel to form the U-shape.
12	**"U" bending after straight tube inspection**	After the U-bending process, additional testing such as Hydrostatic, Eddy Current (ECT), and Visual Inspection (VDI) are conducted as per client's specifications and industry standards.
13	**Stress Relieving at bend portion**	Stress relieving at the bend process is a heat treatment method used to alleviate residual stresses that may develop in metal components after bending. This is done to improve integrity and strength of the bent portion.

Step	Reference	Description
14	**Cutting and Straightening**	Same as that described for Cutting and Straightening step under manufacturing process of stainless-steel tubes and pipes (step 10)
15	**Deburring**	Same as that described under Deburring step under manufacturing process of stainless-steel tubes and pipes (step 11)
16	**Pickling and Passivation**	Same as that described under Pickling and Passivation step under manufacturing process of stainless-steel tubes and pipes (step 12)
17-21	**Hydrotesting, NDT testing, Inspection and Marking, Packing, Dispatch**	Same as those described for manufacturing process of stainless-steel tubes and pipes above (steps 14-18).

Stainless steel seamless hydraulic instrumentation tubes manufacturing process

For manufacturing stainless steel seamless hydraulic instrumentation tubes, the following method is deployed by us:

Step	Reference	Description
1-8	**Round Bar Inspection, Peeling, Cutting, Hot piercing, Hot Finish Pipe Annealing, straightening, coating or pickling, cold drawing or pilgering**	Same as those described for manufacturing process of stainless steel tubes and pipes (steps 1-8).
9	**Bright Annealing**	Bright annealing is a heat treatment process applied to metals, particularly stainless steel, to improve their mechanical properties, corrosion resistance, and surface finish. The process is performed in a controlled atmosphere to prevent oxidation and discoloration, resulting in a bright, reflective surface.
10	**Straightening and Cutting**	Same as that described for Cutting and straightening step under manufacturing process of stainless-steel tubes and pipes (step 10)
11	**Deburring**	Same as that described for Deburring step under manufacturing process of stainless-steel tubes and pipes (step 11)
12-16	**Hydrotesting, NDT testing, Inspection and Marking, Packing, Dispatch**	Same as those described for manufacturing process of stainless-steel tubes and pipes above (steps 14-18).

Stainless steel welded tubes and "U" tubes manufacturing process

For manufacturing stainless steel welded tubes and/or "U" tubes, the following method is deployed by us:

Step	Reference	Description
1	**Coil/Strip Inspection**	On receipt of the raw material, a sample testing typically called the coil/strip inspection is carried out as per ordered specifications.

Step	Reference	Description
		In case the raw material passes the test the same is segregated basis its quality and standards and thereafter utilized for manufacturing the final product as per customer specification.
2	**Roll Forming and tungsten inert gas (TIG) Welding**	Subsequent to the coil/strip inspection, the following two process are carried on the coil/strip: Roll Forming: In this process, incremental bending to a continuous fed strip of metal is carried out by using a set of precisely placed rollers (which are mounted in sets on a consecutive stand). The process begins with a large coil of sheet metal that can be from 50 mm to 700 mm wide with a thickness of 1mm to 8 mm. TIG Welding: The Tungsten Inert Gas ("TIG") is an inert gas welding process used to join metals by creating a weld in a roll formed shape by way of heat being generated by an electric arc between the metals to be joined and an infusible tungsten-based electrode, located in the welding torch. The arc area is shrouded in an inert or reducing gas shield to protect the weld pool and the tungsten electrode. The filler metal as a rod (if required) is applied automatically by the welder into the weld pool and as the rolled form exits the rollers, and before it is cut, it is automatically welded.
3	**Solution/Bright Annealing**	Solution/ Bright annealing, a common heat-treatment process for different families of metals (including stainless steel) is carried out for the purposes of dissolving any precipitates present in the material and transforming the material into a single-phase structure. This process is commonly used for the purposes of removing internal stress, restoring ductility, softening the metal for cold working and enhancing electrical conductivity, which can improve machinability and properties of stainless steel.
4	**Straightening (applicable only to "U" tubes)**	Pipes are cut in desired specifications using a straightening machine/hydraulic press for the purposes of applying pressure points and straightening any unwanted bent areas, including deformations occurring during the heat treatment process.
5	**"U" bending (applicable only to "U" tubes)**	The straight stainless-steel tubes are fed into a tube bending machine equipped with mandrels and dies designed to create the desired U-bend shape. The tube bending machine uses hydraulic or mechanical forces to bend the tubes around the mandrel to form the U-shape
6	**"U" bending after straight tube inspection (applicable only to "U"**	After the U-bending process, additional tests such as Hydrostatic, Eddy Current (ECT), and Visual Inspection (VDI) are conducted as per client's specifications and industry standards

Step	Reference	Description
	tubes)	
7	**Stress Relieving at Bend Portion (applicable only to "U" tubes)**	Stress relieving at the bend process is a heat treatment method used to alleviate residual stresses that may develop in metal components after bending. This is done to improve integrity and strength of the bent portion.
8	**Cutting and straightening**	Pipes are cut in desired specifications using a straightening machine/hydraulic press for the purposes of applying pressure points.
9	**Deburring**	Same as that described for Deburring step under manufacturing process of stainless-steel tubes and pipes (step 11)
10	**Pickling and Passivation**	Same as that described for Pickling and Passivation step under manufacturing process of stainless-steel tubes and pipes (step 12)
11-15	**Hydrotesting, NDT testing, Inspection and Marking, Packing, Dispatch**	Same as those described for manufacturing process of stainless steel tubes and pipes above (steps 14-18).

Utilities

Raw Materials and Component Sourcing

Our basic raw materials include SS round bars for stainless steel seamless products and SS CR coils for stainless-steel welded products. We mainly procure our raw materials domestically from various states such as Gujarat, Haryana, Maharashtra, Delhi Uttar Pradesh and West Bengal and a certain portion of raw materials are procured from China and Hongkong based on market availability, pricing and quality. SS round bars and SS coils are mainly procured through stainless steel manufacturers, suppliers and stockists \depending on various factors including price. For further details of basic raw materials used in stainless steel seamless pipes and tubes and stainless-steel welded pipes and tubes, see "Industry Overview" on page 165.

The table below states the bifurcation of raw materials being imported and purchased domestically:

Particulars	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	Percentage	Amount (in ₹ million)	Percentage	Amount (in ₹ million)	Percentage	Amount (in ₹ million)	Percentage
Domestic	2668.23	100.00%	2,555.95	93.14%	1,641.01	65.76%	760.67	42.13%
Imports	Nil	Nil	188.20	6.86%	854.42	34.24%	1,045.01	57.87%
Total	2668.23	100.00%	2,744.15	100.00%	2,495.43	100.00%	1,805.68	100.00%

As our backward integration strategy, we produce in-house hot-pierced mother hollow from SS round bars to be used in our stainless-steel seamless tubes and pipes production.

Our quality control team ensures that our raw materials as well as end products are tested on all quality parameters to ensure that we are compliant with the required standards. The raw material pricing is dependent on multiple factors including, inter-alia global demand supply scenario and commodity price fluctuations. Presently, we have not entered into any long-term supply agreements for sourcing any of our raw materials, and we source our raw materials by entering into a purchase order with our suppliers.

Our Machineries

The following is a brief description of the critical plant & equipment and utilities deployed by us in the manufacturing processes carried out at our manufacturing facility:

S No	Description	Nos	Size/Capacity	Function
1.	Piercing Machine	1	65.00mm-150.00mm OD	Used to convert solid round bars into mother hollow
2.	Peeling Machine	2	54.00mm-150mm OD	Used to remove surface imperfections and achieve a smooth, uniform surface finish
3.	Band Saw Cutting Machine	3	54.00mm-150mm OD	Used to cut the bars in desired length
4.	Walking Hearth Furnace	1	54.00mm-150mm OD	Used for heating of bars before hot piercing
5.	Bright Annealing Furnace	1	5.00mm-50.80mm OD	Annealing performed in a controlled atmosphere to prevent oxidation and discoloration
6.	Pilger-Lg-30	3	Od-15mm to 50.8mm THK- 1.00 Mm To 3.00 Mm	Used for reduction of OD & thickness
7.	Pilger Be-100	4	Od - 33.40mm to 88.90mm Thk- 1.65 Mm To 7.20 Mm	Used for reduction of OD & thickness
8.	Pilger Be-200	1	Od -73.00 Mm To 170.0 Mm Thk-3.00 Mm To 10.00 Mm	Used for reduction of OD & thickness
9.	Draw Bench	8	6.00mm to 274mm OD 0.7mm THK To 12.70mm THK	Used for reduction of OD & thickness
10.	U-Bend Machine	1	9.52mm-50.80mm OD 0.70mm-4.00mm THK	Used for bending tubes in 'U' shape
11.	U Bend Annealing	1	9.52mm-50.80mm OD & 250 Pcs/Day	Carried out for the purposes of removing internal stress, restoring ductility, softening the metal for cold working
12.	Solution Annealing Furnace	3	Up To 274mm OD (80 Mt/Day)	Carried out for the purposes of removing internal stress, restoring ductility, softening the metal for cold working
13.	Straightening Machine	3	6.00mm-274mm OD	Straighten any unwanted bent areas, including deformations
14.	Expander Machine	1	60.00mm -225.0 Mm	Used to expand OD of pipes
15.	Cutting Machine	3	6.00mm-274mm OD	Used to cut into desired length
16.	Deburing Machine	1	As Per Requirement	Used to remove raised edges and burrs
17	Passivation Bath (17 MTR long)	2	5000 LTR	Carried out for the purposes of improving the corrosion and rust resistance
18.	Pickling Bath (10 MTR long)	1	5000 LTR	Used to remove oxides scales and grease from the surface of the pipe

S No	Description	Nos	Size/Capacity	Function
19.	Pickling Bath (15 MTR long)	3	5000 LTR	For removing oxides scales and grease from the surface of the pipe
20.	Pickling Bath (12 MTR long)	2	4000 LTR	For removing oxides scales and grease from the surface of the pipe
21.	Pickling Bath (15 MTR long)	1	Depending on the Size	For removing oxides scales and grease from the surface of the pipe
22.	DM Water Plant	1	2000 LTR	Used to convert water into distilled water
23.	Rotary Sweging Machine	3	6.00mm – 65.00 mm OD	Used to prepare the tubes for draw bench
24.	Roller Pointing Machine	3	6.00mm – 48.26mm OD	Used to prepare the tubes for draw bench
25.	Polishing Machine	1	6.00mm – 88.90mm OD	Used to polish the tubes for mirror-like finish
26.	Beveling Machine	4	33.40mm – 274mm OD	Used to make beveled ends on the pipe/tubes
27.	Hydro Test Machine	1	Up to 12" NB	Used to test any leakage in pipes/tubes
28.	Hydro Test Machine	3	6.00mm – 60.30mm	Used to test any leakage in pipes/tubes
29.	Eddy Current Machine	1	Up to 114.30mm OD -5.00 THK	Used to check any surface defects
30.	Marking Machine	1	As Per Size	Used to perform 'Scoda's' markings on pipes/tubes
31.	Portable Marking	5	As Per Size	Used to perform 'Scoda's' markings on pipes/tubes
32.	Tensile Machine	1	Up to 38.10mm & As Per Requirement	Used to check the mechanical properties of pipes/tubes
33.	Hardness Test Machine	1	HRBW, HRC	Used to check the hardness of pipes/tubes
34.	PMI Test Machine	2	Any Size	Used to check the chemical composition of pipes/tubes
35.	Pickling Bath (15 MTR long)	1	Depending on the Size	For removing oxides scales and grease from the surface of the pipe
36.	Microscope	1	Up to 1000x Magnification	Used to check structural composition of pipes/tubes
37.	Spectro M/C	1	All Austenitic Grade	Used to check chemical & mechanical structure of pipes/tubes
38.	UT Machine (Manual)	1	All Applicable Size	Used to check any defects in thickness
39.	Ultrasonic Thickness Gauge	1	S V -0.75 – 300mm	Used to check any defects in thickness
40.	Surface Roughness Tester	1	Any Size/As Per Requirement	Used to check roughness on the surface of pipes/tubes
41.	Tube Mill	2	9.52mm – 50.80mm OD 0.7mm – 3.2mm THK	Used to transform a flat strip of metal into a cylindrical shape

Water

The water requirements at our manufacturing facility are met through water provided by Central Ground Water Authority on a need-basis during the course of our business operations for which the water charges are deducted from running bills issued by us.

Power & Fuel

Our manufacturing facility and registered office have adequate power supply position from the public supply utilities. For our Manufacturing Facility, we have a connected load of 1,300 KW from Uttar Gujarat Vij Company Ltd. Further, we have a 24*7 power backup at our manufacturing facility through a DG set with a capacity of 410 KW supporting our critical manufacturing operations**.** We have also installed solar rooftop panels at our manufacturing facility, with a capacity of one (1) MW supporting our manufacturing operations.

Our manufacturing facility also uses natural gas as its fuel, which is sourced from Sabaramati Gas Limited.

Manufacturing Facility and Capacity Utilization

Currently, our manufacturing facility is situated on a plot of land measuring approximately 21,199 sq. mtrs., of which approximately 15,034 sq. mtrs. of land is owned by us and 6,165 sq. mtrs. of land is leased by us. Our manufacturing facility is located at Ahmedabad-Mehsana Highway, Rajpur, Kadi, Mahesana, Gujarat in close proximity, of around 360 kilometres from the Mundra port, a key port for exports, and Inland Container Depot located 23 kilometres away. The plot numbers of the land on which our Manufacturing Facility is situated are set out in as set out in "*Our Business – Owned Properties" and "Our Business – Leased Properties*" beginning on page 218 and page 219 of this Red Herring Prospectus

Note: The existing manufacturing plant is enclosed within the green border, while the area marked in orange border is allocated for proposed expansion of our manufacturing capacity for seamless products

As on December 31, 2024, we have eighteen (18) production lines for seamless products and two (2) production lines for welded products at our manufacturing facility. As on December 31, 2024, our manufacturing facility has a total installed capacity of 20,000 MT per annum of mother hollow, 10,068 MT per annum of seamless tubes, pipes, "U" tubes and instrumentation tubes and 1,020 MT per annum of welded products and "U" tubes. Our Company completed its Mother Hollow manufacturing plant in May 2022. Since mother hollows serves as a raw material for seamless products, we focused on manufacturing seamless products to fully utilize capacity and optimize the backward Integrated capacity to enhance the seamless products capacity. This strategic focus on maximizing the production of seamless products led to a reduction in both revenue contribution and capacity utilization for welded products. None of the inventory of mother hollow is written off. The details of capacity utilisation for last three financial years are as follows:

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Fiscal	Seamless				Welded				Mother Hollow			
	Production Capacity (MT per Annum)	**Actual Production (MT)**	**% of Utilization**	**Sales Volume (MT)**	**Production Capacity (MT per Annum)**	**Actual Production (MT)**	**% of Utilization**	**Sales Volume (MT)**	**Production Capacity (MT per Annum)**	**Actual Production (MT)**	**% of Utilization**	**Sales Volume (MT)**
2022	4,410	3,905	88.55%	3,874	1,020	463	45.39%	424	Nil	Nil	Nil	Nil
2023	6,540	6,061	92.68%	5,865	1,020	123	12.06%	153	20,000	6,500	32.50%	Nil
2024	10,068	7,165	71.17%	6,862	1,020	39	3.82%	48	20,000	9,900	49.50%	2,133
Nine months period ended December 31, 2024	10,068	7,954	79.01%	8,075	1,020	86	8.46%	89	20,000	9,950	49.75%	1,689

Note -As certified by Deepak C. Shah, Chartered Engineer, by certificate dated May 22, 2025.

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Dispatch

We have an in-house dispatch department that works with our sales team to coordinate the delivery of our Products on ex-work/free-on-road ("FOR")/free-on-board ("FOB")/cost, insurance and freight ("CIF") and/or delivery duty paid ("DDP") basis. For delivery of products to our customers, we rely on railway, road and sea transport. Further, we have storage facility at our manufacturing facility for the purposes of holding inventories of raw material as well as finished goods.

Environmental, Health and Safety matters

We have obtained a CCA on July 6, 2024 from the Gujarat Pollution Control Board for operating our manufacturing facility, under the Water Act, Air Act and authorization under Hazardous Management Rules. For further details, see "*Government and Other Approvals*" beginning on page 330 of this Red Herring Prospectus.

We have adopted safety procedures at our manufacturing facility in accordance with ISO, ASTM, ASME and EN standards, particularly in relation to the production, handling, storage and transportation of materials. In addition, our staff is trained for safety at work along with manuals for various activities. This includes knowledge about storage, handling and disposal of materials. We have provided necessary personal protection equipment for the safety of our workers.

Information Technology

Our IT systems are vital to our business operations. We have a customised IT system of enterprise resource planning for our company, which assists us in various business functions including materials management, inventory management, procurement planning, quality management, plant maintenance, finance and controlling, environment health and safety, and human resources.

Intellectual Property

As of the date of this Red Herring Prospectus, we have registered the following mark with the Trademark Registry:

Particulars of Mark	Class	Trade Mark Number	Validity
SCODA TUBES LIMITED	6	4308782	Valid till 30th September 2029

Sales and Marketing

We have our in-house marketing and sales team comprising of 23 dedicated personnel as on March 31, 2025, having vast experience in deal origination and negotiation. Our marketing and sales team focuses on developing customer relationships, acquiring fresh orders, identifying new customers and generating business opportunities. Our team follows a customer-centric approach and focuses on providing dedicated support for understanding customer requirements. Our marketing and sales team regularly participates in various trade exhibits in India and aboard. The major international trade expos that we have consistently participated include Stainless Steel World Maastricht (Netherland), Wire & Tube Dusseldorf (Germany), UK Metal Expo (United Kingdom) and Heat Exchanger World (Rotterdam & United States). Domestically, we have participated in major shows such as Global Stainless-Steel Expo, Chemtech and Stainless-Steel Expo, etc.

In addition to our in-house marketing and sales team, we also engage distributor/sales agents on a commission basis to sell and market our products to customers overseas. In particular, we have a stockist based in Maharashtra authorised to exclusively sell our products in India. As on December 31, 2024, in the international market, our selling agent network comprises of four distributor/selling agents across nine countries. In the United States market, we have a stockist authorised to exclusively sell our products in the United States market. Further, we supply our products through stockists in Italy, Germany, Austria and Eastern European markets. Our stockist network in these locations allows us to service and grow in these markets more efficiently.

Quality Assurance

We are ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certified by TUV SUD South Asia Private Limited. We follow internationally recognized standard manufacturing practises, including ASTM standards, ASME standards and EN standards. Our Products sold to the European market are certified under PED 2014/68/EU and ADW/AD 2000 – Merkblatt – W0 from TUV Nord. Further, we hold accreditation from the Indian Boiler Regulation for manufacturing and supply of stainless steel seamless and welded pipes, tubes and U-tubes, DNV-CP-0252 certification for steel pipes and steel pipe fitting and DNV marine certificate for application in ship building and marine industry. We also comply with relevant standards stipulated by Engineers India Limited and we have made an application for renewal of our Bureau of Indian Standard licence for stainless steel seamless

pipes and tubes for general service.

As of March 31, 2025, we have an in-house quality control team comprising of 14 members. We have implemented internal procedures to ensure quality control at various stages of production, from procurement and processing of raw materials to inventory management. Incoming raw materials go through chemical testing, dimensional testing and NDT testing. Dimensional and visual inspection is carried out during the production process. Various tests are also performed on the final products, including without limitation, hydrotesting, NDT testing, dimensional inspection, mechanical testing, corrosion testing, chemical testing and leak tightening test. All of our units have personnel responsible for monitoring the parameters of equipment and stability or materials, reporting at irregularities in the production process and making adjustments accordingly.

Insurance

Our operations are subject to hazards inherent to manufacturing of tubes and pipes, such as work accidents, storms, fire, tempest, earthquake, flood and other force majeure events, inundation and explosions including hazards that may cause severe damage, including damage caused to employees. We are also subject to losses resulting from defects or damages arising during transit of our Products in addition to risk of equipment failure, acts of terrorism and environmental damage. We may also be subject to product liability claims if the products that we manufacture are not in compliance with regulatory standards and the terms of our contractual arrangements.

In this regard, our Company has maintained various insurance policies, in amounts that we believe are commercially appropriate. Details of our insurance policies as on December 31, 2024, are as follows:

Sr. No.	Insurance Company	Description	Sum Insured (in ₹ million)	% of total tangible assets	Period	Persons/Assets Insured
1.	TATA AIG Insurance	Standard Fire and Special Perils Insurance	2,212.60	111.80%	10/10/2024 to 09/10/2025	Plant, Machinery and Building, Solar System, Furniture, Fixtures and Fittings
2	TATA AIG Insurance	Burglary Insurance Policy	1,500.00	75.79%	10/10/2024 to 09/10/2025	Inventory
3	Go Digit General Insurance Ltd	Digit Employees Compensation Insurance Policy	50.00	2.53%	17/03/2024 to 16/06/2025	Employees
4	Go Digit General Insurance Ltd	Digit Group Total Protect Policy	295.00	14.91%	17/03/2024 to 16/06/2025	Employees
5	Tata AIG General Insurance Company Ltd	Marine Cargo	500.00	25.26%	Open policy	Material

Note: Tangible Assets is the sum of Inventory and Property, Plant and Equipment excluding Right of Use of Assets and land

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance.

Human Resources

As on March 31, 2025 our Company has a total of 500 employees, with 156 as permanent employees and 344 working on a contractual basis.

The breakdown of permanent employees is detailed below:

Sr. No.	Function	No of Permanent Employees
1	Marketing & Sales	23
2	Material (purchase, store, dispatch)	14
3	Human Resource, Admin & Finance	14
4	Manufacturing	57
5	Quality	14
6	Project (engineering, planning, maintenance)	33
7	Secretarial and Legal*	01
	Total	156

**Nishita Sanghvi, Company Secretary and Compliance Office was appointed on September 10, 2024*

We undertake selective and need-based recruitment to maintain the size of our workforce, which may otherwise decline as a result of attrition and retirement of employees. We consider our human resources as a critical factor to our success and engage in a human resource strategy that focuses on recruiting, training and retaining our employees, as well as offering them competitive compensation. We aim to recruit a talented and qualified work force, facilitate their integration and encourage development of their skills in order to facilitate the growth of our operations.

Awards and Recognition

As on the date of this Red Herring Prospectus, our Company have not received any awards, accreditations and recognition**.**

Competition

Stainless steel tubes and pipes manufacturing industry is largely fragmented with key leading players such Venus pipes, Ratnamani metals and tubes, Suraj limited, Scoda tubes, and Welspun specialty solutions accounting for around 20-22% of domestic market. In the stainless-steel seamless tubes and pipes industry, Ratnamani metals and tubes is the leader with 10-12% market share in India. It is followed by Venus pipes, Suraj limited and Welspun specialty solutions, which have market shares of 7-9%, 6-8, and 3-4%, respectively in the industry in India. Scoda tubes accounted for 5-7% share in the market in the segment. In the stainless-steel welded tubes and pipes segment, Ratnamani metals and tubes and Venus pipes account for 5-7%, each in the industry. The other peers considered for the study, namely, Suraj limited and Welspun specialty solutions don't have presence in the welded tubes and pipes segment. (*Source CRISIL Report)*

For more information, see "Industry Overview" on page 165.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy and constituted a CSR committee on September 10, 2024 in compliance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 notified by Central Government and amendments thereto. Our CSR activities are primarily focused on initiatives relating to education in the geographical areas near our Manufacturing Facility as well as in other regions of Gujarat.

Our CSR activities are monitored by the CSR Committee of our Board. For details of the terms of reference of our CSR Committee, see "*Our Management*" on page 230. For the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, we had spent an amount of Nil, ₹1.00 million, Nil and Nil in CSR activities, respectively. For further details, see section "Financial Information" beginning on page 254.

Property

Brief details of our owned and leased immovable properties are set out below:

Owned Properties:

Sr. No	Purpose	Property Description	Area (square meters)
1.	Registered & Corporate Office and Manufacturing Plant	Old Survey no. 1566/1, New Survey No. 2446 Vill:- Rajpur, Ta:- Kadi, Dist:- Mehsana,	4,244.00
2.	Corporate Office and Manufacturing Plant	Old Survey no. 1568 and Old Survey no. 1569, New Survey No. 2443 Vill:- Rajpur, Ta:- Kadi, Dist:- Mehsana,	5,185.00

3.	Corporate Office and Manufacturing Plant	Old Survey no. 1570, New Survey No. 2442 Vill:- Rajpur, Ta:- Kadi, Dist:- Mehsana,	5,605.00
4.	Vacant Land	Old Survey no. 1561/2, New Survey No. 2428 Vill:- Rajpur, Ta:- Kadi, Dist:- Mehsana,	2,784.00
5.	Vacant Land	Old Survey no. 1563/3, New Survey No. 2439 Vill:- Rajpur, Ta:- Kadi, Dist:- Mehsana,	3,448.00
6.	Vacant Land	Old Survey no. 1563/1, New Survey No. 2440 Vill:- Rajpur, Ta:- Kadi, Dist:- Mehsana,	4,437.00
7.	Vacant Land	Old Survey no. 442, New Survey No. 857 Vill:- Untava, Ta:- Kadi, Dist:- Mehsana,	6,939.00
8.	Vacant Land	Land At Survey No. 682, Vill:- Sarsav, Ta:- Kadi, Dist:- Mehsana	30,604.00

Leased Properties:

Sr. No.	**Purpose**	**Property Description**	**Area (square meters)**	**Lessor**	**Lessor is related or not related to lessee**	**Term**
1.	Manufacturing Plant	Moje Rajpur Old Block No. 1564/1 New Block No. 2437	1,568	Thakor Ishaben wd/o Kalaji Amthaji & Thakor Sursangji Kalaji	Not related	Period of 19 years and 11 months beginning from October 1, 2021 till September 1, 2041
2.	Manufacturing Plant	Moje Rajpur Old Block No 1564/2 New Block No. 2444	1,753	Thakor Ishaben wd/o Kalaji Amthaji & Thakor Sursangji Kalaji	Not related	Period of 19 years and 11 months beginning from October 1, 2021 till September 1, 2041
3.	Manufacturing Plant	Moje Rajpur Old Block No. 1565 New Block No. 2445	2,844	Thakor Ishaben wd/o Kalaji Amthaji & Thakor Sursangji Kalaji	Not related	Period of 19 years and 11 months beginning from October 1, 2021 till September 1, 2041

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to the business of our Company. 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 investors and neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see "Government and Other Approvals" on page 330.

Given below is an indicative summary of certain relevant laws and regulations applicable to our Company. The information in this section has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been provided in a manner to provide general information to the investors and may not be exhaustive and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

KEY ACTS, REGULATIONS & POLICIES APPLICABLE TO OUR COMPANY

INDUSTRY SPECIFIC LAWS

Bureau of Indian Standards Act, 2016 (the "BIS Act")

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, inter alia, (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) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard.

Bureau of Indian Standards Rules, 2018

The Bureau of India Standards Rules, 2018 (the "Bureau of Indian Standards Rules") have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

National Steel Policy, 2017 ("NSP 2017")

The NSP 2017 seeks to enhance domestic steel production with focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. The NSP 2017 aims to creating environment for attaining (i) Self-sufficiency in steel production by providing policy support and guidance to private manufacturers, MSME steel producers, CPSEs and encourage adequate capacity additions; (ii) Development of globally competitive steel manufacturing capabilities; (iii) Cost-efficient production and domestic availability of iron ore, coking coal and natural gas; (iv) Facilitate investment in overseas asset acquisitions of raw materials; and (v) Enhance domestic steel demand. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions. The NSP 2017 covers, *inter alia*, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferro-alloys, land, water, power, infrastructure and logistics, and environmental management.

Factories Act, 1948 ("Factories Act")

The Factories Act defines a "factory" to cover any premises which employs ten or more workers and in which manufacturing process is carried on with the aid of power. Each state government has rules in respect of the prior submission of plans and their approval for the establishment of factories, as well as for licensing of factories. The Factories Act provides that an occupier of a factory i.e., the person who has ultimate control over the affairs of the factory, and in the case of a company, any one of the directors, must ensure the health, safety and welfare of

all workers. There is a prohibition on employing children below the age of fourteen years in a factory. The occupier and the manager of a factory may be punished in accordance with the Factories Act for different offences in case of contravention of any provision thereof and in case of a continuing contravention after conviction, an additional fine for each day of contravention may be levied.

The Gujarat Factories Rules, 1963 (the "**Rules**") seek to regulate labour employed in factories in the State of Gujarat and makes provisions for the safety, health and welfare of the workers. The Rules also mandate maintenance of certain statutory registers in the factory.

Legal Metrology Act, 2009 ("LM Act")

The LM Act aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The LM Act and rules framed thereunder regulate, *inter alia*, the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the LM Act. Any manufacturer dealing instruments for weights and measuring of goods must procure a license from the state department under the LM Act. Any non-compliance or violation under the LM Act may result in inter alia a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Policy for Providing Preference to Domestically Manufactured Iron and Steel Products in Government Procurement, 2019

The Policy for Providing Preference to Domestically Manufactured Iron and Steel Products in Government Procurement, 2019 ("**Policy**") notified in 2017 and subsequently revised in 2019 and 2021 aims at providing preference to domestically manufactured iron and steel products in government procurement. The Policy mandates to provide preference to Domestically Manufactured iron & Steel Products (DMI&SP) with a minimum of 15%-50% value addition in Government Procurement. The Policy is applicable to supply of iron and steel products having aggregated estimate value of ₹ 0.5 million or more. The Policy also provides for provisions for waivers to all such procurements, where specific grades of steel are not manufactured in the country, or the quantities as per the demand of the project cannot be met through domestic sources. Apart from promoting the use of domestically manufactured steel in government projects, the Policy also encourages local manufacturing. The policy is envisaged to promote growth and development of domestic steel.

Steel and Steel Products (Quality Control) Order, 2020

The Steel and Steel Products (Quality Control) Order, 2020, as amended (the "Quality Control Order 2020"), was notified by the Ministry of Steel, Government of India, to bring 120 steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order, 2020. The Quality Control Order, 2020 further provides that every steel and steel products stated therein shall bear the standard mark under a license from Bureau of Indian Standards as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018.

Steel Scrap Recycling Policy, 2019

The Ministry of Steel, Government of India has introduced the Steel Scrap Recycling Policy, 2019 ("**Policy**") which envisages a framework to facilitate and promote establishment of metal scrapping centers in India. The policy aims to ensure scientific processing & recycling of ferrous scrap generated from various sources and a variety of products. The policy framework provides standard guidelines for collection, dismantling and shredding activities in an organized, safe and environmentally sound manner. The policy aims to achieve the following objectives –(i) to promote circular economy in the steel sector, (ii) to promote a formal and scientific collection dismantling and processing activities for end of life products that are sources of recyclable (ferrous, non-ferrous and other non-metallic) scraps which will lead to resource conservation and energy savings and setting up of an environmentally sound management system for handling ferrous scrap; (iii) processing and recycling of products in an organized, safe and environment friendly manner; (iv) to evolve a responsive ecosystem by involving all stakeholders; (v) to produce high quality ferrous scrap for quality steel production thus minimizing the dependency on imports; (vi) To decongest the Indian cities from ELVs and reuse of ferrous scrap; (vii) to create a mechanism for treating waste streams and residues produced from dismantling and shredding facility in compliance to Hazardous & Other Wastes (Management & Transboundary Movement) Rules , 2016 issued by MoEF & CC; and (viii) to promote 6Rs principles of reduce, reuse, recycle, recover, redesign and remanufacture through scientific handling, processing and disposal of all types of recyclable scraps including nonferrous scraps, through authorized centers / facility.

The Indian Boilers Act, 1923 ("Boilers Act") and the Indian Boiler Regulations, 1950 ("Boilers

Regulations")

The Boilers Act provides for inter alia the safety of life and property of persons from the danger of explosions of steam boilers and regulates the possession of steam boilers. It sets out the requirements for achieving uniformity in registration and inspection during operation and maintenance of boilers in India and provides for penalties for illegal use of boilers. The Boilers Regulations provide for, inter alia, standard requirements with respect to material, construction, safety and testing of boilers.

The Electricity Act, 2003, ("Electricity Act") and The Electricity Rules, 2005 ("Electricity Rules")

The Electricity Act regulates and governs the generation, transmission and distribution of electricity in India, including by specification of safety standards in relation to the same. The Electricity Act also controls the transmission and use of electricity, including through specifying action to be taken in relation to any electric line or appliance under the control of a consumer, for the purpose of eliminating or reducing the risk of personal injury and damage to property. Pursuant to the Electricity Act, every licensee must supply electricity only through the installation of a correct meter in accordance with the regulations as prescribed by the Central Electricity Authority. The Central and state Electricity Regulatory Commissions are empowered to adjudicate upon matters relating to any non-compliance in this regard. Additionally, the Electricity Act levies penalties, including imprisonment, for tampering with electricity meters and for the use of unauthorized electricity meters.

Industries (Development and Regulation) Act, 1951, as amended ("IDR Act")

The IDR Act has been liberalized under the New Industrial Policy dated July 24, 1991 and all industrial undertakings are exempt from licensing except for certain industries, including, among others, all types of electronic aerospace, defence equipment, ships and other vessels drawn by power. The IDR Act is administered by the Ministry of Commerce and Industry, Government of India, through the Department for Promotion of Industry and Internal Trade (DPIIT). The main objectives of the IDR Act are to empower the Government to take necessary steps for the development of industries, to regulate the pattern and direction of industrial development, and to control the activities, performance and results of industrial undertakings in the public interest. The DPITT is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector.

LEGISLATIONS RELATED TO ENVIRONMENT

The Environment (Protection) Act, 1986, as amended ("EPA") and the Environment (Protection) Rules, 1986

The EPA is an umbrella legislation in respect of the various environmental protection laws in India. Under the EPA, the GoI is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, inter alia, laying down standards for the quality of environment in its various aspects, laying down standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution among others. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities and agencies in certain cases, establishment of environmental laboratories and appointment of Government analysts.

The Environmental Impact Assessment Notification, 2006

The Environmental Impact Assessment (EIA) Notification, 2006, is a significant notification issued by the Ministry of Environment and Forests, India. It mandates obtaining prior environmental clearance for the construction of new projects or the expansion or modernization of existing projects based on their potential environmental impacts. This applies to various sectors, including mining, thermal power plants, infrastructure, and industries. The notification aims to ensure that all projects are undertaken in accordance with the objectives of the National Environment Policy[1]. It has been revised several times since its introduction in 1994 to address evolving environmental concerns.

The Air (Prevention and Control of Pollution) Act, 1981, as amended and in force from time to time ("Air Act")

The Air Act has been enacted to provide for the prevention, control and abatement of air pollution. The Air Act was enacted with a view to protect the environment and surroundings from any adverse effects of the pollutants that may emanate from any factory or manufacturing operation or activity. It lays down the limits with regard to emissions and pollutants that are a direct result of any operation or activity. Periodic checks on the factories are mandated in the form of yearly approvals and consents from the corresponding State Pollution Control Boards. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air

pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application but may impose conditions relating to pollution control equipment to be installed at the facility. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

The Water (Prevention and Control of Pollution) Act, 1974, as amended ("Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases, the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines, or imprisonment, or both.

The Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016, ("Hazardous Wastes Rules")

The Hazardous Wastes Rules impose an obligation on every occupier of a facility generating hazardous waste for safe and environmentally sound handling of hazardous waste generated at such facility. Every person engaged in generation, processing, treatment, packaging, storage, transportation, use, collection, destruction, conversion, offering for sale and transfer of hazardous waste, must obtain an approval from the applicable State Pollution Control Board. The occupier, the importer, the transporter and the operator of disposal facility are liable for damages to the environment or third party resulting from the improper handling and disposal of hazardous waste.

Public Liability Insurance Act, 1991 ("Public Liability Act")

The Public Liability Act, as amended, imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substance. A list of hazardous substances covered by the Public Liability Act has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. This amount is payable to the insurer.

FOREIGN INVESTMENT LAWS

Foreign Exchange Management Act, 1999 (the "FEMA")

Foreign investment in India is primarily governed by the provisions of FEMA. Pursuant to FEMA, the GoI and the RBI have promulgated various regulations, rules, circulars and press notes in connection with various aspects of foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India.

FEMA Rules

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 by Notification No. FEMA. 395/2019-RB dated October 17, 2019 ("FEMA Rules") to prohibit, restrict, or regulate transfer by or issue security to a person resident outside India. As laid down by the FEMA Rules, no prior consents and approvals are required from the RBI for Foreign Direct Investment ("FDI") under the "automatic route" within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the RBI. At present, the FDI Policy does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

In India, the main legislation concerning foreign trade is FTA. The FTA read along with relevant rules 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 Act, 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; and (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. FTA read with the Indian Foreign Trade Policy 2015 –2020 (extended up to September 30, 2021) provides that no export or import can be made by a company without an Importer-Exporter Code ("IEC") unless such person or 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. An importer-exporter code number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Export Promotion Capital Goods Scheme ("The EPCG Scheme")

The EPCG Scheme provides that importers can benefit from reduced duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the duty saved) within a specified period. Export obligations can be fulfilled by physical exports or by way of "deemed exports", which are transactions deemed to be exports.

LEGISLATIONS RELATED TO LABOUR

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Industrial Disputes Act, 1947, Contract Labour (Regulation and Abolition) Act, 1970, Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Trade Unions Act, 1926 the Payment of Bonus Act, 1965, Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013, Employees Compensation Act, 1923, Child Labour (Prohibition and Regulation) Act, 1986, Apprentices Act, 1961 and the Maternity Benefit Act, 1961, Unorganised Workers Social Security Act, 2008, Industrial Employment Standing Order Act,1946, and Inter - State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 among others.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

a. Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

b. Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes and simplifies the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

c. Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act ,1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the employee's provident fund and the employee's state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees suffer, among others.

d. Occupational Safety, Health and Working Conditions Code, 2020, which amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various enactments including, among others, the Factories Act, 1948 and the Contract Labour (Regulation and Abolition) Act, 1970.

While certain portions of the Code on Wages, 2019, have now been enforced by the Ministry of Labour and Employment, the remainder of these codes shall become effective on the day that the Government shall notify for this purpose.

LEGISLATION RELATED TO INTELLECTUAL PROPERTY

The Trade Marks Act, 1999, ("Trade Marks Act")

The Trade Marks Act, which came into force on December 30, 1999, along with the rules and regulations made thereunder, govern the law pertaining to trade marks in India. A trademark is essentially any mark capable of being represented graphically, which distinguishes goods or services of one person from those of others, and includes a device, brand, heading, label, ticket, name, signature, word, letter, numeral, shape of goods, packaging or combination of colours, or any combination thereof. In India, trademarks enjoy protection under both statutory and common law. Registration of a trade mark grants the owner a right to exclusively use the trade mark as a mark of goods and services and prevents the fraudulent use of marks in India.

The Trade Marks Act permits the registration of trade marks for goods and services. Certification trademarks and collective marks can also be registered under the Trade Marks Act. The Registrar of Trade Marks is the authority responsible for, among other things, registration of trademarks, settling opposition proceedings and rectification of the register of trade marks. The Trade Marks (Amendment) Act, 2010, has been enacted to cover Indian nationals as well as foreign nationals to secure simultaneous protection of trade marks in other countries. The Trade Marks (Amendment) Rules, 2013, were enacted to give effect to the Trade Mark (Amendment) Act, 2010

Other Laws

The Goods and Services Tax ("GST") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 ("CGST"), relevant state's Goods and Services Act, 2017 ("SGST"), Union Territory Goods and Services Act, 2017 ("UTGST"), Integrated Goods and Services Act, 2017 ("IGST"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "Income Tax Act") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act, or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Through, Central Excise Act, 1944, Excise duty is levied on production of goods, but the liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production.

The Customs Act, 1962 as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company requiring to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance.

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, Provisions of the Indian Stamp Act, 1899, Transfer of Property Act 1882, Sale of Goods Act, 1930, Indian Contract Act, 1872, Competition Act, 2002, Specific Relief Act, 1963, Standards of Weights and Measures Act, 1976, Depositories Act, 1996, Consumer Protection Act, 2019, and other applicable statutes imposed by the Centre or the State Government and authorities for our day-to-day business and operations.

For further details, see "Our Business" on page 192. Our business and operations in such foreign jurisdictions are and will be subject to applicable local laws.

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HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of Our Company

Our Company was incorporated as "*Scoda Tubes Limite*d" under the provisions of the Companies Act,1956 vide Certificate of incorporation dated November 10, 2008, and Certificate of Commencement of Business dated November 12, 2008, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli.

Changes in the Registered Office

Our Company has not changed its registered office address since the date of incorporation. The below mentioned is the registered office address of our Company

Survey No. 1566/1
Village Rajpur,
Kadi, Mehsana,
Ahmedabad 382740,
Gujarat

Main Objects of our Company

The main object contained in our Memorandum of Association are as follows:

To carry on in India or elsewhere the business of manufacturing, producing, extruding, milling, treating, drawing, cutting, handling, and to act as agent, broker, trader, buyer, seller, importer, exporter, metallurgist, engineer, vendor, supplier or otherwise to deal in all shapes, sizes, varieties, dimensions, descriptions, specifications, grades and thickness of coated or uncoated tubes, pipes, casings, hollows, blanks and made of sections, iron and steel or any alloy thereof with any other metal including steels tubes, seamless stainless steels tubes and pipes, seamless carbon steel tubes, seamless alloy steel tubes, brazed double walled stainless steel tubes and pipes,brazed double walled copper coated tubes and all types of tubes used in hydro electric conduits whether or not reinforced, their parts, fittings and accessories made of iron and steel and other ferrous and non-ferrous materials or any combination thereof.

The main objects clause and matters necessary for the furtherance of main objects, as contained in our Memorandum of Association, enable our Company to carry on the business presently being carried out

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholders' resolution	Nature of amendment
May 22, 2021	Clause V of our Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹50,00,000 (Rupees Fifty Lacs) divided ₹5,00,000 (Five Lakhs) Equity Shares of ₹10 (Rupees Ten) each to ₹.1,30,00,000 (Rupees One Crore Thirty Lakh only) divided into ₹13,00,000 (Thirteen lakh) Equity Shares of ₹ 10 (Rupees Ten) each.
July 12, 2024	Clause V of our Memorandum of Association was amended to reflect the increase in authorised share capital of our company from ₹1,30,00,000 (Rupees One Crore Thirty Lakh only) divided into ₹13,00,000 (Thirteen lakh) Equity Shares of ₹10 (Rupees Ten) each to ₹55,00,00,000 (Rupees Fifty- Five Crore only) divided into ₹5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10 (Rupees Ten) each.
September 18, 2024	Clause V of our Memorandum of Association was amended to reflect the increase in authorised share capital of our company from ₹55,00,00,000 (Rupees Fifty- Five Crore only) divided into ₹5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each to ₹ 65,00,00,000 (Rupees Sixty- Five Crore only) divided into ₹ 6,50,00,000 (Rupees Sixty Crore Fifty Lacs Only) Equity Shares of ₹.10/- (Rupees Ten) each.

Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Year	Particulars
2008	Incorporation of the Company
2010	Entered exports market

2012	Received approval from Bharat Heavy Electricals Limited (BHEL) H.E.E.P Hardwar for supply of products.
2013	Received approvals from key-state owned fertilizer companies i.e. Gujarat Narmada Valley Fertilizers and Chemicals Limited (GNFC), Indian Farmers Fertilizers Cooperative Limited (IFFCO) Kandla and Kalol Unit Received registration from Krishak Bharati Cooperative Limited (KRIBHCO) for supply of products. Entered in Petroleum sector after receiving approval from Hindustan Petroleum Corporation Limited (HPCL) for supply of products.
2014	Received approval from Engineers India Limited (EIL) for supply of products.
2016	Change in Management and our Promoters Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel became the Directors of our Company
2017	Supplied product to Department of Atomic Energy, Government of India. Received approval from Bharat Heavy Electricals Limited (BHEL), Hyderabad for supply of products.
2018	Entered power sector after supplying products to Triveni Turbine. Entered Mining & Engineering sector after receiving approval from Bharat Earth Movers Limited (BEML) for supply of products. Received approval from Bharat Heavy Electricals Limited (BHEL) Bhopal and Jhansi for supply of products.
2019	Received trademark certificate for 'Scoda Tubes Limited' thereby creating a brand.
2022	Entered in chemical & pharmaceutical sector after supplying products to Laxmi organics. Supplied products to government railway companies such as Banaras Locomotive Work, Rail Coach Factory, Western Railway and Central Railway.
2023	Supplied Products to National Thermal Power Corporation (NTPC), Bilaspur. Supplied products to government railway companies such as Modern Coach Factory and Chittaranjan Locomotive Work. Received certificate for implementing Quality Management System in accordance with ISO 9001:2015 Received certificate for implementing Environmental Management System in accordance with ISO 14001:2015 Received certificate for implementing Occupational Health and Safety Management System in accordance with ISO 45001:2018
2024	Supplied products to government railway companies such as Eastern and North Eastern Railway. Achieved production capacity of 11,088 MT/year

Key Awards, Accreditations and Recognition

As on the date of this Red Herring Prospectus, our Company have not received any awards, accreditations and recognition**.**

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, or revaluation of assets in the last 10 years

Our Company has not undertaken any material acquisition or divestment of business/undertakings, mergers, amalgamations or revaluation of assets in the last 10 years.

Time and cost over-runs

We have not experienced any time and cost overrun in setting up our projects as on the date of this Red Herring Prospectus.

Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/banks.

Lock-out and strikes

As on the date of this Red Herring Prospectus, there have been no lockouts or strikes at any time in our Company.

Significant financial and strategic partners

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Summary of key material agreements and shareholder's agreements

Except as disclosed below there are no other agreements/ arrangements and clauses / covenants which are material, and which need to be disclosed in this Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Issue –

Share Subscription Agreement dated October 17, 2024, by and among, Carnelian Bharat Amritkaal Fund ("Investors"), Scoda Tubes Limited ("Company"), Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel (collectively referred as "Promoters")

Pursuant to Share Subscription Agreement, the investors by way subscription, have acquired 2,000,000 equity shares of the Company aggregating to 4.53% of paid-up equity share capital. Pursuant to this agreement, the Investors are entitled to the following rights: (i) Promoters and Promoter group shall not be entitled to transfer, directly or indirectly, to any person, the shares held by them in the Company for a period of 1 year (ii) Pre-emptive right wherein the investor (other than the Promoters) shall have a pro rata right to participate in any future issue of shares by the Company to any third party and to retain their shareholding on a fully diluted basis in the Company on the same terms and conditions(iii) Tag-along rights wherein subject to the Promoter's lock-in, in the event any of the Promoters decide to sell full or part of their shareholding in the Company or a portion of it to any person, the Investor shall have the right to participate in such sale on a pro-rata basis at the same term as offered by the buyers to the Promoters. (iv) Information rights includes a wherein the Company shall provide the Investor the audited financial statements of the Company, unaudited financial statements quarterly and monthly MIS, including but not limited to the details of key operational performance indicators(v) right to nominate a director on the board (vi) Exit rights in which the Company and the Promoters shall provide to the Investor an exit from the Company at a price which shall not be less than the exit price (price which provides minimum of 9% IRR to the investor for the investment amount.

Further this share subscription agreement shall terminate and become null and void upon filing of this Red Herring Prospectus.

Share Subscription Agreement dated October 17, 2024, by and among, Malabar India Fund Limited ("Investors"), Scoda Tubes Limited ("Company"), Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel (collectively referred as "Promoters")

Pursuant to Share Subscription Agreement, the investors by way subscription, have acquired 2,400,000 equity shares of the Company aggregating to 5.43% of paid-up equity share capital. Pursuant to this agreement, the Investors are entitled to the following rights: (i) Promoters and Promoter group shall not be entitled to transfer, directly or indirectly, to any person, the shares held by them in the Company for a period of 1 year (ii) Pre-emptive right wherein the investor (other than the Promoters) shall have a pro rata right to participate in any future issue of shares by the Company to any third party and to retain their shareholding on a fully diluted basis in the Company on the same terms and conditions(iii) Tag-along rights wherein subject to the Promoter's lock-in, in the event any of the Promoters decide to sell full or part of their shareholding in the Company or a portion of it to any person, the Investor shall have the right to participate in such sale on a pro-rata basis at the same term as offered by the buyers to the Promoters. (iv) Information rights includes a wherein the Company shall provide the Investor the audited financial statements of the Company, unaudited financial statements quarterly and monthly MIS, including but not limited to the details of key operational performance indicators(v) right to nominate a director on the board (vi) Exit rights in which the Company and the Promoters shall provide to the Investor an exit from the Company at a price which shall not be less than the exit price (price which provides minimum of 9% IRR to the investor for the investment amount.

Further this share subscription agreement shall terminate and become null and void upon filing of this Red Herring Prospectus.

Details of subsisting shareholders' agreements

As on the date of this Red Herring Prospectus, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

Other material agreements

Except as disclosed in "*Change in the control or management of our Company-Promoters and Promoter Group*" on page 249, there are no other agreements/ arrangements and clauses / covenants which are material and which

need to be disclosed in this Red Herring Prospectus or non-disclosure of which may have bearing on the investment decision in connection with the Issue.

As on the date of this Red Herring Prospectus, there are no agreements entered into by the Shareholders, Promoters, Promoter Group entities, related parties, Directors, KMPs, employees of our Company among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For information on key products or services launched by our Company, please see "Our Business" on page 192.

For details of capacity, facility creation or location of plant, see "Our Business" on page 192.

Agreements with Key Managerial Personnel, Director, or any other employee

As on the date of this Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management or Directors or the Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Subsidiary of our Company

As on the date of this Red Herring Prospectus, our Company does not have a subsidiary company.

Associate Company

As on date of this Red Herring Prospectus, our Company does not have any associate companies.

Joint Venture

As on date of this Red Herring Prospectus, our Company does not have any joint venture.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act, 2013 and the Articles of Association require that our Board shall comprise of not less than three Directors and not more than fifteen Directors, provided that our Shareholders may appoint more than fifteen Directors after passing a special resolution in a general meeting.

As on the date of this Red Herring Prospectus, our Board comprises of six (6) Directors, including two Executive Directors (Including our Chairman and Managing Director), one Non–Executive Director and three Independent Directors including one woman Independent Director. Our Company is in compliance with the corporate governance laws prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Our Board-

Following table sets forth details regarding our Board as on the date of this Red Herring Prospectus

Sr. No.	Name, designation, date of birth, address, occupation, nationality, period of directorship and term and DIN	Age (years)	Directorships in other companies
1.	**Samarth Patel** **Designation:** Chairman and Executive Director (Whole-time Director) **Date of birth:** July 05, 1996 **Address:** D-502, Shantiniketan flats, opposite HBK School, Memnagar, Ahmedabad -380052, Gujarat **Occupation**: Business **Current term:** Five years with effect from September 10, 2024, liable to retire by rotation **Period of directorship:** since December 29, 2017 **DIN:** 08036100	28	Nil
2.	**Jagrutkumar Patel** **Designation:** Managing Director **Date of birth:** December 22, 1987 **Address:** 23, Alkapuri society, panchvati area, kalol, Gandhinagar-382721, Gujarat. **Occupation:** Business **Current term:** Five year commencing from September 10, 2024 **Period of directorship:** since September 26, 2016 **DIN:** 06785595	37	Nil
3.	**Saurabh Patel** **Designation:** Non-Executive Director **Date of birth:** February 06, 1993 **Address:**. 52, Indralok society, Nr, Gayatri temple, kalol, PO Gandhinagar-382721, Gujarat. **Occupation:** Business **Current term:** Liable to retire by rotation **Period of directorship:** Since December 31, 2020	32	Nil

Sr. No.	Name, designation, date of birth, address, occupation, nationality, period of directorship and term and DIN	Age (years)	Directorships in other companies
	DIN: 07627068		
4.	**Piyush Shah** **Designation:** Independent Director **Date of birth:** July 01, 1975 **Address:** 8, Shaival Green Bunglow, Nr N R Party Plot, Nr. Rangsagar flat, Paldi, Ahmedabad -380009, Gujarat. **Occupation:** Professional **Current term:** Five years commencing from September 10, 2024 **Period of directorship:** Since September 10, 2024 **DIN:** 06834051	49	Bently Fittings Limited
5.	**Vipul Patel** **Designation:** Independent Director **Date of birth:** June 13, 1985 **Address:** H-503, Arjun Elegance, Opp Bhagirath Society, AEC Cross Road, Naranpura, Ahmedabad-380013, Gujarat. **Occupation:** Service **Current term:** Five years commencing from September 10, 2024 **Period of directorship:** Since September 10, 2024 **DIN:** 03056403	39	Vikram Thermo (India) Ltd. CIIE Regional Innovation Foundation
6.	**Neha Soni** **Designation:** Independent Director **Date of birth:** December 20, 1984 **Address:** C/302, Ora Bella, Besides Heritage Homes, Thaltej water tank, Ahmedabad-380059, Gujarat. **Occupation:** Professional **Current term:** Five years commencing from September 10, 2024 **Period of directorship:** Since September 10, 2024 **DIN:** 02882840	40	Nil

Brief profiles of our Directors

Samarth Patel is the Chairman and Whole-time Director of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in science from Yashwantrao Chavan Maharashtra Open University. He has over 5 years of experience in steel industry. He has been associated with our Company as a Director since December 29, 2017. He oversees export sales and marketing in our Company.

Jagrutkumar Patel is the Managing Director of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in computer engineering from Kalol Institute of Technology & Research Centre, Kalol, Gujarat University. He has over 10 years of experience in construction and real estate business. He has been associated with our Company as a Director since September 26, 2016. He oversees domestic sales and marketing in our Company.

Saurabh Patel is the Non-Executive Director of our Company. He is one of the Promoters of our Company. He holds a bachelor's degree in commerce from Yashwantrao Chavan Maharashtra Open University. He has over years 5 of experience in construction and real estate business. He has been associated with our Company as a Director since December 31, 2020. He oversees project development processes in our Company.

Piyush Shah is an Independent Director of our Company. He holds a bachelor's degree in commerce from H.L Commerce College, University of Gujarat. He is a fellow member of the Institute of Chartered Accountants of India. He also holds a diploma in information system audit by passing the examination held by Institute of Chartered Accountants of India. He has been associated with our Company since September 10, 2024. He was previously associated with Shree Rama Multi-Tech Limited as Assistant Manager in Accounts department. He presently holds directorship in Bently Fittings Limited and previous he was associated with Satyandra Packaging Limited. He has over years 20 of experience in finance and taxation. He is a managing partner of Piyush J. Shah & Co. a chartered accountancy firm.

Vipul Patel is an Independent Director of our Company. He holds a bachelor's degree in chemical engineering from Sardar Patel University, Gujarat and a master's degree in business administration from Nirma University of Science and Technology (Ahmedabad). He has been associated with our Company since September 10, 2024. He was previously associated with Hindalco Industries Limited as a graduate engineer trainee (G.E.T). In the year 2011 he joined IIMA Ventures and presently working there in the capacity of Partner – Seed Investing. He has over 10 years of experience in venture capital and private equity.

Neha Soni is an Independent Director of our Company. She holds a bachelor's degree in law from D.T Law College, University of Gujarat, and a master's degree in commerce from H.L College of Commerce, University of Gujarat. She is a fellow member of the Institute of Company Secretaries of India. She has done a diploma in French language from Alliance Francaise. She has been associated with our company since September 10, 2024. She was previously associated with Gyscoal Alloys Limited and Jindal Worldwide Limited as a Company Secretary. She has over 15 years of experience in corporate laws and secretarial management guidance.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Service contract with Directors

No officer of our Company, including our Directors have entered a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Details of directorships in companies suspended or delisted

None of our Directors is or was, during the last five years preceding the date of this Red Herring Prospectus, a director of any listed company whose shares have been or were suspended from being traded on the stock exchanges during their tenure as a director in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange, during their tenure as a director in such company.

Confirmations

None of our Directors have given any guarantees to any third party, with respect to the Equity Shares, as of the date of this Red Herring Prospectus.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Further, none of our Directors has been identified as Wilful Defaulters or Fraudulent Borrower as defined under the SEBI ICDR Regulations.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

None of our Directors is prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Relationships between our Directors, Key Managerial Personnel and Senior Managerial Personnel

Sr. No.	Name of Director	Relative	Relationship
1.	Jagrutkumar Patel	Ravi Patel	Brother
2.	Jagrutkumar Patel	Vipulkumar Patel	Brother-in-Law

Except as disclosed above, none of our Directors are related to each other or to any of our Key Managerial Personnel or the Senior Management.

Payment or benefit to Directors of our Company

Terms of appointment of our Chairman and Whole Time Director (Executive)

Samarth Patel

Samarth Patel, our Chairman and Whole Time Director (Executive), was first appointed as a Director on our Board on December 29, 2017. He was re-appointed as Chairman and Whole Time Director for a period of five years with effect from September 10, 2024, pursuant to resolutions passed by our Board and Shareholders on September 10, 2024 and September 18, 2024 respectively.

Pursuant to a resolution passed by our Shareholders dated September 18, 2024, Samarth Patel is entitled to the following remuneration:

Basic Salary: Upto ₹ 4.00 million with such increments as may be decided by the Board from time to time.

During Financial Year 2025, he received an aggregate compensation of ₹ 4.00 million from our Company

Terms of appointment of our Managing Director

Jagrutkumar Patel

Jagrutkumar Patel, our Managing Director, was first appointed as a Director on our Board on September 26, 2016. He was re-appointed as Managing Director for a period of five years with effect from September 10, 2024, pursuant to resolutions passed by our Board and Shareholders on September 10, 2024 and September 18, 2024 respectively.

Pursuant to a resolution passed by our Shareholders dated September 18, 2024, Jagrutkumar Patel is entitled to the following remuneration:

Basic Salary: Upto ₹ 4.00 million with such increments as may be decided by the Board from time to time.

During Financial Year 2025, he received an aggregate compensation of ₹ 4.00 million from our Company.

Saurabh Patel

Saurabh Patel, our Non-Executive Director, was first appointed as a Director on our Board on December 31, 2020. He was re-designated as a Non-Executive Director, liable to be retire by rotation, pursuant to resolutions passed by our Board and Shareholders on September 10, 2024 and September 18, 2024 respectively.

During the financial year 2025, he received an aggregate compensation of ₹ 4.00 million from our Company.

Sitting fees of Non –Executive and Independent Directors:

Details of the sitting fees paid to the Independent Directors of our Company for the Fiscal Year 2025 are as follows:

Sr. No.	Name of Independent Directors	Sitting fees for Fiscal 2025 (in ₹ million)
1.	Piyush Shah	0.15
2.	Vipul Patel	0.15
3.	Neha Soni	0.15

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares. Except as disclosed below, none of our Directors hold any Equity Shares in our Company:

Name of Director	No. of Equity Shares held	Percentage of the pre-issue paid up Equity Share capital on a fully diluted basis(%)
Samarth Patel	6,199,008	14.03
Saurabh Patel	6,199,008	14.03
Jagrutkumar Patel	3,979,470	9.00

Interest of Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in "*Our Management – Payment or benefit to Directors of our Company*" on page 233.

The Directors may also be regarded as interested in the Equity Shares held by them or by their relatives, if any, or that may be subscribed by or allotted to them or the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this issue. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Changes in the Board in the last three years

Except as stated below, there has been no change in the Board in the three preceding years:

Name	Date of change	Reason for change
Jagrutkumar Patel	September 10, 2024	Re-designation as Managing Director
Samarth Patel	September 10, 2024	Re-designation as Chairman and Executive Director (Whole-time Director)
Saurabh Patel	September 10, 2024	Re-designation as Non-Executive Director
Bharat Patel	September 11, 2024	Resignation as Independent Director
Hitendra Patel	September 11, 2024	Resignation as Independent Director
Payalben Patel	September 11, 2024	Resignation as Non-Executive Director
Ravi Patel	September 11, 2024	Resignation as Non-Executive Director
Vipulkumar Patel	September 11, 2024	Resignation as Non-Executive Director
Piyush Shah	September 10, 2024	Appointment as Non-Executive Independent Director
Vipul Patel	September 10, 2024	Appointment as Non-Executive Independent Director
Neha Soni	September 10, 2024	Appointment as Non-Executive Independent Director

Note: All the Independent Directors were regularized pursuant to resolution passed in the Annual General Meeting held September 18, 2024

Borrowing powers of Board

In accordance with the Articles of Association and applicable provisions of the Companies Act, 2013, and pursuant to the special resolution dated April 15, 2021 passed by the Shareholders, the Board may borrow as and when required from any Bank and/or other Financial Institutions and/or foreign lender and/or anybody corporate/entity/ entities and/or authorities either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹ 3,00,00,00,000 only (Rupees Three Hundred Crores Only) (notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves not set apart for any specific purpose.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof, as

applicable. The corporate governance framework is based on an effective independent Board and constitution of the Board committees, as required under law.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following committees of the Board of directors:

a. Audit Committee;

b. Nomination and Remuneration Committee

c. Stakeholders' Relationship Committee;

d. Corporate Social Responsibility Committee; and

e. IPO Committee

Audit Committee

The Audit committee was re-constituted by a resolution of our Board dated September 10, 2024. The current constitution of the Audit Committee is as follows:

Name of the Director	Position in the Committee	Category
Neha Soni	Chairperson	Independent Director
Piyush Shah	Member	Independent Director
Vipul Patel	Member	Independent Director
Jagrutkumar Patel	Member	Managing Director

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

The constitution, scope and function of the Audit Committee are in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations.

The terms of reference of the Audit Committee include:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference;
2. To seek information from any employee of the Company;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    - matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    - changes, if any, in accounting policies and practices and reasons for the same;
    - major accounting entries involving estimates based on the exercise of judgment by management;
    - significant adjustments made in the financial statements arising out of audit findings;

- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions; and
- modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall reuse themselves on the discussions related to related party transactions;

   Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
10. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up thereon;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. 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;
20. To review the functioning of the whistle blower mechanism;
21. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and
23. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

24. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

25. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

26. The Audit Committee shall review compliance with the provisions of the SEBI Insider Trading Regulations, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

27. To consider the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to the Company's shareholders; and carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and

28. Carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the audit committee), submitted by management

3. Management letters/letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

6. Statement of deviations:

    - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

    - annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

7. The financial statements, in particular, the investments made by any unlisted subsidiary; and

8. Such information as may be prescribed under the Companies Act and SEBI Listing Regulation.

Nomination and Remuneration Committee

The Nomination and Remuneration committee was re-constituted by a resolution of our Board dated September 10, 2024. The current constitution of the Nomination and Remuneration Committee is as follows:

Name of the Director	Position in the Committee	Category
Saurabh Patel	Chairperson	Non-Executive Director
Neha Soni	Member	Independent Director
Vipul Patel	Member	Independent Director

The constitution, scope and function of the Nomination and Remuneration Committee are in compliance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations.

The terms of reference of the Nomination and Remuneration Committee include:

a. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

b. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may

    - use the services of an external agencies, if required;

- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

i. The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals

iv. Formulating criteria for evaluation of performance of independent directors and the Board;

v. Devising a policy on diversity of Board;

vi. 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 their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

vii. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

viii. Recommending to the board, all remuneration, in whatever form, payable to senior management;

ix. Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

x. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

xi. Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

xii. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

xiii. Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;

xiv. Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
- The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

xv. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;

xvi. Performing such other functions as may be necessary or appropriate for the performance of its duties; and

xvii. Perform such functions as are required to be performed by the Compensation Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2022.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was reconstituted by a resolution of our Board dated September 10, 2024. The current constitution of the Stakeholders Relationship Committee is as follows:

Name of the Director	Position in the Committee	Category
Neha Soni	Chairperson	Independent Director
Piyush Shah	Member	Independent Director

Vipul Patel	Member	Independent Director

The constitution, scope and function of the Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee include:

1. Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialization and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
2. Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
3. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
4. Reviewing the adherence to the service standards adopted by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
5. Review of measures taken for effective exercise of voting rights by shareholders;
6. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;
7. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
8. To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, re-materialisation etc. of shares, debentures and other securities;
9. To monitor and expedite the status and process of dematerialization and re-materialisation of shares, debentures and other securities of the Company;
10. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
11. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted by our Board at its meeting held on September 10, 2024 in accordance with Section 135 of the Companies Act. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of the Director	Position in the Committee	Category
Saurabh Patel	Chairperson	Non-Executive Director
Jagrutkumar Patel	Member	Managing Director
Vipul Patel	Member	Independent Director

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
2. To review and recommend the amount of expenditure to be incurred on the activities referred to in (1) and amount to be incurred for such expenditure shall be as per the applicable law;

3. To identify corporate social responsibility policy partners and corporate social responsibility policy programs;
4. To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
5. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
6. To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
7. To do such other acts, deeds and things as may be required to comply with the applicable laws; and
8. To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company.
9. The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
    - the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
    - the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;
    - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
    - monitoring and reporting mechanism for the projects or programmes; and
    - details of need and impact assessment, if any, for the projects undertaken by the Company.
10. To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

IPO Committee

The IPO Committee was constituted by a meeting of our Board held on September 10, 2024. The members of the IPO Committee are:

Name of the Director	Position in the Committee	Category
Samarth Patel	Member	Chairman and Whole-time Director
Jagrutkumar Patel	Member	Managing Director
Saurabh Patel	Member	Non-Executive Director

The terms of reference of the IPO Committee include the following:

a) To decide, negotiate and finalize, in consultation with the book running lead manager appointed in relation to the Issue (the "**BRLM**"), all matters regarding the Pre-IPO Placement, if any, out of the issue of Equity Shares by the Company in the Issue, decided by the Board, including entering into discussions and execution of all relevant documents with Investors;

b) To decide on other matters in connection with or incidental to the Issue, including the pre-Issue placement, timing, pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued and transferred in the Issue, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the ROC and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Company such conditions and modifications as may be prescribed or

imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**") and the Prospectus as applicable;

d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the ROC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;

e) To approve the relevant restated financial statements to be issued in connection with the Issue;

f) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangements in consultation with the BRLM with underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, public offer account bankers to the Issue, sponsor bank, legal advisors, auditors, independent chartered accountants, advertising agency, registrar to the Issue, depositories, custodians, grading agency, monitoring agency, industry expert, credit rating agencies, printers, and any other agencies or persons or intermediaries whose appointment is required in relation to the Issue including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Issue agreement with the BRLM;

g) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;

h) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Issue with the power authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;

i) To authorise the maintenance of a register of holders of the Equity Shares;

j) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;

k) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

l) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

m) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

n) To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;

o) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

p) To implement any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;

q) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Issue to sign all or any of the aforestated documents;

r) To authorize and approve notices, advertisements in relation to the Issue, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Issue;

s) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;

t) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;

u) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;

v) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;

w) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, undertakings, certificates, consents and authorities as may be required from time to time in relation to the Issue or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;

x) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board or any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;

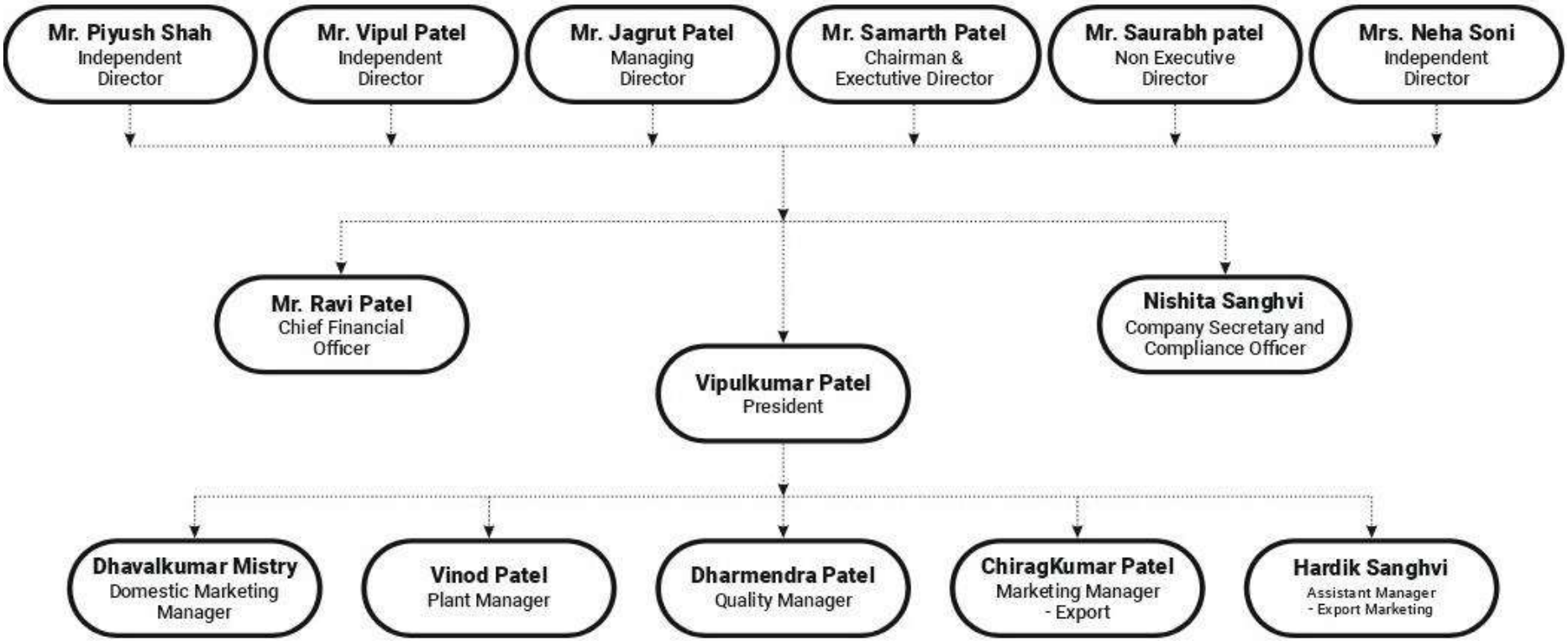
y) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;

z) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;

aa) To withdraw the DRHP or the RHP or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM; and

bb) To delegate any of its powers set out under (a) to (ee) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company"

Management Organisation Chart



Key Managerial Personnel

In addition to Samarth Patel our Chairman and Whole-time Director and Jagrutkumar Patel our Managing Director, whose details are provided in "*Brief profiles of our Directors*" on page 231, the details of the Key Managerial Personnel of our Company are as follows:

Ravi Patel is the Chief Financial Officer of our Company. He is also one of the promoters of our Company. He holds a bachelor's degree in information technology engineering from Gujarat Technological University, Gujarat. Since November 30, 2020 he was associated with our company as a Director. He was appointed as a Chief Financial Officer of our Company on September 10, 2024. He is currently responsible accounts, payments and banking operations in the company. He has over 5 years of experience in construction and real estate industry. He was paid a remuneration of ₹ 4.00 million during Fiscal 2025 as a Director as well as the Chief Financial Officer.

Nishita Sanghvi is the Company Secretary and Compliance officer of our Company. She holds a bachelor's degree in commerce from H.L. Commerce College, University of Gujarat. She also holds a bachelor's degree in law from Daulatbhai Trivedi Law College, University of Gujarat. She is an associate member of Institute of Company Secretaries of India. She has been associated with our company since September 10, 2024. Prior to joining our Company, she was working as practicing company secretary from March 20,2014 to March 31, 2022. She is currently responsible for secretarial and legal compliance work in the Company. She received a remuneration of ₹ 0.25 million during Fiscal 2025.

Senior Management Personnel

In addition to Ravi Patel, the Chief Financial Officer and Nishita Sanghvi, the Company Secretary and Compliance Officer of our Company, whose details are provided in "*Key Managerial Personnel*" on page 244, the details of our other Senior Management Personnel are set forth below:

Vipulkumar Patel is the President of our Company. He is also one of the promoters of our Company. He has been associated with our company since September 10, 2024. He holds a bachelor's degree in computer science engineering from the Institution of Electronics and Telecommunication Engineers. Prior to joining our Company, he was associated with Maxim Tubes Company Private Limited as planning and production executive. He has over 13 years of experience in stainless steel tubes and pipes industry. In Fiscal 2025, he received a remuneration of ₹ 4.00 million from our Company.

Dhavalkumar Mistry is the Domestic Marketing Manager of our Company. He has been associated with our Company since April 17, 2015. He holds a bachelor's degree in technology from U.V Patel College of Engineering, Ganpat University and a post graduate diploma in business administration from Symbiosis Centre for Distance Learning. Prior to joining our Company, he was associated with Suraj Limited as Quality Manager. He has over 13 years of experience in steel industry. In Fiscal 2025, he received a remuneration of ₹ 0.66 million from our Company.

Chiragkumar Patel is the Marketing Manager-Export of our Company. He has been associated with our Company since February 01, 2023, He holds a bachelor's degree in business administration from Som-Lalit Institute of Business Administration, University of Gujarat and master's degree in business administration from Late Smt. Shardaben Ghanshyambhai Patel Institute of Management Studies, Dharmaj, Gujarat Technological University. Prior to joining our Company, he was working at Maxim Tubes Company Private Limited as export marketing executive. He has over 14 years of experience in stainless steel tubes and pipes industry. In Fiscal 2025, he received a remuneration of ₹ 1.32 million from our Company.

Dharmendra Patel is the Quality Manager of our Company. He has been associated with our Company since March 10, 2023, He holds a bachelor's degree in mechanical engineering from Vishwakarma Government Engineering College, Chandkheda, Gujarat Technological University. Prior to joining our Company, he was associated with Maxim Tubes Company Pvt Ltd, Badve Autotech Private Limited and ANS Steel Tubes Limited. He has over 12 years of experience in tubes and pipes industry. In Fiscal 2025, he received a remuneration of ₹ 0.63 million from our Company.

Hardik Sanghvi is the Assistant Manager – Export Marketing of our Company. He has been associated with our Company since February 01, 2023, He holds a bachelor's degree in business administration from Som-Lalit Institute of Business Administration, University of Gujarat and post graduate diploma in management from FLAME School of Business, Pune. Prior to joining our Company, he was working at Maxim Tubes Company Private Limited as export marketing executive. He has over 12 years of experience in stainless steel tubes and pipes industry. In Fiscal 2025, he received a remuneration of ₹ 1.19 million from our Company.

Vinodkumar Patel is the Plant Manager of our Company. He has been associated with our Company since April 27, 2018. He completed a diploma course in mechanical engineering (production) from Chandauli Polytechnic,

Chandauli, Board of Technical Education, Uttar Pradesh. Prior to joining our Company, he was associated with Suraj Limited and Maxim Tubes Company Private Limited. He has over 18 years of experience in steel tubes and pipes industry. In Fiscal 2025, he received a remuneration of ₹ 0.62 million from our Company.

Status of Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management Personnel and Directors

Except as disclosed in "*Relationships between our Directors, Key Managerial Personnel and Senior Managerial Personnel*" on page 233, none of our Key Managerial Personnel and Senior Management Personnel are related to each other.

Arrangements and understanding with major shareholders

None of our Key Managerial Personnel and Senior Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel and Senior Management Personnel

Except as disclosed under "*Capital Structure – Details of Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*" on page 106, none of our Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Red Herring Prospectus.

Name of Key Managerial Personnel and members of our Senior Management	No. of Equity Shares held	Percentage of the pre-issue paid up Equity Share capital on a fully diluted basis*(%)
Ravi Patel	3,979,470	9.00
Vipulkumar Patel	1,430,526	3.24

Service contracts with Key Managerial Personnel and Senior Management

Other than statutory benefits upon termination of their employment in our Company on retirement and, none of our Key Managerial Personnel or Senior Management have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management Personnel

As on the date of this Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and Senior Management Personnel for Fiscal 2024, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel

None of the Key Managerial Personnel or Senior Management is party to any bonus or profit-sharing plan of our Company. The management may from time to time decide to give performance bonus to its employees.

Interest of our Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, our KMPs are also interested in our Company to the extent of the unsecured loans provided by them to our Company

Our Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

For further details please see the section titled "*Our Management – Interest of Directors*" on page 234.

Changes in the Key Managerial Personnel and Senior Management Personnel in last three years

Other than as disclosed under "*Changes to the Board in the last three years*" on page 234, the details of the changes in the Key Managerial Personnel and Senior Management Personnel of our Company in the last three years are as follows:

Name	Designation	Date of change	Reason of change
Ravi Patel	Chief Financial Officer	September 10, 2024	Appointment

Name	Designation	Date of change	Reason of change
Nishita Sanghvi	Company Secretary and Compliance Officer	September 10, 2024	Appointment
Vipulkumar Patel	President	September 10, 2024	Appointment
Chiragkumar Patel	Marketing Manager-Export	February 01, 2023	Appointment
Dharmendra Patel	Quality Manager	March 10, 2023	Appointment
Hardik Sanghvi	Assistant Manager – Export Marketing	February 01, 2023	Appointment

Payment or benefits to the Key Managerial Personnel and Senior Management Personnel

No non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's officers and Key Managerial Personnel and Senior Managerial Personnel within the two preceding years from this Red Herring prospectus, other than ordinary course of their business.

Employee stock option plan

As on the date of this Red Herring Prospectus, our Company does not have any employees stock option scheme or any employee stock option plan.

Other Confirmations

There is no conflict of interest between the lessors of our immovable properties of our Company (which are crucial for operations of our Company) and any of our Directors or Key Managerial Personnel or Senior Management.

As on the date of this Red Herring Prospectus, there is no conflict of interest between the suppliers of raw materials or third-party service providers of our Company (which are crucial for operations of our Company) and any of our Directors or Key Managerial Personnel or Senior Management.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel.

As on date of this Red Herring Prospectus, our Promoters, in aggregate, hold 21,787,482 the equity shares of our Company of face value of ₹ 10 each, representing 49.30% of the issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*" on page 98.

Details of our Promoters:

Individual Promoters:

<table>
<tr>
<td> </td>
<td>Jagrutkumar Patel

Jagrutkumar Patel, aged 37 years, is one of our Promoters and is also a Managing Director of the Company.

Date of Birth: December 22, 1987

Address: 23, Alkapuri Society, Panchvati Area, Kalol, Gandhinagar – 382721, Gujarat

For a complete profile of Jagrutkumar Patel i.e., his educational qualifications, professional experience, positions / posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "Our Management" on page 230.

His permanent account number is AOKPP9408B.</td>
</tr>
<tr>
<td> </td>
<td>Ravi Patel

Ravi Patel aged 34 years is one of our Promoters and is also a Chief Financial Officer of our Company.

Date of Birth: March 04, 1991

Address: 23, Alkapuri Society, Panchvati Area, Kalol, Gandhinagar – 38272, Gujarat

For a complete profile of Ravi Patel i.e., his educational qualifications, professional experience, positions and posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "Our Management" on page 230.

His permanent account number is BDXPP1442E.</td>
</tr>
<tr>
<td> </td>
<td>Samarth Patel

Samarth Patel aged 28 years, is one of our Promoters and is also a Chairman and Executive Director of our Company.

Date of Birth: July 05, 1996

Address: D-502, Shantiniketan Flats, Opposite HBK School, Memnagar, Ahmedabad City, Ahmedabad – 380052, Gujarat

For a complete profile of Samarth Patel i.e., his educational qualifications, professional experience, positions and posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "Our Management" on page 230.

His permanent account number is DDKPP9624M.</td>
</tr>
</table>

	Saurabh Patel Saurabh Patel aged 32 years, is one of our Promoters and is also a Non-Executive Director of our Company. Date of Birth: February 06, 1993 Address: 52, Indralok Society, Nr. Gayatri Temple, Kalol, Gandhinagar – 38272, Gujarat For a complete profile of Saurabh Patel i.e., his educational qualifications, professional experience, positions and posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "*Our Management*" on page 230. His permanent account number is BZVPP1051M.
	Vipulkumar Patel Vipulkumar Patel aged 35 years, is one of our Promoters. Date of Birth: March 03, 1990 Address: 1, Nandanvan Bunglow, Near Ahmedabad Mehsana Highway, Behind Gayatri Temple, Kalol, Gandhinagar – 382721, Gujarat. For a complete profile of Vipulkumar Patel i.e., his educational qualifications, professional experience, positions and posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "*Our Management*" on page 230. His permanent account number is BVGPP1593R.

Our Company confirms that the permanent account number, bank account number(s), the passport number, Aadhaar card number and driving license number of each of our Promoters have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Other ventures of our Promoters

Other than as disclosed in "*Our Promoter s and Promoter Group– Entities forming part of our Promoter Group*" below and in section "*Our Management – Other Directorships*" on page 230, our Promoters are not involved in any other ventures.

Interest of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding and the shareholding of the members of the Promoter Group in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time. For details of the shareholding of our Promoters in our Company, please see the section entitled "*Capital Structure*" and "*Our Management – Interests of Directors*" on page 97 and 234 respectively.

Our Promoters, who are also Directors, may be deemed to be interested to the extent of their remuneration/fees and reimbursement of expenses, payable to them, if any. For further details, please see the section entitled "*Our Management – Payment or benefit to the Directors of our Company*" on page 233.

Our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters do not have any direct or indirect interest in the properties that our Company has taken on lease.

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Payment or benefits to Promoters or Promoter Group

Except in the ordinary course of business and as disclosed in the sections entitled "*Other Financial Information - Related Party Disclosures*", "*Financial Information –Notes to Restated Financial Information – Note* 38 – *Related party Disclosures*" and " *Our Management – Terms of appointment of our Directors*" on pages 303 , 254 and 230, respectively, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business.

Disassociation by our Promoters in the last three years

As on the date of this Red Herring Prospectus, none of Our Promoters have disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Red Herring Prospectus.

Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There is no conflict of interest between the third-party service providers that are crucial for the operations of the Company and our Promoters or the members of our Promoter Group.

There is no conflict of interest between the lessor of the immovable properties that are crucial for the operations of the Company and our Promoters or the members of our Promoter Group. Further, there are no conflict of interest between the suppliers of raw materials crucial for operations of our Company and our Promoters.

Relationship between the Promoters

Sr. No.	Name of Promoter	Relative	Relationship
1.	Jagrutkumar Patel	Ravi Patel	Brother
2.	Jagrutkumar Patel	Vipulkumar Patel	Brother-in-Law

Change in the control or management of our Company

Our Promoters, Samarth Patel, Jagrutkumar Patel, Ravi Patel, Saurabh Patel, Vipulkumar Patel ("Present Management") are not the original promoters of our Company and become the director of our Company between 2016 and 2020. Details of the same are as follows:

Name	Date of appointment
Samarth Patel	December 29, 2017
Jagrutkumar Patel	September 26, 2016
Ravi Patel	September 26, 2016
Saurabh Patel	October 5, 2016
Vipulkumar Patel	October 22, 2020

An application under Sections 241, 242 and 244 of the Companies Act, 2013 filed before the National Company Law Tribunal, Ahmedabad Bench by certain shareholders of our Company against our Company and the directors

of the Company for oppression mismanagement and in relation to transfer of equity shares of our Company to then existing shareholders between the year 2015 to 2016. Further, an application under Section 59 of the Companies Act, 2013 was filed by the certain shareholders of our Company before the National Company Law Tribunal, Ahmedabad Bench for oppression mismanagement against our Company and the directors of the Company and a criminal complaint under section 154 of the Code of Criminal Procedure before the Police Inspector, Nandasan Police Station, Mehsana. Pursuant to the Memorandum of Understanding dated February 22, 2022, the parties who were the shareholders of our Company along with the Present Management had amicably settled the abovementioned disputes and confirmed that they will have no rights in the ownership in our Company and thereby the Present Management continued to have control of our Company. During that period, the Present Management had infused the capital in the form of unsecured loans to our Company which was later converted into equity shares. For details see "*History and Certain Corporate Matters*" on page 226 and "*Capital Structure – Build-up of Promoter's shareholding in our Company*" on page 97.

Promoter Group

In addition to our Promoters, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

Individuals forming part of the Promoter Group

The individuals forming a part of our Promoter Group are as follows:

Member of the Promoter Group	Relationship with the Promoter
Jagrutkumar Patel	
Ramesbhai Patel	Father
Vinaben Patel	Mother
Payalben Patel	Spouse
Ravi Patel	Brother
Rudra Patel	Children
Arvindbhai Patel	Spouse's Father
Jyotsanaben Patel	Spouse's Mother
Vipulkumar Patel	Spouse's Brother
Bipinkumar Patel	Spouse's Brother
Ravi Patel	
Ramesbhai Patel	Father
Vinaben Patel	Mother
Kena Patel	Spouse
Jagrutkumar Patel	Brother
Nileshkumar Patel	Spouse's Father
Niki Patel	Spouse's Mother
Mihir Patel	Spouse's Brother
Samarth Patel	
Bharatbhai Patel	Father
Bhagvatiben Patel	Mother
Prachi Patel	Spouse
Ashishbhai Patel	Spouse's Father
Vaishaliben Patel	Spouse's Mother
Ronil Patel	Spouse's Brother
Saurabh Patel	
Amrutbhai Patel	Father
Savitaben Patel	Mother
Bhoomi Patel	Spouse
Avaniben Patel	Sister
Chandrakant Patel	Spouse's Father
Gitaben Patel	Spouse's Mother
Dixit Patel	Spouse's Brother
Bhaumik Patel	Spouse's Brother
Vipulkumar Patel	
Arvindbhai Patel	Father
Jyotsanaben Patel	Mother
Unnati Patel	Spouse

Member of the Promoter Group	Relationship with the Promoter
Bipinkumar Patel	Brother
Payalben Patel	Sister
Mantra Patel	Children
Jagdishbhai Patel	Spouse's Father
Bhagwatiben Patel	Spouse's Mother
Krunal Patel	Spouse's Brother

Entities forming part of the Promoter Group

Entities forming part of our Promoter Group are as follows:

1. Radhekrishna Developers
2. Bansidhar Devlopers
3. Vrundavan Corporation
4. Gokuldham Corporation
5. Govardhan Corporation
6. Nand Corporation
7. Madhav Corporation
8. Shreenath Developers
9. Shree Krishna Developers
10. Shyam Corporation
11. Balmkund Corporation
12. Vitthal Developers
13. Keshav Developers
14. Shree Hari Developers
15. Bharat Colour Chem
16. Mommy & Co.
17. Saibaba Tubewell
18. Torani Italian Ristorante
19. Zeppelin Travel Proprietor
20. Jagrut Rameshbhai Patel HUF
21. Ravi Rameshbhai Patel HUF
22. Samarth Bharatbhai Patel HUF
23. Bipinkumar Arvindbhai Patel HUF
24. Vipul Arvindbhai Patel HUF
25. Geeta Ventures LLP
26. Dev-Pet Containers Private Limited

As per Regulation 2(pp)(v) of SEBI ICDR Regulations, 2018 following are the persons whose shareholding is aggregated under the heading shareholding of the promoter group -

1. Ratanben Patel
2. Heena Patel
3. Hardik Patel
4. Ranchhodbhai K Patel HUF
5. Nisarg Patel

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, the term 'group companies', includes (i) such companies (other than the subsidiary(ies) of the issuer company) with which the issuer company had related party transactions, during the period for which financial information will be disclosed in the Red Herring Prospectus, as covered under the applicable accounting standards and (ii) any other companies considered 'material' by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies with which there were related party transactions during the periods covered in the Restated Financial Information, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI ICDR Regulations. In addition, for the purposes of (ii) above, a company (companies categorized under (i) above) a company shall be considered "material" and will be disclosed as a "*group company*" if such company forms part of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and with which the Company has had one or more transactions in the most recent financial year or the relevant stub period, as applicable, which individually or in the aggregate, exceed 10% of the revenue from operations of the Company for the last completed fiscal year or the relevant stub period, as applicable, as per the Restated Financial Information.

As on date of this Red Herring Prospectus, there is no company which has been identified as our Group Company.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, read with the rules notified thereunder, each as amended. We may retain all our future earnings, if any, for purposes to be decided by our Company, subject to compliance with the provisions of the Companies Act. The quantum of dividend, if any, will depend on a number of factors, including but not limited to profits earned and available for distribution during the relevant Financial Year, accumulated reserves including retained earnings, expected future capital/expenditure requirements, organic growth plans/expansions, proposed long-term investment, capital restructuring, debt reduction, crystallization of contingent liabilities, cash flows, current and projected cash balance, and external factors, including but not limited to the macro-economic environment, regulatory changes, technological changes and other factors like statutory and contractual restrictions.

Our Company has, by way of a resolution of the Board of Directors dated September 10, 2024 adopted a formal dividend distribution policy.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. The amounts declared as dividends in the past are not necessarily indicative of our dividend amounts, if any, in the future. For more information on restrictive covenants under our current loan agreements, see "***Financial Indebtedness***" on page 324. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time.

Further, our Company has not paid any dividend in the nine months period ended December 31, 2024 and for the Fiscal Years ended March 31, 2022, March 31, 2023 and March 31, 2024, and until the date of this Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid or the amount thereof will not be decreased in the future. For details, see "***Risk Factors - We cannot assure payment of dividends on the Equity Shares in the future***" on page 76.

SECTION V – FINANCIAL INFORMATION

Sr. No.	Particulars
1.	Independent Auditors Examination Report on Restated Financial Statements
2.	Restated Financial Statements

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS

To
The Board of Directors
Scoda Tubes Limited
Survey No 1566/1.
Village Rajpur, Kadi
Mehsana,
Gujarat – 382740

Dear Sirs,

1. We, Dhirubhai Shah & Co LLP, Chartered Accountants ("we", or "us") have examined the attached Restated Financial Statements of Scoda Tubes Limited ("Company") which comprise of the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 , the Restated Statement of Profit and Loss (including Other Comprehensive Income, as applicable) and the Restated Statement of Cash Flows for each of the period/years ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statement of Changes in Equity for each of the period/years ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of material accounting policies and other explanatory notes, (collectively, the 'Restated Financial Statements'), as approved by the Board of Directors of the Company at their meeting held on April 17, 2025 for the purpose of inclusion in the Offer Documents updated draft red herring prospectus ("UDRHP")/ red herring prospectus ("RHP")/ prospectus prepared by the Company in connection with its proposed initial public offer of equity shares of face value of ₹ 10 each ("Offer") and is prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

    b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

    c) the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Management is responsible for the preparation of the Restated Financial Statements which have been approved by the Board of Directors for the purpose of inclusion in the UDRHP/ RHP and Prospectus to be filed with Securities and Exchange Board of India (the "SEBI"), the stock exchanges where the equity shares of the Company are proposed to be listed ('Stock Exchanges") in connection with the proposed IPO. The Restated Financial Statements have been prepared by the Management of the Company on the basis of preparation stated in Note 3 to the Restated Financial Statements. The responsibility of the Board of Directors of the company includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the restated financial statements, which have been used for the purpose of preparation of these Restated Financial Statements by the

management of the Company, as aforesaid. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note as applicable.

3. We have examined these Restated Financial Statements taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 22, 2024 in connection with the proposed IPO;

    b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

    c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and

    d) The requirements of Section 26 of the Act and the ICDR Regulations.

    Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note as applicable in connection with the IPO.

4. These Restated Financial Statements have been compiled by the Management from:

    a) Special Purpose Financial Statements for the year ended March 31, 2022 of the Company prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on September 12, 2024;

    b) Special Purpose Financial Statements for the year ended March 31, 2023 of the Company prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on September 12, 2024.

    c) Audited Ind-AS Financial Statements of the Company as at and for the financial year ended March 31, 2024 prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on September 12, 2024.

    d) Special Purpose Financial Statements for the period ended December 31, 2024 of the Company prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 ('Ind AS'), and the other relevant provisions of the Act, had been approved by the Board of Directors at their meeting held on April 17, 2025.

The financial information for the years ended March 31, 2023 and March 31, 2022 included in these special purpose financial statements, are based on the previously issued statutory financial statements prepared for the years ended March 31, 2023 and March 31, 2022 in accordance with the Companies (Accounting Standards) Rules, 2006 and audited and reported by M/s HVG & Associates, Chartered Accountants having firm registration number 135242W who have issued an unmodified audit opinion vide audit report dated September 01, 2023 and September 01, 2022 respectively and which have been translated into figures as per Ind AS after incorporating Ind AS adjustments to align accounting policies, exemptions and disclosures as adopted by the Company as per Ind AS 101 consistent with that used at the date of transition to Ind AS (April 01, 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at the year ended.

5. For the purpose of our examination, we have relied on the audit reports issued on the following as mentioned below:

    a) Audit report on Special Purpose Financial Statement issued by us for the year ended March 31, 2022 of the Company and approved by the Board of Directors at their meeting held on September 12, 2024;

    b) Audit report on Special Purpose Financial Statement issued by us for the year ended March 31, 2023 of the Company and approved by the Board of Directors at their meeting held on September 12, 2024;

    c) Audit report on the Ind AS Financial Statements issued by us for the year ended March 31, 2024 of the Company and approved by the Board of Directors at their meeting held on September 12, 2024;

    d) Audit report on Special Purpose Financial Statement issued by us for the period ended December 31, 2024 of the Company and approved by the Board of Directors at their meeting held on April 17, 2025;

    e) Auditors' Report issued by the previous auditors, M/s HVG & Associates, Chartered Accountants, dated September 01, 2023, and September 01, 2022, respectively on the financial statements of the Company issued under IGAAP for the years ended March 31, 2023 and March 31, 2022, as referred to in Paragraph 4 above.

6. Based on the above and according to the information and explanations given to for the respective years, we report that the Restated Financial Statements:

    a) Have been prepared after incorporating adjustments for the material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024, 2023 and 2022 to reflect the same accounting treatment and grouping / classifications followed as at and for the financial period ended December 31, 2024;

b) does not contain any qualifications in the auditor's reports on the Special Purpose Financial Statement for the period/year ended December 31, 2024, March 31, 2023 and March 31, 2022 and Audited Financial Statements of the Company as at and for the financial year ended March 31, 2024, and;

c) Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to December 31, 2024.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited Ind-AS financial statements/ audited special purpose financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or by other firms of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Management and for inclusion in the UDRHP/ RHP/ Prospectus to be filed with Securities and Exchange Board of India, the relevant Stock Exchanges, in connection with the Offer. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For, Dhirubhai Shah & Co LLP
Chartered Accountants
ICAI Firm Registration Number: 102511W/W100298

Parth S. Dadawala
Partner
Membership Number: 134475
UDIN: 25134475BMIVUZ2995

Date: April 17, 2025
Place: Ahmedabad

Scoda Tubes Limited

CIN:U28110GJ2008PLC055392

Restated Statement of Assets and Liabilities as at December 31, 2024

All amounts in Rupees Millions, unless otherwise stated

Particulars	Notes	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Assets					
Non-Current Assets					
Property, Plant and Equipments	4A	779.85	815.68	620.59	105.64
Capital Work-In-Progress	4B	88.24	-	-	345.89
Intangible Assets	4C	1.02	0.73	0.88	-
Financial Assets					
Investments	5	9.20	9.20	9.20	4.70
Loans	7	-	-	-	-
Other Financial Assets	8	63.80	62.45	50.37	3.16
Deferred Tax Assets (Net)	31	9.57	-	4.37	3.25
Other Non-Current Assets	9	282.90	155.58	57.69	94.36
		1,234.58	**1,043.64**	**743.10**	**557.00**
Current Assets					
Inventories	10	1,335.93	1,119.37	994.92	625.61
Financial Assets					
Trade Receivables	6	1,080.51	893.38	515.58	353.27
Cash and Cash Equivalents	11	10.90	0.07	0.54	2.94
Other Bank Balances	12	476.08	223.92	103.67	4.07
Loans	7	-	-	-	1.61
Other Financial Assets	8	13.15	2.82	0.57	0.06
Other Current Assets	9	133.75	21.04	24.24	16.08
		3,050.32	**2,260.60**	**1,639.52**	**1,003.64**
Total Assets		**4,284.90**	**3,304.24**	**2,382.62**	**1,560.64**
Equity and Liabilities					
Equity					
Equity Share Capital	14	441.95	12.84	12.84	12.84
Other Equity	15	993.51	623.28	440.27	336.94
		1,435.46	**636.12**	**453.11**	**349.78**
Non-Current Liabilities					
Financial Liabilities					
Borrowings	16	506.77	574.84	438.43	382.32
Lease Liabilities	17	3.77	3.77	3.75	3.74
Provisions	18	7.80	5.80	4.47	2.86
Deferred Tax Liabilities (Net)	31	-	3.11	-	-
		518.34	**587.52**	**446.65**	**388.92**
Current Liabilities					
Financial Liabilities					
Borrowings	16	1,514.87	1,451.79	954.65	716.63
Lease Liabilities	17	0.02	0.02	0.02	0.02
Trade Payables	21				
1) Total Outstanding dues to Micro and Small Enterprises		-	-	-	-
2) Total Outstanding dues of other than Micro and Small Enterprises		682.76	539.22	474.62	86.85
Other Financial Liabilities	19	2.68	2.05	1.09	-
Provisions	18	2.22	2.88	2.03	0.36
Other Current Liabilities	20	34.15	25.85	26.70	16.35
Current Tax Liabilities (Net)	13	94.40	58.79	23.75	1.73
		2,331.10	**2,080.60**	**1,482.86**	**821.94**
Total Liabilities		**2,849.44**	**2,668.12**	**1,929.51**	**1,210.86**
Total Equity and Liabilities		**4,284.90**	**3,304.24**	**2,382.62**	**1,560.64**
Refer Material Accounting Policies	4				
Refer Notes to Restated Financial Statement	4A-51				

As per our report of even date attached

For, Dhirubhai Shah & Co. LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

Parth S Dadawala
Partner
Membership Number: 134475
Date: April 17, 2025
Place: Ahmedabad

For and on behalf of the Board of Directors

Samarth Patel	**Jagrut Patel**
Chairman	Managing Director
DIN: 08036100	DIN: 06785595

Ravi Patel	**Nishita Sanghvi**
Chief Financial Officer	Company Secretary

Date: April 17, 2025
Place: Ahmedabad

Scoda Tubes Limited
CIN:U28110GJ2008PLC055392
Restated Statement of Profit and Loss for the Period ended December 31, 2024
All amounts in Rupees Millions, unless otherwise stated

Particulars	Notes	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Income					
Revenue from operations	22	3,611.71	3,998.61	3,051.28	1,940.28
Other income	23	23.09	26.27	26.57	10.25
Total Income		**3,634.80**	**4,024.88**	**3,077.85**	**1,950.53**
Expenses					
Cost of raw materials and components consumed	24	2,625.81	2,855.18	2,474.51	1,811.42
Changes in inventories of finished goods and work-in-progress	25	(174.13)	(235.48)	(348.39)	(200.61)
Employee benefits expense	26	61.30	73.69	54.79	28.72
Finance costs	27	162.03	190.92	115.88	71.75
Depreciation and amortisation expense	28	133.71	163.87	114.77	15.29
Other expenses	29	492.45	717.31	522.53	200.86
Total Expenses		**3,301.17**	**3,765.49**	**2,934.09**	**1,927.43**
Profit before exceptional items and tax		**333.63**	**259.39**	**143.76**	**23.10**
Exceptional items		-	-	-	-
Profit before tax		**333.63**	**259.39**	**143.76**	**23.10**
Tax expense					
Current tax	30	98.24	68.90	41.46	7.18
Earlier year taxes	30	(1.00)	-	0.05	0.05
Deferred tax	30	(12.75)	7.49	(1.11)	(0.49)
Profit after tax		**249.14**	**183.00**	**103.36**	**16.36**
Other comprehensive income					
Items that will not be reclassified to profit and loss in subsequent periods:					
Re-measurements of the defined benefits plans	33	0.27	0.02	(0.05)	0.15
Income tax effects on the above	33	(0.07)	(0.01)	0.02	(0.04)
Other comprehensive income for the year, net of tax		**0.20**	**0.01**	**(0.03)**	**0.11**
Total comprehensive income for the year		**249.34**	**183.01**	**103.33**	**16.47**
Earnings per share:					
- Basic earnings per share [Nominal value of share ₹ 10 (₹ 10)]	32	6.08	4.60	2.60	0.72
- Diluted earnings per share [Nominal value of share ₹ 10 (₹ 10)]	32	6.08	4.60	2.60	0.72
Refer Material Accounting Policies	4				
Refer Notes to Restated Financial Statement	4A-51				

As per our report of even date attached

For, Dhirubhai Shah & Co. LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

Parth S Dadawala
Partner
Membership Number: 134475

Date: April 17, 2025
Place: Ahmedabad

For and on behalf of the Board of Directors

Samarth Patel
Chairman
DIN: 08036100

Jagrut Patel
Managing Director
DIN: 06785595

Ravi Patel
Chief Financial Officer

Nishita Sanghvi
Company Secretary

Date: April 17, 2025
Place: Ahmedabad

Scoda Tubes Limited
CIN:U28110GJ2008PLC055392
Restated Statement Of Changes In Equity For The Period Ended December 31, 2024
All amounts in Rupees Millions, unless otherwise stated

A. Equity share capital (Refer Note No. 14)

Financial Year Ended / Period Ended	Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
As at 31 March 2022	**3.61**	-	3.61	9.23	**12.84**
As at 31 March 2023	**12.84**	-	12.84	-	**12.84**
As at 31 March 2024	**12.84**	-	12.84	-	**12.84**
As at 31 December 2024	**12.84**	-	12.84	429.11	**441.95**

B. Other Equity (Refer Note No. 15)

Particulars	Reserves and Surplus			Total
	Securities Premium	Retained Earnings	OCI - Remeasurement Benefit Plan	
Balance as at 01 April 2021	**27.97**	**46.99**	**0.01**	**74.97**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 1 April 2021	**27.97**	**46.99**	**0.01**	**74.97**
Addition during the year	245.50	16.36	0.15	262.01
Tax Impact thereon	-	-	(0.04)	(0.04)
Balance as at 31 March 2022	**273.47**	**63.35**	**0.12**	**336.94**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 31 March 2022	**273.47**	**63.35**	**0.12**	**336.94**
Addition during the year	-	103.36	(0.05)	103.31
Tax Impact thereon			0.02	0.02
Balance as at 31 March 2023	**273.47**	**166.71**	**0.09**	**440.27**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance as at 31 March 2023	**273.47**	**166.71**	**0.09**	**440.27**
Addition during the year	-	183.00	0.02	183.02
Tax Impact thereon			(0.01)	(0.01)
Restated Balance as at 31 March 2024	**273.47**	**349.71**	**0.10**	**623.28**
Addition during the year	506.00	249.14	0.27	755.41
less: Utilised towards Bonus Issue	(35.40)	(349.71)	-	(385.11)
Tax Impact thereon	-	-	(0.07)	(0.07)
Restated Balance as at 31 December 2024	**744.07**	**249.14**	**0.30**	**993.51**

Nature and purpose of reserves
Retained Earnings: Retained Earning represent undistributed accumulated earnings of the Company as on the balance sheet date.

Security Premium - Securities premium represents the premium received on issue of shares over and above the face value of equity shares. Such amount is available for utilisation in accordance with the provisions of the Companies Act, 2013.

Remeasurement of Defined Benefit Plan
Difference between the interest income on plan assets and the return actually achieved, and any changes in the liability over the year due to changes in acturial assumption or experience adjustment within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

As per our report of even date attached

For, Dhirubhai Shah & Co. LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

Parth S Dadawala
Partner
Membership Number: 134475

Date: April 17, 2025
Place: Ahmedabad

For and on behalf of the Board of Directors

Samarth Patel — Chairman — DIN: 08036100
Jagrut Patel — Managing Director — DIN: 06785595

Ravi Patel — Chief Financial Officer
Nishita Sanghvi — Company Secretary

Date: April 17, 2025
Place: Ahmedabad

Scoda Tubes Limited

CIN:U28110GJ2008PLC055392

Restated Statement of Cash Flow for the year ended December 31, 2024

All amounts in Rupees Millions, unless otherwise stated

Particulars	For the period ended December 31 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash flow from operating activities				
Profit/(Loss) before tax	333.63	259.39	143.76	23.10
Adjustments for:				
Finance cost	162.03	190.92	114.78	71.74
Depreciation	133.71	163.87	114.77	15.29
Expected Credit Loss Allowance	0.37	0.77	0.33	0.31
Sundry Balances written off	-	-	-	1.05
Dividend Income	(1.38)	(0.71)	(0.47)	-
Interest income	(10.80)	(12.59)	(1.52)	(0.92)
Operating profit/(loss) before working capital changes	**617.56**	**601.66**	**371.65**	**110.57**
Changes in working capital adjustments				
(Increase)/Decrease in Trade Receivables	(187.50)	(378.57)	(162.62)	(157.80)
(Increase)/Decrease in Other Assets	(240.03)	(94.69)	28.48	(85.38)
(Increase)/Decrease in Other Financial Assets	(11.68)	(14.33)	(47.72)	(1.34)
(Increase)/Decrease in Inventories	(216.56)	(124.45)	(369.31)	(194.86)
Increase/(Decrease) in Trade Payables	143.54	64.59	387.77	(130.50)
Increase/(Decrease) in Other Financial Liabilities	0.63	0.96	1.09	
Increase/(Decrease) in Other Liabilities	8.30	(0.85)	10.35	(1.95)
Increase/(Decrease) in Provisions	1.61	2.20	3.24	1.21
Cash generated from/(used in) operations	**115.87**	**56.52**	**222.93**	**(460.06)**
Less: Income taxes paid (net)	**(61.64)**	**(33.88)**	**(19.47)**	**(8.59)**
Net cash flow from/(used in) operating activities [A]	**54.23**	**22.64**	**203.46**	**(468.65)**
Cash flow from investing activities				
Purchase of Property, Plant and Equipment and Changes in CWIP	(185.49)	(357.74)	(283.84)	(353.20)
Purchase of Intangible Assets	(0.91)	(1.06)	(0.88)	-
(Investment)/Withdrawal of Investment in Shares	-	-	(4.50)	(4.70)
(Investment)/Withdrawal of Investment in Fixed Deposits	(252.16)	(120.25)	(99.60)	22.62
Interest Income	10.80	12.59	1.52	0.92
Dividend Income	1.38	0.71	0.47	-
Loans (Given to)/Repaid by others (net)	-	-	1.61	-
Net cash flow from/(used in) investing activities [B]	**(426.38)**	**(465.76)**	**(385.23)**	**(334.36)**
Cash flow from financing activities				
Issue of Equity Shares	550.00	-	-	254.73
Proceeds from / (Repayment) of Borrowings (net)	(4.99)	633.55	294.13	614.83
Increase/(Decrease) in Lease Liabilities	-	0.02	0.02	3.75
Finance cost paid	(162.03)	(190.92)	(114.78)	(71.74)
Net cash flow from/(used in) financing activities [C]	**382.98**	**442.65**	**179.36**	**801.57**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**10.83**	**(0.47)**	**(2.40)**	**(1.44)**
Cash and cash equivalents at the beginning of the year	**0.07**	**0.54**	**2.94**	**4.38**
Cash and cash equivalents at the end of the year (see note 2)	**10.90**	**0.07**	**0.54**	**2.94**

Notes:

1. The above statement of Cash Flow has been prepared under "Indirect method" as set out in the Indian Accounting Standard (Ind AS 7) "Statement of Cash Flow".

2. Cash and cash equivalents as per above comprise of the following:

Particulars	December 31,2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash on hand	0.07	-	0.38	0.36
Balance with banks	10.83	0.07	0.16	2.58
Cash and cash equivalents	**10.90**	**0.07**	**0.54**	**2.94**

3. Changes in liabilities arising from Financing activities,including both changes arising from cash flows and non-cash changes:

Reconciliation of liabilities arising from financing activities

Particulars	As at 1st April 2024	Non cash changes	Cash Flow Changes	As at 31st December 2024
Borrowings and interest accrued but not due	2,026.63	-	(4.99)	2,021.64

Reconciliation of liabilities arising from financing activities

Particulars	As at 1st April 2023	Non cash changes	Cash Flow Changes	As at 31st March 2024
Borrowings and interest accrued but not due	1,393.08	-	633.55	2,026.63

Reconciliation of liabilities arising from financing activities

Particulars	As at 1st April 2022	Non cash changes	Cash Flow Changes	As at 31st March 2023
Borrowings and interest accrued but not due	1,098.95	-	294.13	1,393.08

Reconciliation of liabilities arising from financing activities

Particulars	As at 1st April 2021	Non cash changes	Cash Flow Changes	As at 31st March 2022
Borrowings and interest accrued but not due	484.12	-	614.83	1,098.95

As per our report of even date attached

For, Dhirubhai Shah & Co. LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

Parth S Dadawala
Partner
Membership Number: 134475

Date: April 17, 2025
Place: Ahmedabad

For and on behalf of the Board of Directors

Samarth Patel
Chairman
DIN: 08036100

Jagrut Patel
Managing Director
DIN: 06785595

Ravi Patel
Chief Financial Officer

Nishita Sanghvi
Company Secretary

Date: April 17, 2025
Place: Ahmedabad

1. Corporate Information:

Scoda Tubes Limited ("the Company") was originally incorporated on November 10, 2008 with Company identification no: U28110GJ2008PLC055392. The Registered office of the Company is located Survey No. 1566/1 Village Rajpur, Taluka- Kadi, Mehsana, Gujarat, India - 382740.

The Company is engaged in the business manufacture of Stainless-Steel Pipes & Tubes.

2. Statement of Compliance

The Restated Financial Statements of the Company are prepared as per the provisions of Companies (India Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act 2013, (**"the Act"**) and relevant provisions of the Act.

These Restated Financial Statements have been presented in Indian Rupees ("INR") and all values have been rounded to the nearest Millions (Rs. 000,000), except when otherwise indicated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures. Previousyear figures have been regrouped / re−casted / re−classified wherever necessary.

3. Basis of Preparation of Restated Financial Statements

The Restated Financial Statements of the Company, comprises of the Restated Statements of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Cash Flows and the Restated Statement of Changes in Equity for the years ended December 31, 2024, March 31, 2024, 2023 and 2022 and the Summary of Material Accounting Policies and explanatory notes (collectively, the 'Restated Financial Statements').

These Restated Financial Statements have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus (the "DRHP")/ Updated Draft Red Herring Prospectus (the "UDRHP)/ Red Herring Prospectus (the "RHP") and the Prospectus (together with DRHP/UDRHP/RHP referred to as the "Offer Documents") to be prepared by the Company in connection with its proposed Initial Public Offer ("IPO"). The Restated Financial Statements have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2018, as amended (the "ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note") read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "SEBI Communication"), as applicable.

The Restated Financial Statements has been prepared under historical cost convention on accrual basis, unless otherwise stated. The Restated Financial Statements of the company are presented as per Schedule III (Division II) of the Companies Act, 2013.

The said Restated Financial Statements have been approved and authorized by the Board of Directors for use/ inclusion in Offer documents vide resolution passed in Board Meeting dated 17th April 2025.

For the purpose of preparation of Restated Financial Statements for the period ended 31st December 2024, 31st March 2024, 31st March 2023, 31st March 2022 of the Company, the transition date is considered as April 01, 2021 which is different from the transition date adopted by the company at the time of first-time transition to Ind AS (i.e. April 01, 2022) for the purpose of preparation of Statutory Ind AS Financial Statements as required under Companies Act. Accordingly, the company have applied the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, as applicable) as on April 01, 2021 for the 2022 and 2023 Special Purpose Ind AS Financial Statements, as initially adopted on transition date i.e. April 01, 2022.

As such, 2022 and 2023 the Restated Financial Statements are prepared considering the accounting principles stated in Ind AS, as adopted by the company and described in subsequent paragraphs.

As such, these 2022 and 2023 the Restated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Statements and are also not financial statements prepared pursuant to any requirements under section 129 of the Act.

Further, since the statutory date of transition to Ind AS is April 1, 2022 and that the 2021 and 2022 The Restated Financial Statements have been prepared considering a transition date of April 1, 2021, the closing balances of items included in the Special Purpose Balance Sheet as at March 31, 2022 may be different from the balances considered on the statutory date of transition to Ind AS on April 1, 2022, due to such early application of Ind AS principles with effect from April 1, 2021 as compared to the date of statutory transition. Refer Note 49 for reconciliation of equity and total comprehensive income as per the Special Purpose Ind AS Financial Statements as at and for the period ended 31st March 2023 and 31st March 2022 and Statutory Indian GAAP Financial Statements as at and for the period ended 31st March

2023 and 31st March 2022.

Current and non−current classification

The Company presents assets and liabilities in the balance sheet based on current and noncurrent classification.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the balance sheet date; or

(d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the balance sheet date. Current assets include the current portion of non− current financial assets All other assets are classified as non−current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in, the Company's normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the balance sheet date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Current liabilities include current portion of noncurrent financial

liabilities.All other liabilities are classified as non−current.

Deferred tax assets and liabilities are classified as non−current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current and non−current classification of assets and liabilities.

4. Material Accounting Policies: -

i. Use of Estimates and judgments

The preparation of the Restated Financial Statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of Restated Financial Statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statement in the period in which changes are made and if material, their effects are disclosed in the notes to the Restated Financial Statements.

ii. Critical Accounting Estimates

The Company has consistently applied the following accounting policies to all periods presented in these Restated Financial Statements.

a) Revenue recognition:

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. To recognize revenues, the Company applies the following five step approach:

- identify the contract with a customer,
- identify the performance obligations in the contract,
- determine the transaction price,
- allocate the transaction price to the performance obligations in the contract, and
- recognise revenues when a performance obligation is satisfied.

Sale of goods

Sales are recognised when control of the products has transferred, being when the products are delivered to the customers. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer.

The timing of transfers of control varies depending on the terms of sale. For domestic sale of goods to the customers, such transfer occurs when the products are delivered to dealers. For FOB export terms of sale, it will be considered as sale when delivered to a carrier at the port of the seller. For CIF terms of sale, it will be considered as sales when it will be received by buyer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for trade discount, cash discount, rebates, scheme allowances, incentives and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers.

The Company gives warranties on certain products undertaking to repair or replace the item that failed to perform satisfactorily during the warranty period. Provision for warranties is made for probable future claims on sales effected and are estimated based on previous claim experience and are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Sale of services

Revenue from sale of services is recognized when the activity is performed as per service contract. In arrangements for sale of goods, the Company provides after−sales service to the end customers which entitles them to avail free of cost maintenance services for a specified period and after that a paid service. When two or more revenue−generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate unit of account is accounted for separately.

Other operating revenue –

i) **Export incentive entitlements** are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds. These are presented as other operating income in the Statement of Profit and Loss.

ii) Dividend and interest income:

Dividend income is recognised when the Company's right to receive the payment is established, whichis generally when shareholders approve the dividend.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

b) Tax Expense:

The tax expense comprises of income tax and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity.

i. **Current Income taxes:** Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are thosethat are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending the nature and circumstances of each uncertain tax position. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

ii. **Deferred taxes:** Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in Restated Financial Statements.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

c) Segment reporting

As per Ind AS 108 − Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments based on their relationship to the operating activities of the segment. Inter segment revenue is accounted based on transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on a reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

d) Employee benefit expense:

A. Post-employment :

The Company participates in various employee benefit plans. Post−employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to payfurther contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks are borne by the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks are borne by the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

Re−measurement comprising actuarial gains or losses and the return on plan assets (excluding interest) are immediately recognized in other comprehensive income, net of taxes and permanentlyexcluded from profit or loss.

- **Provident fund**

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. Contribution is made to the government administered pension fund.

- **Gratuity**

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company.

The Company's obligation in respect of above plans, which are defined benefit plans, are provided for based on actuarial valuation using the projected unit credit method. The Company recognizes actuarial gains and losses in other comprehensive income, net of taxes.

B. Termination benefits

Termination benefits are expensed when the Company can no longer withdraw the offer of those benefits.

C. Short-term benefits

Short−term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognized for the amount expected to be paid under short−term cash bonus or profit−sharing plans, if the Company

has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

e) Property, Plant and Equipment:

i) Recognition and measurement - Property, Plant and equipment are stated at historical cost, less accumulated depreciation, and accumulated impairment losses, if any. The historical cost comprises of the purchase price, taxes, duties, freight, and other incidental expenses directly attributable and related to the acquisition and installation of the concerned assets wherever applicable.

Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits will flow to the entity and cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

For the transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as of April 1, 2021 (transition date in pursuance to the SEBI which is different from the transition date adopted by the Company at the time of first−time transition to Ind AS (i.e. April 01, 2022) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

ii) Depreciation and amortization method, estimated useful lives and residual value:

Depreciation amount for assets is the cost of an asset, or other amount substituted for cost less its estimated residual value. Depreciation on tangible assets is calculated on a written-down value as per the useful lives prescribed in Schedule II of Companies Act, 2013. Depreciation on additions is charged proportionately from the date the asset is ready for its intended use. Depreciation on sale / deduction from tangible assets is provided up to the date of sale / deduction or discarding date as the case maybe.

The useful lives of assets and residual value if any, would be reviewed by the management at each financial year. In case of a revision the unamortized depreciable amount is charged over the revised remaining useful life of the asset.

iii) De-Recognition:

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on the derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

f) Impairment of non-financial assets:

At each balance sheet date, the carrying amount of fixed assets is reviewed by the management to determine whether there is any indication that those assets suffered an

impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (the recoverable amount is the higher of an asset's net selling price or value in use). In assessing the value in use, the estimated future cash flows expected from the continuing use of the assets and from their disposal are discounted to their present value using a pre−discounted rate that reflects the current market assessment of the time value of money and risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the Profit and Loss Account.

g) Other Intangible assets

Other Intangible assets that are acquired by the Company and that have finite useful lives are measuredat cost less accumulated amortisation and accumulated impairment losses, if any. Subsequent expenditures are capitalised only when they increase the future economic benefits embodied in thespecific asset to which they relate.

Transition to Ind AS

For the transition to Ind AS, the Company has elected to continue with the carrying value of all of its Intangible Assets recognised as of April 1, 2021 (transition date in pursuance to the SEBI which is different from the transition date adopted by the Company at the time of first−time transition to Ind AS (i.e. April 01, 2022) measured as per the previous GAAP and use that carrying value as its deemed costas of the transition date.

h) Foreign currency transaction

In preparing the financial statements of the Company, transactions in currencies otherthan the entity's functional currency (foreign currencies) are translated at exchange rates on the dateof the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate on that date.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous period are recognised in profit or loss in the period in which they arise except for:

Exchange differences relating to the translation of the results and the net assets of the Company's foreign operations from their functional currencies to the Company's presentation currency (i.e. INR) are recognised directly in the other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences in the foreign currency translation reserve are reclassified to a statement of profit or loss account on the disposal of the foreign operation.

Non−monetary items that are measured in terms of historical cost in foreign currency are measuredusing the exchange rates at the date of initial transaction.

i) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial Assets:
Recognition and measurement:

Initial recognition and measurement:

Financial assets are classified, at initial recognition, are measured as amortised cost, fair value through other comprehensive income and fair value through profit and loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the company's business model for managing them.

Subsequent measurement:

- Financial assets carried at amortized cost: A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principalamount outstanding.

- Financial assets at fair value through other comprehensive income: A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through profit and loss (FVTPL): A financial asset is subsequently measured at fair value through profit and loss if it is held within a business model whose objective is achieved by selling financial assets.

Equity instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such an election on an instrument−by−instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit or loss.

Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires. Derecognition of financial instruments The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or any contractual right to receive cash or another financial asset. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. As a practical expedient, the uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward−looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward−looking estimates are analysed.

ii. Financial Liabilities and equity instruments:

Classification as debt or equity:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financialliability and an equity instrument.

Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are

recognised at the proceeds received, net of direct issue costs.

Initial recognition and measurement:

All financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. TheCompany's financial liabilities include loans and borrowings including bank overdraft, trade payable,trade deposits and other payables.

Subsequent measurement:

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

j) Inventories:

Inventories are valued at the lower of cost and net realisable value. Cost includes purchase price, duties, transport & handling costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition. The basis of determination of cost remains asfollows:

a) Raw material, packing material: At cost
b) Work in progress: Cost of input plus overhead up to the stage of completion.
c) Finished goods: Cost of input plus appropriate overhead

k) Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash at bank, cash on hand, other short−term deposits with original maturities of three months or less which are subject to an insignificant risk of changes in value.

l) Provisions:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre−tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

m) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non−occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

n) Earnings per share:

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted−average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options, except where the results would be anti−dilutive. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the Special Purpose Financial Statements by the Board of Directors.

o) Leases

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under IndAS 116.

The Company as a lessee

The Company enters into an arrangement for lease of land, buildings, plant and machinery including computer equipment and vehicles. Such arrangements are generally for a fixed period but may have extension or termination options. The Company assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to −

a) control the use of an identified asset,
b) obtain substantially all the economic benefits from use of the identified asset, and
c) direct the use of the identified asset

The Company determines the lease term as the non−cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right−of−Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low−value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight−line basis over the lease term.

The cost of the right−of−use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received, plus estimated cost of dismantling of assets. Subsequently, the right−of− use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right−of−use assets are depreciated using the straight−line method from the commencement date over the shorter of lease term or useful life of right−of−use asset. The estimated useful life of right−of−use assets are determined on the same basis as those of property, plant and equipment.
The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non−financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion ofinterest and reduced for the lease payments made.

The Company recognizes the amount of the re−measurement of lease liability as an adjustment to the right−of−use assets. Where the carrying amount of the right−of−use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re−measurement in statement of profit and loss.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

The Company as a lessor

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

p) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non−cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Company are segregated.

q) Government grants:

The Company recognises government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, the Company deducts such grant amount from the carrying amount of the asset.

r) Exceptional items:

Exceptional items refer to items of income or expense, including tax items, within the statement of profit and loss from ordinary activities which are non−recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

s) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has not notified any new standards or amendments to the existing standards applicable to the Company as on December 31, 2024.

Scoda Tubes Limited
CIN:U28110GJ2008PLC055392
Notes to Restated Financial Statement
All amounts in Rupees Millions, unless otherwise stated

4A Property, Plant & Equipment

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2024	Additions	Deductions	As at December 31 2024	As at 1 April 2024	For the Year	Deductions	As at December 31 2024	As at December 31 2024	As at 1 April 2024
Land	120.11	13.48	-	133.59	-	-	-	-	133.59	120.11
Buildings	96.49	-	-	96.49	23.57	5.28	-	28.85	67.64	72.92
Plant and Equipment	923.01	82.32	-	1,005.33	320.47	123.96	-	444.43	560.90	602.54
Office Equipments	6.70	0.08	-	6.78	3.32	0.65	-	3.97	2.81	3.38
Furniture and Fittings	2.19	0.47	-	2.66	1.10	0.26	-	1.36	1.30	1.09
Electrification	5.73	-	-	5.73	4.62	0.21	-	4.83	0.90	1.11
Vehicles	14.15	0.24	-	14.39	3.42	2.17	-	5.59	8.80	10.73
Computers	3.46	0.66	-	4.12	2.94	0.41	-	3.35	0.77	0.52
Right of Use of Asset	3.75	-	-	3.75	0.47	0.14	-	0.61	3.14	3.28
Total	**1,175.59**	**97.25**	**-**	**1,272.84**	**359.91**	**133.08**	**-**	**492.99**	**779.85**	**815.68**

Note 1: The company has mortaged NA Land situated at Survey No. 1570, Village Raipur, Taluka - Kadi, Dist- Mehsana, admeasuring 6703.58 sq. yds of land and construction thereon against the borrowing Kalupur Commercial Co-operative Bank.
Note 2: The company has mortaged NA Land situated at Survey No. 2446 & 2443, Village Raipur, Taluka - Kadi, Dist- Mehsana, aggregating admeasuring 9429.00 sq. yds of land and construction thereon against the borrowing Mehsana Urban Co-operative Bank.
Note 3:The company has mortaged NA Land situated situated at Block Survey no 682 Old survey no 106, Paiki ward No NA 99 and City no NA 682 village Sarsaav Taluka Kadi District Mehsana, Gujarat, 384001.
Note 4:The company has mortaged NA Land situated at Survey No. 2439, 2428, 2400 Village Rajpur, Talika Kadi, Dist. Mehsana, Gujarat situated

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2023	Additions	Deductions	As at 31 March 2024	As at 1 April 2023	For the Year	Deductions	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Land	21.03	99.08	-	120.11	-	-	-	-	120.11	21.03
Buildings	94.92	1.57	-	96.49	15.98	7.59	-	23.57	72.92	78.94
Plant and Equipment	678.20	244.81	-	923.01	169.44	151.03	-	320.47	602.54	508.76
Office Equipments	6.16	0.54	-	6.70	2.27	1.05	-	3.32	3.38	3.89
Furniture and Fittings	2.19	-	-	2.19	0.72	0.38	-	1.10	1.09	1.47
Electrification	5.73	-	-	5.73	4.26	0.36	-	4.62	1.11	1.47
Vehicles	2.64	11.51	-	14.15	2.05	1.37	-	3.42	10.73	0.59
Computers	3.23	0.23	-	3.46	2.26	0.68	-	2.94	0.52	0.97
Right of Use of Asset	3.75	-	-	3.75	0.28	0.19	-	0.47	3.28	3.47
Total	**817.85**	**357.74**	**-**	**1,175.59**	**197.26**	**162.65**	**-**	**359.91**	**815.68**	**620.59**

Note 1: The company has mortaged NA Land situated at Survey No. 1570, Village Raipur, Taluka - Kadi, Dist- Mehsana, admeasuring 6703.58 sq. yds of land and construction thereon against the borrowing Kalupur Commercial Co-operative Bank.
Note 2: The company has mortaged NA Land situated at Survey No. 2446 & 2443, Village Raipur, Taluka - Kadi, Dist- Mehsana, aggregating admeasuring 9429.00 sq. yds of land and construction thereon against the borrowing Mehsana Urban Co-operative Bank.
Note 3:The company has mortaged NA Land situated situated at Block Survey no 682 Old survey no 106, Paiki ward No NA 99 and City no NA 682 village Sarsaav Taluka Kadi District Mehsana, Gujarat, 384001.
Note 4:The company has mortaged NA Land situated at Survey No. 2439, 2428, 2400 Village Rajpur, Talika Kadi, Dist. Mehsana, Gujarat situated

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the Year	Deductions	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Land	20.12	0.91	-	21.03	-	-	-	-	21.03	20.12
Buildings	27.22	67.70	-	94.92	10.69	5.29	-	15.98	78.94	16.53
Plant and Equipment	123.96	564.04	9.80	678.20	64.20	106.42	1.18	169.44	508.76	59.76
Office Equipments	3.44	2.72	-	6.16	1.49	0.78	-	2.27	3.89	1.95
Furniture and Fittings	1.16	1.03	-	2.19	0.57	0.15	-	0.72	1.47	0.59
Electrification	5.73	-	-	5.73	3.77	0.49	-	4.26	1.47	1.96
Vehicles	2.21	0.43	-	2.64	1.90	0.15	-	2.05	0.59	0.31
Computers	2.49	0.74	-	3.23	1.73	0.53	-	2.26	0.97	0.76
Right of Use of Asset	3.75	-	-	3.75	0.09	0.19	-	0.28	3.47	3.66
Total	**190.08**	**637.58**	**9.80**	**817.85**	**84.43**	**114.00**	**1.18**	**197.26**	**620.59**	**105.64**

Note 1: The company has mortaged NA Land situated at Survey No. 1570, Village Raipur, Taluka - Kadi, Dist- Mehsana, admeasuring 6703.58 sq. yds of land and construction thereon against the borrowing Kalupur Commercial Co-operative Bank.
Note 2: The company has mortaged NA Land situated at Survey No. 2446 & 2443, Village Raipur, Taluka - Kadi, Dist- Mehsana, aggregating admeasuring 9429.00 sq. yds of land and construction thereon against the borrowing Mehsana Urban Co-operative Bank.

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2021	Additions	Deductions	As at 31 March 2022	As at 1 April 2021	For the Year	Deductions	As at 31 March 2022	As at 31 March 2022	As at 1 April 2021
Land	20.12	-	-	20.12	-	-	-	-	20.12	20.12
Buildings	27.22	-	-	27.22	8.95	1.74	-	10.69	16.53	18.27
Plant and Equipment	112.05	11.91	-	123.96	52.47	11.73	-	64.20	59.76	59.58
Office Equipments	2.90	0.54	-	3.44	0.95	0.54	-	1.49	1.95	1.95
Furniture and Fittings	0.85	0.31	-	1.16	0.47	0.10	-	0.57	0.59	0.38
Electrification	5.61	0.12	-	5.73	3.12	0.64	-	3.77	1.96	2.48
Vehicles	2.07	0.14	-	2.21	1.80	0.10	-	1.90	0.31	0.27
Computers	1.77	0.72	-	2.49	1.38	0.35	-	1.73	0.76	0.39
Right of Use of Asset	-	3.75	-	3.75	-	0.09	-	0.09	3.66	-
Total	**172.58**	**17.49**	**-**	**190.08**	**69.14**	**15.29**	**-**	**84.43**	**105.64**	**103.44**

Note 1: The company has mortaged NA Land situated at Survey No. 1570, Village Raipur, Taluka - Kadi, Dist- Mehsana, admeasuring 6703.58 sq. yds of land and construction thereon against the borrowing Kalupur Commercial Co-operative Bank.
Note 2: The company has mortaged NA Land situated at Survey No. 2446 & 2443, Village Raipur, Taluka - Kadi, Dist- Mehsana, aggregating admeasuring 9429.00 sq. yds of land and construction thereon against the borrowing Mehsana Urban Co-operative Bank.

4B Capital Work in Progress

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2024	Additions	Deductions	As at December 31 2024	As at 1 April 2024	For the Year	Deductions	As at December 31 2024	As at December 31 2024	As at 1 April 2024
Capital Work-in-Progress	-	88.24	-	88.24	-	-	-	-	88.24	-
Total	**-**	**88.24**	**-**	**88.24**	**-**	**-**	**-**	**-**	**88.24**	**-**

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the Year	Deductions	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Capital Work-in-Progress	345.89	142.64	(488.53)	-	-	-	-	-	-	345.89
Total	**345.89**	**142.64**	**(488.53)**	**-**	**-**	**-**	**-**	**-**	**-**	**345.89**

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2021	Additions	Deductions	As at 31 March 2022	As at 1 April 2021	For the Year	Deductions	As at 31 March 2022	As at 31 March 2022	As at 1 April 2021
Capital Work-in-Progress	10.18	335.71	-	345.89	-	-	-	-	345.89	10.18
Total	**10.18**	**335.71**	**-**	**345.89**	**-**	**-**	**-**	**-**	**345.89**	**10.18**

Ageing schedule for Capital Work-in-Progress as on 31.12.2024:

Particulars	Less than 1 year	1-2 yrs.	2-3 yrs.	More than 3 years	Total
Projects in Progress	88.24	-	-	-	**88.24**
Projects temporarily suspended	-	-	-	-	-
Total	**88.24**	**-**	**-**	**-**	**88.24**

Note: No Ageing schedule for Capital Work-in-Progress as on 31.03.2024 and 31.03.2023 is given in absence of any balance outstanding as on year end.

Ageing schedule for Capital Work-in-Progress as on 31.03.2022:

Particulars	Less than 1 year	1-2 yrs.	2-3 yrs.	More than 3 years	Total
Projects in Progress	335.71	10.18	-	-	**345.89**
Projects temporarily suspended	-	-	-	-	-
Total	**335.71**	**10.18**	**-**	**-**	**345.89**

Scoda Tubes Limited
CIN:U28110GJ2008PLC055392
Notes to Restated Financial Statement
All amounts in Rupees Millions, unless otherwise stated

4C Intangible Assets

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2024	Additions	Deductions	As at December 31 2024	As at 1 April 2024	For the Year	Deductions	As at December 31 2024	As at December 31 2024	As at 1 April 2024
Computer System	2.72	0.91	-	3.63	1.99	0.62	-	2.61	1.02	0.73
Total	**2.72**	**0.91**	**-**	**3.63**	**1.99**	**0.62**	**-**	**2.61**	**1.02**	**0.73**

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2023	Additions	Deductions	As at 31 March 2024	As at 1 April 2023	For the Year	Deductions	As at 31 March 2024	As at 31 March 2024	As at 1 April 2023
Computer System	1.65	1.06	-	2.72	0.77	1.22	-	1.99	0.73	0.88
Total	**1.65**	**1.06**	**-**	**2.72**	**0.77**	**1.22**	**-**	**1.99**	**0.73**	**0.88**

Particuars	Gross Block				Accumulated Depreciation				Net Block	
	As at 1 April 2022	Additions	Deductions	As at 31 March 2023	As at 1 April 2022	For the Year	Deductions	As at 31 March 2023	As at 31 March 2023	As at 1 April 2022
Computer System	-	1.65	-	1.65	-	0.77	-	0.77	0.88	-
Total	**-**	**1.65**	**-**	**1.65**	**-**	**0.77**	**-**	**0.77**	**0.88**	**-**

Notes for FY 2021-22, 2022-23, 2023-24 and 2024-25 (upto 31.12.2024):

1. There were no immovable properties held by the company the title of which are not held in its name.
2. There is no acquisition of any item of property, plant and equipment or intangible assets as a result of business combination.
3. The company follows cost model of recognition for all class of Property, Plant and Equipment and hence no revaluation is undertaken.

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5. Financial Assets - Investments

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-current				
Unquoted				
(A) Investments at Fair Value through Other Comprehensive Income				
(a) Investments in Equity Shares				
- Investment in Others	9.20	9.20	9.20	4.70
Total	**9.20**	**9.20**	**9.20**	**4.70**
Aggregate value of Unquoted Investments (Fair Value)	9.20	9.20	9.20	4.70
Aggregate value of Unquoted Investments (Cost)	9.20	9.20	9.20	4.70
Details of Investments				
Unquoted Investments:				
Investment in Other shares				
The Mehsana Urban Co-operative Bank	9.00	9.00	9.00	4.50
3,60,002 (March 31, 2024 and 2023: 3,60,002, March 31, 2022: 1,80,002)				
The Kalupur Commercial Co-Operative Bank Limited	0.20	0.20	0.20	0.20
8,000 (March 31, 2024, 2023 and 2022: 8,000)				

6. Trade Receivables

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Current				
Unsecured				
Considered good	1,082.68	895.18	516.62	353.98
	1,082.68	895.18	516.62	353.98
Less : Impairment allowance	(2.17)	(1.80)	(1.03)	(0.71)
	(2.17)	(1.80)	(1.03)	(0.71)
Total Current	**1,080.51**	**893.38**	**515.58**	**353.27**

6.1 No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies in which director is a partner, a director or a member.

6.2 Refer to Note No. 38 for related party transactions and outstanding balances.

6.3 Allowance for Doubtful Debts

Company has analysed any allowance for doubtful debts based at 12 months Expected Credit loss model. - Refer Note -41

6.4 Trade Receivable Ageing

Trade Receivables Ageing as at 31st December , 2024

Particulars	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered good	1,060.40	15.60	6.68	-	-	**1,082.68**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	1,060.40	**15.60**	**6.68**	**-**	**-**	**1,082.68**
Less : Allowance for credit loss						(2.17)
Total						**1,080.51**

Trade Receivables Ageing as at 31st March, 2024

Particulars	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered good	879.88	2.52	12.78	-	-	**895.18**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-		**-**
(iv) Disputed trade receivables - considered good	-	-	-	-	-	**-**
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	**-**
	879.88	**2.52**	**12.78**	**-**	**-**	**895.18**
Less : Allowance for credit loss						(1.80)
Total						**893.38**

Trade Receivables Ageing as at 31st March, 2023

Particulars	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered good	505.96	10.66	-	-	-	**516.62**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-		**-**
(iv) Disputed trade receivables - considered good	-	-	-	-	-	**-**
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	**-**
	505.96	**10.66**	**-**	**-**	**-**	**516.62**
Less : Allowance for credit loss						(1.03)
Total						**515.58**

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Trade Receivables Ageing as at 31st March, 2022

Particulars	Outstanding for the following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	Total
(i) Undisputed Trade Receivables - Considered good	340.10	2.55	8.48	2.84	-	**353.98**
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-		**-**
(iv) Disputed trade receivables - considered good	-	-	-	-	-	**-**
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	**-**
	340.10	**2.55**	**8.48**	**2.84**	**-**	**353.98**
Less : Allowance for credit loss						(0.71)
Total					**-**	**353.27**

7. Loans

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Current				
Unsecured, Considered good	-	-	-	-
Loans to employee	-	-	-	1.61
Total	**-**	**-**	**-**	**1.61**

8. Other financial assets

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-current				
Unsecured, Considered good				
Bank balances having maturity for more than 12 months	48.70	47.24	35.00	-
Security deposits	15.10	15.21	15.37	3.16
Total	**63.80**	**62.45**	**50.37**	**3.16**
Current				
Interest accrued at deposits, loans and advances	10.75	2.82	0.57	0.06
Other receivables	2.40	-	-	-
Total	**13.15**	**2.82**	**0.57**	**0.06**

9. Other Assets

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-current				
Unsecured, Considered good				
Capital advances	282.90	155.58	57.69	94.36
Total	**282.90**	**155.58**	**57.69**	**94.36**
Current				
Prepaid expenses	1.50	2.67	2.49	0.63
Balance with government/statutory authorities	96.47	18.37	21.75	15.45
Public Issue expenses	35.78	-	-	-
Total	**133.75**	**21.04**	**24.24**	**16.08**

10. Inventories

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Raw materials	115.20	72.78	183.81	162.89
Finished goods	231.62	335.33	155.69	67.41
Stock in Process	989.11	711.26	655.42	395.31
Total	**1,335.93**	**1,119.37**	**994.92**	**625.61**

Note: Inventory as valued by the Management

11 Cash and cash equivalents

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Balance with banks				
In current accounts	0.04	0.05	0.06	2.50
In others #	10.79	0.02	0.10	0.08
Cash at hand	0.07	-	0.38	0.36
Total	**10.90**	**0.07**	**0.54**	**2.94**

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12 Other Bank balances

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Fixed Deposits*	476.08	223.92	103.67	4.07
Total	**476.08**	**223.92**	**103.67**	**4.07**

#* These Balances with banks and Fixed Deposits represent balances held as margin money and include unspent balance of Pre IPO placement as on December 31, 2024.

13. Current Tax Assets / (Liabilities) (Net)

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advance Income tax and TDS/ TCS	3.84	10.11	17.72	5.46
less: Provision for taxes	(98.24)	(68.90)	(41.46)	(7.18)
Total	**(94.40)**	**(58.79)**	**(23.75)**	**(1.73)**

14. Equity share capital

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Authorised Share Capital				
6,50,00,000 shares of Rs10/- each (PY: 13,00,000 Shares of Rs10/- each)	650.00	13.00	13.00	13.00
	650.00	**13.00**	**13.00**	**13.00**
Issued, Subscribed and Fully paid-up Share Capital				
4,41,94,700 shares of Rs10/- each (PY: 12,83,700 Shares of Rs10/- each)	441.95	12.84	12.84	12.84
Total	**441.95**	**12.84**	**12.84**	**12.84**

A. Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at 31st December 2024		As at March 31, 2024	
	No. of Shares		No. of Shares	
At the beginning of the year	12,83,700	12.84	12,83,700	12.84
Add/(Less): Movement during the year	4,29,11,000	429.11	-	-
Outstanding at the end of the period/year	**4,41,94,700**	**441.95**	**12,83,700**	**12.84**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares		No. of Shares	
At the beginning of the year	12,83,700	12.84	3,60,770	3.61
Add/(Less): Movement during the year	-	-	9,22,930	9.23
Outstanding at the end of the year	**12,83,700**	**12.84**	**12,83,700**	**12.84**

B. Terms/Rights attached to the equity shares

-The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of shareholders, except in case of interim dividend.

-In the event of liquidation of the company, the holders of shares shall be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

C. Number of Shares held by each shareholder holding more than 5% Shares in the company

Particulars	As at 31st December, 2024		As at March 31, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dharmendrabhai R. Patel	-	-	78,000	6.08%
Jagrut R Patel	39,79,470	9.00%	1,15,368	8.99%
Ravi R Patel	39,79,470	9.00%	1,15,367	8.99%
Samarth B Patel	61,99,008	14.03%	1,99,968	15.58%
Saurabh A Patel	61,99,008	14.03%	1,99,968	15.58%
Nisarg R. Patel	31,81,747	7.20%	1,99,968	15.58%
Ratanben R Patel	23,87,682	5.40%	-	-
Malabar India Fund Limited	24,00,000	5.43%		
	2,83,26,385	**64.09%**	**9,08,639**	**70.79%**

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Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Dharmendrabhai R. Patel	1,83,565	14.30%	1,83,565	14.30%
Jagrut R Patel	1,15,368	8.99%	1,15,368	8.99%
Ravi R Patel	1,15,367	8.99%	1,15,367	8.99%
Samarth B Patel	1,99,968	15.58%	1,99,968	15.58%
Saurabh A Patel	1,99,968	15.58%	1,99,968	15.58%
Nisarg R. Patel	1,99,967	15.58%	1,99,967	15.58%
	10,14,203	**79.01%**	**10,14,203**	**79.01%**

D. Disclosure of Shareholding of Promoters is as follows:

Name of Promoter	As at 31st December, 2024		As at March 31, 2024	
	No. of Shares	% of holding	No. of Shares	% of holding
Jagrut R Patel	39,79,470	9.00%	1,15,368	8.99%
Ravi R Patel	39,79,470	9.00%	1,15,367	8.99%
Samarth B Patel	61,99,008	14.03%	1,99,968	15.58%
Saurabh A Patel	61,99,008	14.03%	1,99,968	15.58%
Avniben A. Patel	7,95,894	1.80%	20,300	1.58%
Bhagvatiben B. Patel	8,79,932	1.99%	31,667	2.47%
Savitaben A. Patel	9,64,038	2.18%	34,334	2.67%
Rameshbhai N. Patel	19,89,735	4.50%	41,576	3.24%
Vipulbhai A Patel	14,30,526	3.24%	46,146	3.59%
Bipinbhai A Patel	5,59,023	1.26%	46,146	3.59%
	2,69,76,104	**61.04%**	**8,50,840**	**66.27%**

Name of Promoter	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Jagrut R Patel	1,15,368	8.99%	1,15,368	8.99%
Ravi R Patel	1,15,367	8.99%	1,15,367	8.99%
Samarth B Patel	1,99,968	15.58%	1,99,968	15.58%
Saurabh A Patel	1,99,968	15.58%	1,99,968	15.58%
Avniben A. Patel	20,300	1.58%	20,300	1.58%
Bhagvatiben B. Patel	31,667	2.47%	31,667	2.47%
Savitaben A. Patel	34,334	2.67%	34,334	2.67%
Rameshbhai N. Patel	41,576	3.24%	41,576	3.24%
Vipulbhai A Patel	46,146	3.59%	46,146	3.59%
Bipinbhai A Patel	46,146	3.59%	46,146	3.59%
	8,50,840	**66.27%**	**8,50,840**	**66.27%**

E. During the 5 years immediately preceeding December 31, 2024, there are no shares allotted as fully paid up pursuant to contract(s) without payment being received in cash except for preferential allottments made to certain promoters on November 01, 2021 and November 27, 2021 wherein unsecured loans to such promoters are converted into fully paid up shares . Also the company on July 23, 2024 has allotted its shareholders 30 fully paid up Bonus Equity shares for 1 fully paid up Equity Share held. For this purpose, the company has decided to utilise ₹ 385.11 Millions out of its free reserves available as on the bonus issue record date i-e, on June 28, 2024.

15. Other Equity

Particulars	As at 31st December 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Securities Premium				
Opening balance	273.47	273.47	273.47	27.97
Addition during the year	506.00			
less : Utilised towards Bonus Issue	(35.40)	-	-	245.50
Closing balance	**744.07**	**273.47**	**273.47**	**273.47**
Retained Earnings		-	-	-
Opening balance	349.71	166.71	63.35	46.99
Addition during the year	249.14	183.00	103.36	16.36
less : Utilised towards Bonus Issue	(349.71)	-	-	-
Closing balance	**249.14**	**349.71**	**166.71**	**63.35**
OCI - Remeasurement of Defined Benefit Plan		-	-	-
Opening Balance	0.10	0.09	0.12	0.01
Addition During the year	0.27	0.02	(0.05)	0.15
Less: Deferred Tax	(0.07)	(0.01)	0.02	(0.04)
Closing Balance	**0.30**	**0.10**	**0.09**	**0.12**
Total Other Equity	**993.51**	**623.28**	**440.27**	**336.94**

Nature and Purpose of various items in other equity

(a) Securities Premium

Securities Premium represent the premium received on issue of shares over and above the face value of equity shares. Such amount is available for utiisation in accordance with the provisions of the Companies Act, 2013.

(b) Retained Earnings

Retained Earnings represents undistributed accumulated earnings of the Company as on the balance sheet date.

(c) Remeasurement of Defined Benefit Plan

Difference between the interest income on plan assets and the return actually achieved, and any changes in the liability over the year due to changes in acturial assumption or experience adjustment within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

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16. Borrowings

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-current				
Term loan from banks (Secured)	501.46	553.96	399.38	382.32
Term loan from financial Institutions (Unsecured)	-	14.30	39.05	-
Vehicle loan from bank (Secured)	5.31	6.58	-	-
Total	**506.77**	**574.84**	**438.43**	**382.32**
Current				
Current maturities of long term borrowings	142.94	110.63	87.11	-
Working capital facilities from banks (Secured)	1,186.16	1,085.56	736.18	572.91
Loans from Related Party (unsecured)	185.77	255.60	131.36	143.72
Total	**1,514.87**	**1,451.79**	**954.65**	**716.63**

Refer Note No. 38 for related party transactions

A. Rate of Interest and Terms of Repayment

(i) The Company has availed Unsecured Loan from related parties at a interest rate of 0.01% p.a. (PY: 12.00% p.a.) which is repayable on demand.

(ii) The Company has availed secured loan facilities from Bank at following rate of Interest and Repayment schedule which are as under:

S.No.	Loan Amount Outstanding as at 31-Dec-24	31-Mar-24	31-Mar-23	31-Mar-22	Rate of Interest	Installment Date Start Date	NOS	Period
(A)	**Secured Loans from banks**							
(A.1)				**Vehicle loan**				
	Secured by way of hypothication of respective vehicle,							
(i)	1.52	2.20	-	-	8.85%	Jul-23	36	Monthly
(ii)	3.20	3.25	-	-	8.00%	Mar-24	84	Monthly
(iii)	2.59	2.99	-	-	8.70%	Dec-23	60	Monthly
(A.2)				**Term loan**				
	(i) Secured by way of hypothecation of all the Borrower's plant and machinery, furnitures and fixtures of the company finance by the bank. (ii) Personal guarantees from Shri Patel Bipinkumar Arvindbhai, Shri Patel Jagrutkumar Rameshbhai, Shri Patel Ravi Rameshbhai, Shri Patel Saurabh Amrutbhai, Shri Samarth Bharatbhai Patel, Shri Vipulkumar Patel, Smt Patel Payalben Jagrutkumar.							
(iv)	30.55	38.89	50.00	-	7.95%	Apr-23	54	Monthly
(v)	36.11	44.44	50.00	-	8.95%	Apr-23	54	Monthly
(vi)	41.33	46.50	-	-	8.70%	Jan-24	54	Monthly
(B.1)				**Term Loan and Cash Credt**				
	Secured by way of (i) Mortgaged NA Land situated at Survey No. 1570, Village Raipur, Taluka - Kadi, Dist- Mehsana, admeasuring 6703.58 sq. yds of land and construction thereon. (ii) Hypothication of stock and bookdebt. (iii) Hypothication of respective plant and machinery of the company finance by the bank. (iv) Various personal assests mortaged by the promters and their family members. (V) Personal guarantees from Shri Patel Bipinkumar Arvindbhai, Shri Patel Jagrutkumar Rameshbhai, Shri Patel Ravi Rameshbhai, Shri Patel Saurabh Amrutbhai, Shri Samarth Bharatbhai Patel, Shri Vipulkumar Patel, Smt Patel Payalben Jagrutkumar.							
(vii)	35.42	41.67	50.00	-	10%	Apr-23	72	Monthly
(viii)	29.22	33.83	39.99	39.99	10.25%	Apr-23	78	Monthly
(ix)	151.78	176.00	208.29	189.61	10%	Apr-23	78	Monthly
(x)	361.24	364.77	376.50	216.88	10%	NA	NA	NA
	Secured by way of (i) Hypothecation over stock and book debts. (ii) Exclusive Charge by way of Mortgage on Immovable property situated at R.S. No. 917/1, 918/1 &2, 1060, TPS No. 5, FP No 167/1, 168,& 242 New Panchvati are, B/h govardhan pal at Kalol, Dist Gandhinagar. (iii) Exclusive Charge by way of Mortgage on Immovable property being an industrial unit NA land along with ailed construction Building situated at New Survey/ Block No. 2446 admeasuring 4244.00 sq mtr and New survey No 2443 admeasuring at 5185.00 sq mtr at Rajpur Sim, Tal. Kadi, Dist Mehsana owned by Company and its Directors. (iv) Personal Guarantee of Jagrutkumar Rameshbhai Patel, Samarth Bharatbhai Patel, Saurabh Amrutbhai Patel, Vipul kumar Patel, and Ravi Rameshbhai Patel, Arvindbhai Punjiram Patel, Kiritbhai Monghajibhai Chaudhari, M/s Shree Hari Developers & its non common partners .							
(xi)	64.93	74.83	88.22	85.70	10.35%	Feb-22	78	Monthly
(xii)	344.10	349.00	349.54	348.93	10.35%	NA	NA	NA
	Secured by way of (i) Pari Passu charge with other banks by way of hypothication on all assets of the company, both present & future. (ii) Equitable/ Registered Mortgage on Property situated at Block Survey no 682 Old survey no 106, Paiki ward No NA 99 and City no NA 682 village Sarsaav Taluka Kadi District Mehsana, Gujarat, 384001. 3 Personal Guarantee of Jagrutkumar Rameshbhai Patel, Samarth Bharatbhai Patel, Saurabh Amrutbhai Patel, Vipul kumar Patel, and Ravi Rameshbhai Patel.							
(xiii)	36.90	36.90	-	-	10.25%	Jan-25	75	Monthly
(xiv)	13.10	13.10	-	-	10.25%	Jan-25	75	Monthly
(xv)	39.90	39.90	-	-	10.25%	Feb-25	75	Monthly
(xvi)	2.93	3.82	-	-	10.25%	Feb-24	75	Monthly
(xvii)	50.00	100.26	-	-	10.00%	NA	NA	NA
(xviii)	311.72	261.38	-	-	10%	NA	NA	NA
	Secured by way of (i) First Pari Passu Charge on Plant and Machinary with other banks. (ii) First pari passu share over entire current asset, stock and book debts. (iii) Exclusive charge on property located at Survey No. 2439, 2428, 2400 Village Rajpur, Talika Kadi, Dist. Mehsana, Gujarat. (iv) Personal Guarantee of Jagrutkumar Rameshbhai Patel, Samarth Bharatbhai Patel, Saurabh Amrutbhai Patel, Vipul kumar Patel, and Ravi Rameshbhai Patel. (v) FD margin of 10%.							
(xix)	99.00	99.00	-	-	9.50%	Apr-25	72	Monthly
(xx)	119.10	-	(0.02)	-	9.50%	NA	NA	NA
(xxi)	31.90	-	-	-	9.50%	Apr-25	72	Monthly
(xxii)	29.35	-	-	-	9.27%	Apr-25	72	Monthly
(B.2)				**Term Loan and Overdraft**				
	Secured by way of (i) Personal Guarantee of Jagrutkumar Rameshbhai Patel, Samarth Bharatbhai Patel, Saurabh Amrutbhai Patel, Vipul kumar Patel, and Ravi Rameshbhai Patel							
(xxiii)	-	27.47	39.05	-	19%	Mar-23	36	Monthly
(xxiv)	-	10.15	10.14	7.10	19%	NA	NA	NA
(xxv)	-	-	-	-	16%	NA	NA	NA
Total	**1,835.87**	**1,770.35**	**1,261.70**	**888.21**				

B. Borrowings Obtained at The Basis of Security of Current Assets

As per sanction letter issued by Banks, the Company is required to submit Inventory Statement and Book Debts statement to Banks at monthly basis. The Inventory Statements are in agreement with books of accounts. The Books Debts are in agreement with books of accounts.

C. Registration of charges or satisfaction with registration of companies

The Company have registered charges or satistfaction with ROC, within statutory period.

D. Wilful Defaulter

The company is not declared as wilful defaulter by bank, financial institutions or other lender.

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17. Lease Liabilities

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-current				
Lease liabilities	3.77	3.77	3.75	3.74
Total	**3.77**	**3.77**	**3.75**	**3.74**
Current				
Lease liabilities	0.02	0.02	0.02	0.02
Total	**0.02**	**0.02**	**0.02**	**0.02**

Refer Note No. 39 for leases

18. Provisions

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-Current				
Gratuity	5.19	3.72	2.45	1.54
Leave encashment	2.61	2.08	2.02	1.32
Other Expenses and Benefits		-	-	-
Total	**7.80**	**5.80**	**4.47**	**2.86**
Current				
Gratuity	0.33	0.43	0.23	0.20
Leave encashment	0.25	0.27	0.24	0.16
Other Expenses and Benefits	1.64	2.18	1.56	-
Total	**2.22**	**2.88**	**2.03**	**0.36**

Refer Note No. 35 for Employee Benefits

19. Financial liabilities

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Current				
Interest accrued at long term borrowings	2.68	2.05	1.09	-
Total	**2.68**	**2.05**	**1.09**	**-**

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at December 31, 2024 (March 31, 2024: Nil, March 31, 2023: Nil, March 31, 2022: Nil)

20. Other liabilities

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Current				
Advance from customer	19.14	7.75	5.55	-
Statutory dues	2.77	14.03	12.47	13.77
Others	12.24	4.07	8.68	2.58
Total	**34.15**	**25.85**	**26.70**	**16.35**

21. Trade payables

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Current				
Trade payables				
Total Outstanding dues to Micro and Small Enterprises	-	-	-	-
Total Outstanding dues of other than micro and small enterprises	682.76	539.22	474.62	86.85
Total	**682.76**	**539.22**	**474.62**	**86.85**

Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Based at the information available with the company regarding the status the status of its vendors under the Micro, Small and Medium Enterprise Development				
(a) Principal amount and the interest due threat remaining unpaid to any suppliers as at the end of accounting year;	-	-	-	-
(b) Interest paid during the year	-	-	-	-
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;	-	-	-	-
(d) Interest due and payable for the period of delay in making payment;	-	-	-	-
(e) Interest accrued and unpaid at the end of the accounting year; and	-	-	-	-
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues	-	-	-	-

21.1 Trade Payables Ageing

Trade Payables Ageing as at 31-12-2024

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small	682.76	-	-	-	**682.76**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	**682.76**	**-**	**-**	**-**	**682.76**

Trade Payables Ageing as at 31-03-2024

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small	539.22	-	-	-	**539.22**
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	**539.22**	**-**	**-**	**-**	**539.22**

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Trade Payables Ageing as at 31-03-2023

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small	474.62	-	-	-	474.62
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	**474.62**	**-**	**-**	**-**	**474.62**

Trade Payables Ageing as at 31-03-2022

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small	86.85	-	-	-	86.85
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	**86.85**	**-**	**-**	**-**	**86.85**

21.2 Refer to Note No. 38 for related party transactions and outstanding balances.

22. Revenue from operation

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Sale of products	3,573.31	3,971.56	3,043.88	1,940.13
Sale of services	38.40	27.05	7.40	0.15
Total	**3,611.71**	**3,998.61**	**3,051.28**	**1,940.28**

22.1 Reconciliation of Revenue as per Contract price and as recognised in Statement of Profit & Loss

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Revenue as per contract price	3,611.71	3,998.91	3,051.28	1,940.28
Less : Trade Discount	-	(0.30)	-	-
Revenue as per statement of Profit and Loss	**3,611.71**	**3,998.61**	**3,051.28**	**1,940.28**

23. Other income

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Bank Interest income	10.80	12.59	1.52	0.92
Discount and Rebate	0.07	-	0.05	0.05
Foreign Exchange Fluctuation (Net)	6.04	10.25	24.29	9.22
Miscellaneous income	6.18	3.43	0.71	0.06
Total	**23.09**	**26.27**	**26.57**	**10.25**

24. Cost of raw materials and components consumed

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Opening inventory	72.78	183.81	162.89	168.64
Add: Purchases	2,668.23	2,744.15	2,495.43	1,805.68
	2,741.01	**2,927.96**	**2,658.32**	**1,974.32**
Less: Closing Inventory	115.20	72.78	183.81	162.89
Consumption of raw material	**2,625.81**	**2,855.18**	**2,474.51**	**1,811.42**

25. Changes In Inventories Of Finished Goods and Work in Progress

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Opening inventory				
Finished goods and work-in-progress	1,046.59	811.11	462.72	262.11
	1,046.59	**811.11**	**462.72**	**262.11**
Closing inventory				
Finished goods and work-in-progress	1,220.72	1,046.59	811.11	462.72
	1,220.72	**1,046.59**	**811.11**	**462.72**
(Increase)/Decrease in Inventory	**(174.13)**	**(235.48)**	**(348.39)**	**(200.61)**

26. Employee Benefit Expenses

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Salary, wages, allowances and bonus	57.18	69.00	49.49	25.56
Contribution to provident fund and other funds	0.59	0.70	0.65	0.59
Staff welfare expenses	3.53	3.99	4.65	2.57
Total	**61.30**	**73.69**	**54.79**	**28.72**

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27. Finance Cost

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Interest Expense	151.79	178.72	108.59	65.20
Bank Charges	9.96	11.82	6.91	6.36
Interest on Lease Liabilities	0.28	0.38	0.38	0.19
Total	**162.03**	**190.92**	**115.88**	**71.75**

28. Depreciation and amortisation

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Depreciation on property, plant and equipments	132.94	162.46	113.81	15.19
Amortisation of Right to use asset	0.14	0.19	0.19	0.09
Amortisation at intangible assets	0.62	1.22	0.77	-
Total	**133.71**	**163.87**	**114.77**	**15.29**

29. Other Expenses

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Electricity, Power & Fuel	105.53	144.79	101.92	34.32
Repairs and Maintainence				
Repairs to Machinery and Equipment	25.90	16.89	4.08	3.61
Repairs to Building	1.01	0.90	0.51	1.60
Labour Charges	61.31	77.14	38.46	1.96
Security Charges	1.28	1.38	1.16	0.88
Brokerage and Commission	0.65	4.95	11.26	5.10
Stores Consumed	147.15	336.28	177.44	58.53
Marketing, Exhibition and Travelling Expense	19.91	31.07	22.56	2.64
Freight Outward Expense	14.74	17.22	13.49	6.20
Rates and taxes	2.20	18.10	36.22	0.54
Insurance	1.83	5.49	1.05	2.31
Export - Import Shipping Line Expense	55.44	37.88	86.95	59.56
Legal and Professional Fees	8.05	5.32	8.84	2.62
Payments to Auditors*	0.75	0.08	0.08	0.08
Expected Credit Loss Allowance	0.37	0.77	0.33	0.31
Job Work Charges	21.25	-	-	8.43
Sundry Balances written off (Net)	-	-	3.59	1.05
Misc. Expenses	25.08	19.06	14.60	11.13
Total	**492.45**	**717.31**	**522.53**	**200.86**
*** Payment to Auditors**				
- Audit Fees	0.75	0.08	0.08	0.08
- Tax Audit Fees	-	-	-	
- Others	-	-	-	

29.1 Refer to Note No. 38 for related party transactions.

29.2 CSR Expenses

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
A. Gross Amount required to be spent by the Company	2.51	0.96	-	-
B. Amount spent during the year (in cash)	-			
(i) Development of area/acquisition of any asset	-	-	-	-
(ii) at purpose other than (i) above*	-	1.00	-	-
C. Total CSR spend in Actual	-	1.00	-	-
D. Shortfall / (Excess)#	2.51	(0.04)	-	-
E. Related Party Transactoins in relation to CSR	-	-	-	-
F. Nature of CSR Activity	-			
Direct Expenditure	-	-	-	-
Contribution to Charitable Trust, Spent by the trust	-	1.00	-	-
Amount Unspent	2.51	-	-	-
Total	**2.51**	**1.00**	**-**	**-**

i) *Nature of CSR activities undertaken by company includes expenses undertaken for Education purposes.
ii) Excess amount spend for CSR during the FY 2023-24 of Rs. 0.04 Millions, available for set off in suceeding financial years
iii) #Due date for CSR Expenditure to be incurred for the FY 2024-25 is March 31, 2025.

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30. Tax expenses

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Current tax (Refer Note 30.1)	98.24	68.90	41.46	7.18
Earlier year taxes	(1.00)	-	0.05	0.05
Deferred tax*	(12.75)	7.49	(1.11)	(0.49)
Total	**84.49**	**76.39**	**40.40**	**6.74**

30.1 Reconciliation of Current Tax Expense

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Profit before income tax expense	333.63	259.39	143.76	23.10
Net profit consider for computing tax expense	333.63	259.39	143.76	23.10
Tax at 25.17% (PY: 29.12%)*	83.97	75.53	39.99	6.43
Effect of:				-
Expenses Disallowed	35.95	50.04	31.96	4.25
Expenses Allowed	(21.94)	(56.68)	(30.54)	(4.11)
Other	0.26	0.01	0.05	0.61
Net Income Tax Expense	**98.24**	**68.90**	**41.46**	**7.18**

*During the year the company would be electing the option permitted Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019. Accordingly the company has recognised provision for income tax and remeasured its Deferred Taxes.

31. Deferred tax (Liabilities)/ Assets (Net)

Particulars	As at 31st December 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Deferred tax (Liabilities)/ Assets	9.57	(3.11)	4.37	3.25
Total	**9.57**	**(3.11)**	**4.37**	**3.25**

31.1 Movement in Deferred Tax Liabilities/(Assets)

Particulars	Property Plant & Equipment and Intangible Assets	Employee Benefit obligations	Others	Total
Balance as at April 01, 2021	**(2.20)**	**(0.60)**	-	**(2.81)**
Recognised in statement of profit and loss	(0.12)	(0.34)	(0.03)	(0.49)
Recognised in OCI		0.04	-	0.04
Balance as at March 31, 2022	**(2.32)**	**(0.90)**	**(0.03)**	**(3.25)**
Balance as at April 01, 2022	**(2.32)**	**(0.90)**	**(0.03)**	**(3.25)**
Recognised in statement of profit and loss	(0.15)	(0.90)	(0.06)	(1.11)
Recognised in OCI	-	(0.02)	-	**(0.02)**
Balance as at March 31, 2023	**(2.48)**	**(1.81)**	**(0.09)**	**(4.37)**
Balance as at April 01, 2023	**(2.48)**	**(1.81)**	**(0.09)**	**(4.37)**
Recognised in statement of profit and loss	8.79	(0.72)	(0.59)	7.48
Recognised in OCI	-	0.01	-	0.01
Balance as at March 31, 2024	**6.31**	**(2.53)**	**(0.67)**	**3.11**
Balance as at April 01, 2024	**6.31**	**(2.53)**	**(0.67)**	**3.11**
Recognised in statement of profit and loss	(12.65)	(0.06)	(0.04)	(12.75)
Recognised in OCI	-	0.07	-	0.07
Balance as at December 31, 2024	**(6.34)**	**(2.52)**	**(0.71)**	**(9.57)**

32. Earnings Per Equity Share

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
The numerators and denominators used to calculate the basic and diluted EPS are as follows:				
For EPS before exceptional item(s)				
A. Profit/(Loss) for the Continuing operations attributable to Equity Shareholders	249.14	183.00	103.36	16.36
B. Profit/(Loss) for the Discontinuing operations attributable to Equity Shareholders	-	-	-	-
C. Weighted Average Number of Equity shares outstanding during the year*	4,09,46,700.00	3,97,94,700.00	3,97,94,700.00	2,27,80,097.75
D. Nominal value of equity share	10.00	10.00	10.00	10.00
E. Basic and Diluted EPS-for Continuing operations	6.08	4.60	2.60	0.72

* Board of Directors of the company have approved allottment of bonus shares in their meeting held on July 23, 2024 in the ratio of 30 (Thirty) Bonus Shares for every 1 (One) Share held *(Refer Note 14E)* . Weighted Average Number of Equity Shares and EPS (Basic and Diluted) have therefore been disclosed for all the years after considering the impact of Bonus Issue of Shares.

33. Other Comprehensive Income

Particulars	For the Period ended December 31 2024	For the Year ended March 31 2024	For the Year ended March 31 2023	For the Year ended March 31 2022
Items that will not be reclassified to profit and loss in subsequent periods	0.27	0.02	(0.05)	0.15
Income tax affects at the above	(0.07)	(0.01)	0.02	(0.04)
Items that will be reclassified to profit and loss in subsequent periods:		-	-	-
Income tax affects at the above		-	-	-
Total	**0.20**	**0.01**	**(0.03)**	**0.11**

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34. Contingent Liabilities And Commitments

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Contingent Liabilities				
Claims against the Company not acknowledged as debts				
- Bank Guarantee issued by Bank	30.84	31.38	11.78	10.88
Goods and Services Tax under Appeal	13.35	7.06	-	-
TDS default demand	1.76	1.76	-	-

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	27.60	12.91	4.19	1.02

35. Disclosures As Required By Ind AS 19 Employee Benefits

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- FY 2024-25 (upto 31st December 2024) ₹ 0.59 millions (FY 2023-24: ₹ 0.70 Millons and FY 2022-23: ₹ 0.65 Millions and FY 2021-22: ₹ 0.59 Millions)

(b) Defined benefit plans

Gratuity

Compensated absences - Earned leave

In accordance with Indian Accounting Standard 19, actuarial valuation have been carried out in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 6.85% p.a. (Previous Year 7.10% p.a.) compound has been used for gratuity obligation.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

Particulars	Gratuity (Non-Funded)		Compensated Absences Earned Leave (Non-funded)	
	December 31, 2024	March 31, 2024	December 31, 2024	March 31, 2024
Discount rate(per annum)	6.85%	7.10%	6.85%	7.10%
Future salary increase	7.00%	7.00%	7.00%	7.00%
Expected rate of return on plan assets	-	-	-	-
Mortality Rate	Indian Assured Lives Mortality (2012-24) Urban	Indian Assured Lives Mortality (2012-24) Urban	Indian Assured Lives Mortality (2012-24) Urban	Indian Assured Lives Mortality (2012-24) Urban
Retirement age	58	58	58	58
Withdrawal rates	5% - 1%	5% - 1%	5% - 1%	5% - 1%

Particulars	December 31, 2024	March 31, 2024	December 31, 2024	March 31, 2024
Change in present value of the defined benefit obligation during the year				
Present value of obligation as at the beginning of the year	4.15	2.68	2.35	2.26
Interest Cost	0.23	0.19	0.13	0.16
Current Service Cost	1.42	1.30	0.94	0.44
Benefits Paid	-	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.19	0.18	0.10	0.10
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.46)	(0.20)	(0.66)	(0.62)
Actuarial (Gain)/Loss on arising from Demographic Adjustment	-	-	-	-
Present value of obligation as at the end of the year	5.52	4.15	2.86	2.35
Change in fair value of plan assets during the year				
Fair Value of plan assets at the beginning of the year	-	-	-	-
Interest Income	-	-	-	-
Contributions by the employer	-	-	-	-
Benefits paid	-	-	-	-
Return on plan assets	-	-	-	-
Fair Value of plan assets at the end of the year	-	-	-	-
Net (Asset)/ Liability recorded in the Balance Sheet				
Present value of obligation as at the end of the year	5.52	4.15	2.86	2.35
Net (Asset)/ Liability-Current	0.33	0.43	0.25	0.27
Net Asset/ (Liability)-Non-Current	5.19	3.72	2.61	2.08
Expenses recorded in the Statement of Profit & Loss during the year				
Interest Cost	0.23	0.19	0.13	0.16
Current Service Cost	1.42	1.30	0.94	0.44
Interest Income	-	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-	-	0.10	0.10
Actuarial (Gain)/Loss on arising from Experience Adjustment	-	-	(0.66)	(0.62)
Actuarial (Gain)/Loss on arising from Demographic Adjustment	-	-	-	
Total expenses included in employee benefit expenses	-	1.49	0.51	0.09

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Particulars	Gratuity (Non-Funded)		Compensated Absences Earned Leave (Unfunded)	
	December 31, 2024	March 31, 2024	December 31, 2024	March 31, 2024
Recognized in Other Comprehensive Income during the year				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.19	0.18	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.46)	(0.20)	-	-
Actuarial (Gain)/Loss on arising from Demographic Adjustment	-	-	-	-
Return on plan assets	-	-	-	-
Recognized in Other Comprehensive Income	(0.27)	(0.02)	-	-
Maturity profile of defined benefit obligation				
Within 12 months of the reporting period	0.33	0.43	0.25	0.27
Between 2 and 5 years	0.66	0.50	0.33	0.28
Between 6 and 10 years	0.73	0.47	0.14	0.09
Quantitative sensitivity analysis for significant assumption is as below:				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
One percentage point increase in discount rate	(0.75)	(0.55)	(0.38)	(0.31)
One percentage point decrease in discount rate	0.92	0.68	0.49	0.39
One percentage point increase in salary esclation rate	0.91	0.67	0.48	0.39
One percentage point decrease in salary esclation rate	(0.75)	(0.55)	(0.39)	(0.31)
One percentage point increase in withdrawal increase rate	(0.01)	0.01	(0.00)	0.01
One percentage point decrease in withdarwal increase rate	0.01	(0.01)	0.01	0.00

Particulars	Gratuity (Non-Funded)		Compensated Absences Earned Leave (Non-funded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate(per annum)	7.40%	6.80%	7.40%	6.80%
Future salary increase	7.00%	7.00%	7.00%	7.00%
Expected rate of return on plan assets	-	-	-	-
Mortality Rate	Indian Assured Lives Mortality (2012-24) Urban	Indian Assured Lives Mortality (2012-24) Urban	Indian Assured Lives Mortality (2012-24) Urban	Indian Assured Lives Mortality (2012-24) Urban
Retirement age	58	58	58	58
Withdrawal rates	5%- 1%	5%- 1%	5%- 1%	5%- 1%

Particulars	Gratuity (Non-Funded)		Compensated Absences Earned Leave (Unfunded)	
	March 31,2023	March 31, 2022	March 31,2023	March 31, 2022
Change in present value of the defined benefit obligation during the year				
Present value of obligation as at the beginning of the year	1.73	1.35	1.48	0.81
Interest Cost	0.13	0.10	0.11	0.06
Current Service Cost	0.76	0.44	0.59	0.50
Benefits Paid	-	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.26)	-	(0.21)	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	0.31	(0.15)	0.29	0.11
Actuarial (Gain)/Loss on arising from Demographic Adjustment	-	-	-	-
Present value of obligation as at the end of the year	2.68	1.74	2.26	1.48
Change in fair value of plan assets during the year				
Fair Value of plan assets at the beginning of the year	-	-	-	-
Interest Income	-	-	-	-
Contributions by the employer	-	-	-	-
Benefits paid	-	-	-	-
Return on plan assets	-	-	-	-
Fair Value of plan assets at the end of the year	-	-	-	-
Net (Asset)/ Liability recorded in the Balance Sheet				
Present value of obligation as at the end of the year	2.68	1.74	2.26	1.48
Net (Asset)/ Liability-Current	0.23	0.20	0.24	0.16
Net Asset/ (Liability)-Non-Current	2.45	1.54	2.02	1.32
Expenses recorded in the Statement of Profit & Loss during the year	-		-	
Interest Cost	0.13	0.10	0.11	0.06
Current Service Cost	0.77	0.44	0.59	0.50
Interest Income	-	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-	-	(0.21)	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	-	-	0.29	0.11
Actuarial (Gain)/Loss on arising from Demographic Adjustment	-	-	-	-
Total expenses included in employee benefit expenses	0.90	0.55	0.78	0.66

Particulars	Gratuity (Non-Funded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Recognized in Other Comprehensive Income during the year				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.26)	-	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	0.31	(0.15)	-	-
Actuarial (Gain)/Loss on arising from Demographic Adjustment	-	-	-	-
Recognized in Other Comprehensive Income	0.05	(0.15)	-	-
Maturity profile of defined benefit obligation	-		-	
Within 12 months of the reporting period	0.23	0.20	0.24	0.16
Between 2 and 5 years	0.34	0.19	0.31	0.17
Between 6 and 10 years	0.27	0.47	0.08	0.15
Quantitative sensitivity analysis for significant assumption is as below:			-	
Increase/ (decrease) on present value of defined benefit obligation at the end of the year			-	
One percentage point increase in discount rate	(0.35)	(0.24)	(0.29)	(0.19)
One percentage point decrease in discount rate	0.46	0.27	0.38	0.25
One percentage point increase in salary increase rate	0.45	0.27	0.38	0.25
One percentage point decrease in salary increase rate	(0.36)	(0.24)	(0.30)	(0.19)
One percentage point increase in withdrawal increase rate	0.03	(0.01)	0.02	0.01
One percentage point decrease in withdarwal increase rate	(0.01)	(0.00)	(0.01)	0.02

Expected contribution to the defined benefit plan for the next reporting period

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	0.23	0.43	0.23	0.20
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	0.24	0.27	0.24	0.16

36. Disclosure Regarding Derivative Instruments and Unhedged Exposure

Total foreign currency exposures not covered by derivative instruments or otherwise as at December 2024 & March 31, 2024 ,March 31, 2023, March 31, 2022 are as under:

	December 31, 2024		March 31, 2024	
Particulars	Amount in Foreign Currency	Amount in Indian Rupee	Amount in Foreign Currency	Amount in Indian Rupee
Trade Receivable (USD)	1.13	96.98	0.66	55.09
Trade Receivable (EURO)	1.27	113.29	0.66	59.87
Trade Receivable (GBP)	0.05	4.85	-	-
Advance Received from Debtors (USD)	0.07	6.07	0.03	2.89
Advance Received from Debtors (EURO)	0.01	0.54	0.03	2.49
Advance Given for Raw Material (USD)	-	-	0.13	10.42

	March 31, 2023		March 31, 2022	
Particulars	Amount in Foreign Currency	Amount in Indian Rupee	Amount in Foreign Currency	Amount in Indian Rupee
Trade Receivable (USD)	0.91	75.13	1.81	137.25
Trade Receivable (EURO)	0.53	47.64	0.40	34.22
Trade Receivable (GBP)	-	-	-	-
Advance Received from Debtors (USD)	-	-	0.07	5.19
Advance Received from Debtors (EURO)	-	-	0.01	0.58
Advance Given for Raw Material (USD)	0.13	10.42	0.47	35.54

37. Segment Reporting

(A) Primary Segment

Operating segments have been identified on the basis of nature of products, risk and returns associated therewith and other quantitative criteria specified in Ind AS 108 "Operating Segments". The chief operational decision maker monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Accordingly, below operating segments have been identified and reported.

The company is primarily dealing in manufacturing of stainless Steel and Tubes only. Hence, primary segment reporting as per Ind AS 108 is not applicable.

(B) Geographical Segment

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating Revenue				
-Within India	2,601.75	3,166.37	2,110.07	1,348.14
-Outside India	1,009.96	832.24	941.21	592.14
Current Assets - Trade Receivable (Net of Advance)				
-Within India	871.99	783.80	392.82	187.58
-Outside India	208.52	109.58	122.77	165.69

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38. Related Party Disclosures As Per Ind AS-24

(A) Name of related party and nature of relationship

1. Directors and Key Managerial Personnel

Name	Designation
Jagrut R. Patel	Managing Director
Ravi R. Patel	Chief Financial Officer
Samarth B. Patel	Chairman and Executive Director
Saurabh A. Patel	Non-executive Director
Vipul V. Patel	Independent Director (w.e.f 10/09/2024)
Piyush J. Shah	Independent Director (w.e.f 18/09/2024)
Neha M. Soni	Independent Director (w.e.f 18/09/2024)
Nisarg A Patel	Director (upto 26/09/2022)
Vipul A. Patel	Director (upto 11/09/2024)
Payal J Patel	Director (upto 11/09/2024)
Nishita Sanghvi	Company Secretary (w.e.f 10/09/2024)

2. Close Member of Key Managerial Personnel and Promoter

Bipinkumar A. Patel
Bhagvatiben B. Patel
Savitaben A. Patel
Arvind P. Patel
Ramesh N Patel
Prachi S. Patel
Unnati V. Patel

3. Enterprises significantly influenced by Key Managerial Personnel

Shree Tube Company (Upto 01/04/2024)
Shree Hari Developers

(B) Transactions with related parties:

Name of Related Party	Nature of Transaction	2024-25 (upto 31.12.2024)	2023-24	2022-23	2021-22
Jagrut R. Patel	Loan Received from Director	10.95	56.89	36.87	38.49
	Loan Repaid to Director	29.10	17.67	37.12	91.49
	Interest on Loan Paid	-	4.14	1.01	6.11
	Remuneration to Director	3.00	4.00	3.00	1.50
Ravi R. Patel	Loan Received from Director	20.90	37.10	17.68	83.09
	Loan Repaid to Director	20.75	13.15	19.07	76.85
	Interest on Loan Paid	-	1.81	1.17	0.60
	Remuneration to Director	3.00	4.00	3.00	1.50
Samarth B. Patel	Loan Received from Director	7.95	22.63	12.11	70.36
	Loan Repaid to Director	55.84	4.46	8.28	88.91
	Interest on Loan Paid	-	4.83	4.13	6.59
	Remuneration to Director	3.00	4.00	3.00	1.50
Saurabh A. Patel	Loan Received from Director	20.66	22.58	6.35	65.80
	Loan Repaid to Director	16.86	9.90	3.37	81.33
	Interest on Loan Paid	-	4.09	3.51	5.34
	Remuneration to Director	3.00	4.00	3.00	1.50
Vipul A patel	Loan Received from Director	3.25	19.08	7.55	58.15
	Loan Repaid to Director	10.25	10.32	37.40	56.49
	Interest on Loan Paid	-	2.71	5.08	7.67
	Remuneration to Director	3.00	4.00	3.00	1.50
Nisarg A patel	Loan Received from Director	-	-	-	61.10
	Loan Repaid to Director	-	-	6.25	55.23
	Interest on Loan Paid	-	-	-	0.38
	Remuneration to Director	-		-	1.50
Bipinkumar A Patel	Loan Received from Promoter	-	1.44	2.45	72.69
	Loan Repaid to Promoter	0.54	1.07	0.49	61.74
	Interest on Loan Paid	-	2.00	1.72	1.31
Bhagvatiben B Patel	Loan Received from Promoter	-	9.94	-	-
	Loan Repaid to Promoter	-	8.77	-	-
	Interest on Loan Paid	-	0.45	-	-
Savitaben A. Patel	Loan Received from Promoter	-	14.35	-	-
	Loan Repaid to Promoter	0.22	5.10	-	-
	Interest on Loan Paid	-	0.99	-	-
Payal J Patel	Remuneration	-	0.30	1.07	0.38
Prachi A Patel	Remuneration	-	1.20	1.07	0.38
Unnati V Patel	Remuneration	-	1.20	1.07	0.12
Arvind P Patel	Commission Exps	-	1.20	1.20	1.00
Ramesh N Patel	Commission Exps	-	-	1.50	1.00
Nishita Sanghavi	Remuneration	0.14	-	-	0.00

Name of Related Party	Nature of Transaction	2023-24	2022-23	2021-22
Shree Tubes Company	Sales (Including Job work)	374.11	24.29	-
	Purchase (Including Job Work)	193.00	-	-
	Advance Paid for Business Purpose	-	42.00	-
	Advance Return for Business Purpose	-	42.00	-

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Balances Outstanding

Particulars	Payable			
	December 31,2024	March 31, 2024	March 31, 2023	March 31, 2022
Jagrut R. Patel	31.82	48.97	9.75	8.99
Ravi R. Patel	32.35	31.19	7.24	7.45
Samarth B. Patel	12.77	59.66	41.48	33.52
Saurabh A. Patel	52.91	48.11	35.43	28.94
Vipul A patel	24.51	30.28	21.52	46.29
Bipinkumar A Patel	17.77	18.31	15.94	12.26
Nisarg A Patel	-	-	-	6.25
Bhagvatiben B Patel	1.53	1.53	-	-
Savitaben A. Patel	10.03	10.25	-	-
Shree Tube Company	-	52.34	12.74	-
Personal Gurantee of Directors , promoters & its close members	1,732.73	1,732.73	1,212.53	948.13

Particulars	Receivable			
	December 31,2024	March 31, 2024	March 31, 2023	March 31, 2022
Jagrut R. Patel	-	-	-	-
Ravi R. Patel	-	-	-	-
Samarth B. Patel	-	-	-	-
Saurabh A. Patel	-	-	-	-
Vipul A patel	-	-	-	-
Bipinkumar A Patel	-	-	-	-
Nisarg A Patel	-	-	-	-
Bhagvatiben B Patel	-	-	-	-
Savitaben A. Patel	-	-	-	-
Nisarg A Patel	-	-	-	-
Shree Tube Company	-	-	-	-
Personal Gurantee of Directors , promoters & its close members	-	-	-	-

Note:
(i) The above related party transactions have been reviewed periodically by the Audit Committee/Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.
(ii) Promoters of the company have given irrevocable and unconditional Personal Guarantee of in bank finance.
(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

39. Leases
Transition to Ind AS 116 Leases
On 30 March 2019, the Ministry of Corporate Affairs ("MCA") through the Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the then existing lease standard, Ind AS 17 leases and other interpretations.
Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

Effective from 1 April 2021 ('the date of transition'), the Company applied Ind AS 116 using the modified retrospective approach, under which the right of use asset is measured at an amount equal to lease liability adjusted for prepaid or accrued rentals. Accordingly, there is no impact on retained earnings as on 1 April 2021.

The Company as a lessee
As a lessee, the Company leases Land. The Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under Ind AS 116, the Company recognizes right-of-use assets and lease liabilities for this lease.

On transition, for leases classified as operating leases under Ind AS 17, the lease liabilities are measured at the present value of the remaining lease payments, discounted at the incremental borrowing rate as at 1 April 2021. The Company has tested its right-of-use assets for impairment on the date of transition and has concluded that there is no indication that the right-of-use assets are impaired.
The Company used a number of practical expedients when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17. In particular, the Company:
• Applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
• Relied on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 April 2021
• Did not recognize right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application;
• Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application;

The Company as a lessor:
The Company is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor. The Company accounted for its leases in accordance with Ind AS 116 from 1st April 2021.

(i) The following is the movement in lease liabilities during the period ended December 31, 2024:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Balances	3.79	3.77	3.75	-
Additions on account of transition to Ind AS 116	-	-	-	3.75
Add: Interest Expenses	0.28	0.38	0.38	0.19
Less: Payments	(0.28)	(0.36)	(0.36)	(0.18)
Closing Balances	**3.79**	**3.79**	**3.77**	**3.76**
Non-current	3.77	3.77	3.75	3.74
Current	0.02	0.02	0.02	0.02

(ii) Amounts recognized in statement of profit and loss

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Amortization charge for right-of-use assets	0.14	0.19	0.19	0.09
Interest on lease liabilities	0.28	0.38	0.38	0.19
Total Amounts recognized in statement of profit and loss	**0.42**	**0.56**	**0.56**	**0.28**

Maturity Analysis of lease liabilities, showing the undiscounted lease payments after the reporting date.:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Less than 12 Months	0.40	0.36	0.36	0.36
More than 12 Months	7.98	8.30	8.66	9.02

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40. Financial Instruments - Accounting Classifications and Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

   The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

   Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

   Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

   Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at December 31, 2024

Financial Instrument	Carrying Amount		FVTOCI			
		Amortized Cost	Level 1	Level 2	Level 3	Total
Non Current Assets						
Financial Assets						
(i) Investments	9.20	-	-	-	9.20	9.20
(ii) Loans	-	-	-	-	-	-
(ii) Others	63.80	63.80	-	-	-	63.80
Current Assets						-
Financial Assets						-
(i) Trade Receivables	1,080.51	1,080.51	-	-	-	1,080.51
(ii) Cash and Cash Equivalents	10.90	10.90	-	-	-	10.90
(iii) Bank balances other than (ii) above	476.08	476.08	-	-	-	476.08
(iv) Others	13.15	13.15	-	-	-	13.15
	1,653.64	**1,644.44**	**-**	**-**	**9.20**	**1,653.64**
Non Current Liabilities						
Financial Liabilities						
(i) Borrowings	506.77	506.77	-	-	-	506.77
(ii) Lease Liabilities	3.77	3.77	-	-	-	3.77
Current Liabilities						
Financial Liabilities						
(i) Borrowings	1,514.87	1,514.87	-	-	-	1,514.87
(ii) Trade Payables	682.76	682.76	-	-	-	682.76
(iii) Lease Liabilities	0.02	0.02	-	-	-	0.02
(iv) Others	2.68	2.68	-	-	-	2.68
	2,710.87	**2,710.87**	**-**	**-**	**-**	**2,710.87**

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II. Figures as at March 31, 2024

Financial Instrument	Carrying Amount		FVTOCI			
		Amortized Cost	Level 1	Level 2	Level 3	Total
Non Current Assets						
Financial Assets						
(i) Investments	9.20		-	-	9.20	9.20
(ii) Loans	-					-
(ii) Others	62.45	62.45	-	-	-	62.45
Current Assets						
Financial Assets						
(i) Trade Receivables	893.38	893.38	-	-	-	893.38
(ii) Cash and Cash Equivalents	0.07	0.07	-	-	-	0.07
(iii) Bank balances other than (ii) above	223.92	223.92	-	-	-	223.92
(iv) Others	2.82	2.82	-	-	-	2.82
	1,191.84	**1,182.64**	**-**	**-**	**9.20**	**1,191.84**
Non Current Liabilities						
Financial Liabilities						
(i) Borrowings	574.84	574.84	-	-	-	574.84
(ii) Lease Liabilities	3.77	3.77	-	-	-	3.77
Current Liabilities						
Financial Liabilities						
(i) Borrowings	1,451.79	1,451.79	-	-	-	1,451.79
(ii) Trade Payables	539.22	539.22	-	-	-	539.22
(iii) Lease Liabilities	0.02	0.02	-	-	-	0.02
(iv) Others	2.05	2.05	-	-	-	2.05
	2,571.69	**2,571.69**	**-**	**-**	**-**	**2,571.69**

III. Figures as at March 31, 2023

Financial Instrument	Carrying Amount		FVTOCI			
		Amortized Cost	Level 1	Level 2	Level 3	Total
Non Current Assets						
Financial Assets						
(i) Investments	9.20	-	-	-	9.20	9.20
(ii) Others	50.37	50.37	-	-	-	50.37
Current Assets						
Financial Assets						
(i) Trade Receivables	515.58	515.58	-	-	-	515.58
(ii) Cash and Cash Equivalents	0.54	0.54	-	-	-	0.54
(iii) Bank balances other than above (ii)	103.67	103.67	-	-	-	103.67
(iv) Others	0.57	0.57	-	-	-	0.57
	679.93	**670.73**	**-**	**-**	**9.20**	**679.93**
Non Current Liabilities						
Financial Liabilities						
(i) Borrowings	438.43	438.43	-	-	-	438.43
(ii) Lease Liabilities	3.75	3.75	-	-	-	3.75
Current Liabilities						
Financial Liabilities						
(i) Borrowings	954.65	954.65	-	-	-	954.65
(ii) Lease Liabilities	0.02	0.02	-	-	-	0.02
(iii) Trade Payables	474.62	474.62	-	-	-	474.62
(iv) Others	1.09	1.09	-	-	-	1.09
	1,872.56	**1,872.56**	**-**	**-**	**-**	**1,872.56**

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IV. Figures as at March 31, 2022

Financial Instrument	Carrying Amount		FVTOCI			
		Amortized Cost	Level 1	Level 2	Level 3	Total
Non Current Assets						
Financial Assets						
(i) Investments	4.70	-	-	-	4.70	4.70
(ii) Others	3.16	3.16	-	-	-	3.16
Current Assets						-
Financial Assets						-
(i) Trade Receivables	353.27	353.27	-	-	-	353.27
(ii) Cash and Cash Equivalents	2.94	2.94	-	-	-	2.94
(iii) Bank balances other than above (ii)	4.07	4.07	-	-	-	4.07
(iv) Loans	1.61	1.61	-	-	-	1.61
(v) Others	0.06	0.06	-	-	-	0.06
	369.80	**365.10**	**-**	**-**	**4.70**	**369.80**
Non Current Liabilities						
Financial Liabilities						
(i) Borrowings	382.32	382.32	-	-	-	382.32
(ii) Lease Liabilities	3.74	3.74	-	-	-	3.74
Current Liabilities		-				-
Financial Liabilities		-				-
(i) Borrowings	716.63	716.63	-	-	-	716.63
(ii) Lease Liabilities	0.02	0.02	-	-	-	0.02
(iii) Trade Payables	86.85	86.85	-	-	-	86.85
	1,189.56	**1,189.56**	**-**	**-**	**-**	**1,189.56**

Note : During the reporting period ending December 31 2024 , March 31, 2024, March 31, 2023, and March 31, 2022 there were no transfers between Level 1 and Level 2 fair value measurements.

III. Description of significant unobservable inputs to valuation:
The following table shows the valuation techniques and inputs used for the financial instruments

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Other Non-Current Financial Assets	Discounted Cash Flow method using the risk adjusted discount rate			
Other Non-Current Financial Liabilities				
Borrowings (Non-Current)				

41. Financial Risk Management Objectives And Policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds quoted and unquoted investments .

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

B. Interest rate risk

The Company is exposed to changes in interest rates due to its financing, investing and cash management activities. The risks arising from interest rate movements arise from borrowings with variable interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.
For Company's floating rate borrowings, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used, which represents management's assessment of the reasonably possible change in interest rate.

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Variable cost borrowing at the year end	1,835.87	1,771.03	1,261.72	955.23
Total	**1,835.87**	**1,771.03**	**1,261.72**	**955.23**

In case of fluctuation in interest rates by 50 basis points and all other variables were held constant, the Company's profit before tax for the year from continuing operations would increase or decrease as follows:

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Impact on the profit of the company	9.18	8.86	6.31	4.78
Total	**9.18**	**8.86**	**6.31**	**4.78**

C. Foreign currency risk

Refer Note 36 for foreign currency exposure as at December 31, 2024, March 31, 2024 , March 31, 2023 and March 31, 2022 respectively.
The Company operates locally, however, the nature of its operations requires it to transact in in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

I. Foreign Currency Exposure

Refer Note 36 for foreign currency exposure as at December 31, 2024, March 31,2024 , March 31, 2023 and March 31, 2022 respectively.

II. Foreign Currency Sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

Currency	2024-25 (upto 31.12.2024)		2023-24	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	0.97	(0.97)	0.55	(0.55)
EURO	1.13	(1.13)	0.60	(0.60)
GBP	0.05	(0.05)	-	-
Total	**2.15**	**(2.15)**	**1.15**	**(1.15)**

Currency	2022-23		2021-22	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	0.75	(0.75)	1.37	(1.37)
EURO	0.48	(0.48)	0.34	(0.34)
GBP	-	-	-	-
Total	**1.23**	**(1.23)**	**1.71**	**(1.71)**

D. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

(i)Actual or expected significant adverse changes in business,
(ii)Actual or expected significant changes in the operating result of the counterparty's business,
(iii)Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to mere its obligation,
(iv)Significant increase in credit risk on other financial instruments of the same counterparty.
(v)Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Current financial assets - loans	-	-	-	1.61
Total	**-**	**-**	**-**	**1.61**

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade Receivables	1,080.51	893.38	515.58	353.27
Total	**1,080.51**	**893.38**	**515.58**	**353.27**

Note: Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Up to 3 months	941.92	870.67	122.87	29.95
3 to 6 months	118.47	9.21	383.09	310.15
More than 6 months	22.28	15.30	10.66	13.87
Total	**1,082.68**	**895.18**	**516.62**	**353.98**

IV. Provision for expected credit losses again "II" and "III" above

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

E. Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	December 31, 2024		
	Less than 1 year	1 to 6 years	Total
Borrowings	1,514.87	506.77	2,021.64
Other Liabilities	2.68	-	2.68
Lease Liabilities	0.02	3.77	3.79
Trade Payables	682.76	-	682.76
Total	**2,200.33**	**510.54**	**2,710.87**

Particulars	March 31, 2024		
	Less than 1 year	1 to 6 years	Total
Borrowings	1,451.79	574.84	2,026.63
Other Liabilities	2.05	-	2.05
Lease Liabilities	0.02	3.77	3.79
Trade Payables	539.22	-	539.22
Total	**1,993.08**	**578.61**	**2,571.69**

Particulars	March 31, 2023		
	Less than 1 year	1 to 6 years	Total
Borrowings	954.65	438.43	1,393.08
Lease Liabilities	0.02	3.75	3.77
Trade Payables	474.62	-	474.62
Other Liabilities	1.09	-	1.09
Total	**1,430.38**	**442.18**	**1,872.56**

Particulars	March 31, 2022		
	Less than 1 year	1 to 6 years	Total
Borrowings	716.63	382.32	1,098.95
Lease Liabilities	0.02	3.74	3.76
Trade Payables	86.85	-	86.85
Other Liabilities	-	-	-
Total	**803.50**	**386.06**	**1,189.56**

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total Debt	2,021.64	2,026.63	1,393.08	1,098.95
Less: Cash and Bank Balance	486.98	223.99	104.21	7.01
Net Debt	1,534.66	1,802.64	1,288.87	1,091.94
Equity	1,435.46	636.12	453.11	349.78
Capital and net debt	**2,970.12**	**2,438.76**	**1,741.98**	**1,441.72**
Gearing ratio	**51.67%**	**73.92%**	**73.99%**	**75.74%**

42. Utilisation of Borrowed Funds and Share Premium

(i) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s), entity(ies) including foreign entities (intermediaries) with the understanding that the intermediary shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficies) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.

(ii) The Company has not received any from any person(s), entity(ies) including foreign entities (funding party with the understanding that the Company shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Funding party (ultimate beneficies) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.

43. Relationship and Transactions with struckoff companies

The company has not entered into any transctions with struck off companies.

44. Compliance with number of layers of companies

The Company has complies with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

45. Compliance with approved Scheme(s) of Arrangements

No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

46. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

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All amounts in Rupees Millions, unless otherwise stated

47. Ratio Analysis

Sr. No.	Ratio	Numerator	Denominator	31st December 2024*	31st March 2024	% Variance	Reason for variance, if variance exceeds 25%
1	Current ratio (In times)	Current Assets	Current Liabilities	1.31	1.09	20%	
2	Debt equity ratio (In times)	Total Debt	Shareholder's Equity	1.41	3.19	-56%	
3	Debt service coverage ratio (In times)	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	1.00	1.34	-25%	
4	Return on Equity (in %)	Net Profits after taxes – Preference Dividend (if any)	Shareholder's Equity	17.36%	28.77%	-39.67%	The changes in ratio is not comparable on account of these being computed for the period Nine Month ended.
5	Inventory turnover ratio (in times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	2.00	2.47	-19%	
6	Trader receivable turnover ratio (in times)	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	3.66	5.68	-36%	
7	Trader payable turnover ratio (in times)	Cost of goods sold	Average Accounts Payable (Opening + Closing balance / 2)	4.01	5.17	-22%	
8	Net capital turnover (in times)	Revenue from operations	Working capital	5.02	22.21	-77%	
9	Net profit ratio (in %)	Net Profit	Net Sales	6.85%	4.55%	51%	
10	Return on capital employed (in %)	Earning before interest and taxes (excluding other income)	Capital Employed	13.66%	15.92%	-14%	
11	Return on investment (in %)	Return	Investment	0.00%	0.00%	N.A.	

***The ratios computed are not Annualised.**

Sr. No.	Ratio	Numerator	Denominator	31st March 2024	31st March 2023	% Variance	Reason for variance, if variance exceeds 25%
1	Current ratio (In times)	Current Assets	Current Liabilities	1.09	1.12	-3%	
2	Debt equity ratio (In times)	Total Debt	Shareholder's Equity	3.19	3.06	4%	
3	Debt service coverage ratio (In times)	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	1.34	0.15	793%	On account of significant increase in the debt profile of the company.
4	Return on Equity (in %)	Net Profits after taxes – Preference Dividend (if any)	Shareholder's Equity	28.77%	22.81%	26.12%	On account of improvement in performance of the company.
5	Inventory turnover ratio (in times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	2.47	2.63	-6%	
6	Trader receivable turnover ratio (in times)	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	5.68	7.04	-19%	
7	Trader payable turnover ratio (in times)	Cost of goods sold	Average Accounts Payable (Opening + Closing balance / 2)	5.17	8.96	-42%	On account of improvement in performance of the company.
8	Net capital turnover (in times)	Revenue from operations	Working capital	22.21	18.18	22%	
9	Net profit ratio (in %)	Net Profit	Net Sales	4.55%	3.37%	35%	On account of improvement in performance of the company.
10	Return on capital employed (in %)	Earning before interest and taxes (excluding other income)	Capital Employed	15.92%	12.62%	26%	
11	Return on investment (in %)	Return	Investment	0.00%	0.00%	N.A.	

Sr. No.	Ratio	Numerator	Denominator	31st March 2023	31st March 2022	% Variance	Reason for variance , if variance exceeds 25%
1	Current ratio (In times)	Current Assets	Current Liabilities	1.12	1.23	-9%	
2	Debt equity ratio (In times)	Total Debt	Shareholder's Equity	3.06	3.14	-3%	
3	Debt service coverage ratio (In times)	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	0.15	0.05	232%	On account of improvement in performance of the company.
4	Return on Equity (in %)	Net Profits after taxes – Preference Dividend (if any)	Shareholder's Equity	22.81%	4.68%	387%	On account of improvement in performance of the company.
5	Inventory turnover ratio (in times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	2.63	3.04	-13%	
6	Trader receivable turnover ratio (in times)	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	7.04	7.04	0%	
7	Trader payable turnover ratio (in times)	Cost of goods sold	Average Accounts Payable (Opening + Closing balance / 2)	8.96	11.01	-19%	
8	Net capital turnover (in times)	Revenue from operations	Working capital	18.18	10.24	78%	On account of improvement in performance of the company.
9	Net profit ratio (in %)	Net Profit	Net Sales	3.37%	0.86%	294%	On account of improvement in performance of the company.
10	Return on capital employed (in %)	Earning before interest and taxes (excluding other income)	Capital Employed	12.62%	5.84%	116%	On account of improvement in performance of the company.
11	Return on investment (in %)	Return	Investment	0.00%	0.00%	N.A.	

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48. Undisclosed Income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

49. First Time Adoption of Ind AS during FY 2023-24

As stated in Note 2, the financial statements for year ended March 31, 2024 are the first financial statements prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2023, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013 and other provisions of the Act. (Previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ended March 31, 2023, together with the comparative period data as at and for the year ended March 2022, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2021, the Company's date of transition to Ind AS.

The restated financial information as at April 1, 2021 and for the year ended March 31, 2022 have been prepared after incorporating Ind AS adjustments (both re-measurements and reclassifications) to be made in accounting heads from their Accounting Standards values as on the date of transition (i.e. April 1, 2021) following accounting policies (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS . This is in accordance with requirements of SEBI Circular No.-SEBI/HO/CFD/DIL/CIR/P/2016/47 dated 31 March 2016 and Guidance Note On Reports in Company Prospectuses issued by ICAI, as amended/revised. Also refer note below which explains exemptions availed by the Group in restating its Previous GAAP financial statements, including the balance sheet as at April 1, 2021 and the financial statements as at and for the year ended March 31, 2022 and March 31, 2023.

The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive Income in accordance with Ind AS is given below

I. Exemptions applied:

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

a. Deemed Cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of the transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 'Intangible Assets' and investment properly covered under Ind AS 40 'Investment Property'.

Accordingly, the Company has elected to measure all its property, plant and equipment and intangible assets at their previous GAAP carrying value.

b. Leases

Ind AS 116 requires an entity to assess whether a contract or arrangement contains a lease. According to Ind AS 116, this assessment should be carried out at the inception of the contract or arrangement. However the Company has used Ind AS 101 exemption and assessed all arrangements based on conditions in place as the date of transition.

II. Mandatory Exceptions:

The Company has adopted all relevant mandatory exceptions as set out in Ind AS 101, which are as below:

a. Estimates

The estimates at 1 April 2021, 31 March 2022 and 31 March 2023 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation. The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions at April 1 2021, the date of transition to Ind AS, March 31 2022, March 31 2023 and year ended March 31, 2024.

b. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

c. Derecognition of financial assets and financial liabilities

As set out in Ind AS 101, the Company has applied the derecognition requirements of Ind AS 109 prospectively for transactions appearing on or after the date of transition to Ind AS.

d. Impairment of Financial Assets

The Company has applied exception related to impairment of financial assets given in Ind AS 101. It has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial assets were initially recognised and compared that to the credit risk at April 01, 2021.

III. Reconciliation of total equity and profit and loss as per previous GAAP and Ind AS

Reconciliation of Total Equity

Particulars	As at March 31, 2023	As at March 31, 2022
Equity as per previous GAAP	**446.47**	**352.32**
Add / (Less) : Adjustments	-	-
Recognition of Gratuity Liability as per Actuarial Valuation	(2.78)	(1.89)
Recognition of Leave Encashments as per Actuarial Valuation	(2.26)	(1.49)
Lease Accounting as per Ind AS 116	(0.29)	(0.10)
Tax impact on Ind AS adjustments	(0.41)	1.58
Amortiztion of Borrowing Cost	1.54	-
Prior Period Items - Restatement Adjustments	10.85	(0.65)
	-	-
Equity as per Ind AS	**453.11**	**349.78**

Reconciliation of Total Comprehensive Income

Particulars	As at March 31, 2023	As at March 31, 2022
Profit as per previous GAAP	**94.14**	**17.72**
Add / (Less) : Adjustments	-	-
Recognition of Gratuity Liability as per Actuarial Valuation	(0.90)	(0.54)
Recognition of Leave Encashments as per Actuarial Valuation	(0.78)	(0.67)
Lease Accounting as per Ind AS 116	(0.19)	(0.10)
Tax impact on Ind AS adjustments	(1.99)	0.37
Long-term borrowing at amortised cost	1.54	-
Prior Period Adjustments	11.50	(0.31)
	-	-
Profit as per Ind AS	**103.33**	**16.47**

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Notes to reconciliations between previous GAAP and Ind AS:

A. Fair Valuation of Investments in Equity Instruments

Under Ind AS, Investment in equity investments (other than investment in subsidiary and associates) are classified at fair value through Other Comprehensive Income. Under previous GAAP, the same were carried at lower of cost or market value.

B. Long-term borrowings at amortised cost

Under Ind AS, long-term borrowings are carried at amortised cost. Under previous GAAP, the borrowings are carried at their historical cost.

C. Leases

Under Previous GAAP, operating lease rentals were recognised as an expense after giving straight lining impact. Under Ind AS 116, the lessee shall recognise right of use assets and lease liabilities at the inception of lease. Right of use asset shall be depreciated over the lease period and lease liability shall be classified as financial liability and finance cost shall be charged on it for each reporting period.The above calculated amount is cumulative of depreciation on right- of-use assets, finance cost element and reversal of lease rent expenses.

D. Deferred Taxes

The various transitional adjustments and adjustments as per ICDR guidelines have led to temporary differences and accordingly, the Company has accounted for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.

E. Actuarial loss transferred to Other Comprehensive Income

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of Restated Statement of Profit and Loss.

50. Audit Trail

As per the requirements of Rule 3(1) of the Companies (Accounts) Rules 2014, the Company uses an accounting software for maintaining its books of account that have a feature of, recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and who made those changes within such accounting software. This feature of recording audit trail has operated throughout the year and was not tampered with during the year.

In respect of aforesaid accounting software, after thorough testing and validation, it was noted that audit trail was not available for changes made in master data. In respect of master data changes, the Company has established and maintained an adequate internal control framework and based on its assessment, believes that this was effective for the year ended December 31, 2024.

51. Previous year figures have been regrouped and recasted wherever necessary to confirm current year's classification.

As per our report of even date attached

For, Dhirubhai Shah & Co. LLP
Chartered Accountants
Firm Registration Number: 102511W/W100298

Parth S Dadawala
Partner
Membership Number: 134475

Date: April 17, 2025
Place: Ahmedabad

For and on behalf of the Board of Directors

Samarth Patel	**Jagrut Patel**
Chairman	Managing Director
DIN: 08036100	DIN: 06785595

Ravi Patel	**Nishita Sanghvi**
Chief Financial Officer	Company Secretary

Date: April 17, 2025
Place: Ahmedabad

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Financial Information

The accounting ratios of our Company as required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(in ₹ million, unless otherwise mentioned)

	Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
1	**Earnings per share: basic and diluted**				
(i)	***With Exceptional Items***				
	Restated profit for the year (A)	249.14	183.00	103.36	16.36
	Weighted average number of equity shares at the end of the year for the calculation of basic and diluted earnings per share				
	-Basic (B) (In Numbers)	4,41,94,700.00	3,97,94,700.00	3,97,94,700.00	2,27,80,097.75
	-Diluted (C) (In Numbers)	4,41,94,700.00	3,97,94,700.00	3,97,94,700.00	2,27,80,097.75
	Restated basic earnings per share (A/B) (in ₹)	6.08	4.60	2.60	0.72
	Restated diluted earnings per share (A/C) (in ₹)	6.08	4.60	2.60	0.72
	Without Exceptional Items				
	Restated profit for the year (D)	249.14	183.00	103.36	16.36
	Restated basic earnings per share (D/B) (in ₹)	6.08	4.60	2.60	0.72
	Restated diluted earnings per share (D/C) (in ₹)	6.08	4.60	2.60	0.72
2	**Return on net worth**				
	Restated profit for the year *(with exceptional items)* (A)	249.14	183.00	103.36	16.36
	Net worth (E)	1,435.46	636.12	453.11	349.78
	Return on net worth (in %) (A/E)*100	17.36	28.77	22.81	4.68
3	**Net asset value per share**				
	Net worth (E)	1,435.46	636.12	453.11	349.78
	Outstanding number of equity shares at the end of the year/ period, as adjusted for bonus issue[#] (F) (In Numbers)	4,41,94,700.00	3,97,94,700.00	3,97,94,700.00	3,97,94,700.00
	Net asset value per equity share (₹) (E/F)	32.48	15.99	11.39	8.79
4	**EBITDA**	606.28	587.91	347.84	99.89

**Not Annualized*

[#]After considering the bonus issue of Equity Shares undertaken our Company. The Board of Directors pursuant to a resolution dated June 22, 2024 and the special resolution dated July 12, 2024 passed by our Shareholders, have approved the issuance of 3,85,11,00 bonus Equity Shares in the ratio of 30 equity shares for every one equity share held which were issued and allotted on July 23, 2024.

Notes:

1. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year. This has been adjusted by giving effect to (i) bonus issuance*

subsequent to respective balance sheet dates for all periods presented (ii) Elimination of inter group cross holdings of equity shares.

2. *Basic and Diluted earnings per equity share: Restated profit for the year divided by the weighted average number of shares at the end of the year. Basic and diluted EPS are computed in accordance with Ind AS 33 - Earnings per share.*
3. *Return on net worth %: Return on Net Worth (%) is calculated by dividing the restated profit for the year by the Net worth.*
4. *Net assets value per share (in ₹): Net Asset Value per Share represents Net worth divided by the numbers of shares outstanding at the end of respective year. The number of shares outstanding at the end of reporting period has been adjusted by giving effect of bonus issuance subsequent to respective balance sheet dates for all periods presented.*
5. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per the SEBI ICDR Regulations financial year ended March 31, 2024, March 31, 2023, March 31, 2022 and nine months period ended on December 31, 2024.*
6. *EBITDA is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income*

In accordance with the with Schedule VI, Part A (11)(I)(A)(ii)(b) of the SEBI ICDR Regulations, the audited financial information of our Company for the nine months period ended December 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 (collectively, the "Audited Financial Information") is available on our website at https://www.scodatubes.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Information do not and will not constitute, (i) a part of the Draft Red Herring Prospectus; (ii) this Red Herring Prospectus or (iii) the Prospectus, a statement in lieu of a prospectus, an issuing circular, an issuing memorandum, an advertisement, an issue or a solicitation of any issue or an issue document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Information should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain.

None of our Company or any of its advisors, nor BRLM nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Information, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 'Related Party Disclosures' for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 and as reported in the Restated Financial Information, see "*Financial Information – Note 38 – Related Party Disclosures*" beginning on page 254.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our financial or fiscal year ends on March 31 of each calendar year. Accordingly, references to a "Fiscal" or "fiscal year" are to the 12-month period ended March 31 of the relevant year. Unless otherwise stated or the context otherwise requires, the financial information included in this section is as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, and for Fiscal 2024, Fiscal 2023 and Fiscal 2022. Restated financial information for Fiscal 2024, Fiscal 2023 and Fiscal 2022 included in this Red Herring Prospectus has been derived from the Restated Financial Information on page 254. We have also included various operational and financial performance indicators in this Red Herring Prospectus, some of which have not been derived from our Restated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.

Our financial year ends on March 31 of each year. Accordingly, all references to a particular Fiscal are to the 12-month period ended March 31 of that year.

Unless stated otherwise, industry and market data used in this Red Herring Prospectus is derived from the report titled, Industry Report on "Stainless Steel Tubes and Pipes" dated May, 2025 ("CRISIL Report") prepared by CRISIL, appointed by our Company pursuant to an engagement letter dated June 06, 2024, and such CRISIL Report has been commissioned by and paid for by our Company, exclusively in connection with the Issue. The CRISIL Report is available on the website of our Company at www.scodatubes.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward Looking Statements" and "Risk Factors" on pages 19 and 31, respectively.

Overview

We are a stainless-steel tubes and pipes manufacturer and exporter in India having over 14 years of experience in manufacturing of products. Our products are broadly categorised into: (i) seamless tubes/pipes; and (ii) welded tubes, under five (5) product lines, namely, (i) stainless steel seamless pipes; (ii) stainless steel seamless tubes; (iii) stainless steel seamless "U" tubes; (iv) stainless steel instrumentation tubes; and (v) stainless steel welded tubes and "U" tubes ("**Products**"). We market our Products under the *"Scoda Tubes Limited*" brand names. Our Products are used by a diverse range of end-user sectors, such as oil and gas, fertilisers, chemicals, railways, power, etc. In addition, we operate a piercing mill for the production of mother hollow, which is the principal raw material for our stainless steel seamless products. Currently, our piercing mill has a production capacity of 20,000 MT per annum. Our ability to produce our principal raw material enables us to achieve background integration of our seamless product's processes, allows us to control our production costs and reduce reliance on suppliers. Currently, any quantities of mother hollow in excess of our requirements are sold in the open market. For further details, see "***Our Business***" on page 192

Significant Factors Affecting our Financial Condition and Results of Operations

Our results of operations and financial condition are affected by a number of factors including:

Volatility in price of key raw materials

The primary raw materials involved in the production of stainless-steel tubes and pipes include stainless steel round bars and stainless-steel CR coils, prices of which are subject to domestic and international supply and demand, import/export tariffs and duties, domestic duties and various other factors beyond our control. Commodity prices for the key raw materials for production of our products i.e., stainless-steel tubes and pipes are influenced by changes in global economic conditions, related industry cycles and demand-supply dynamics. Further, price fluctuation is also affected due to various factors such as global demand, supply constraints, government policies regarding imports/ exports, change in rules and regulations from time to time, etc. In recent years, there have been significant fluctuations in the prices of these raw materials.

The table below sets forth our cost of materials consumed for periods indicated.

Particular	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹in million	% of revenue from operations	₹in million	% of revenue from operations	₹in million	% of revenue from operations	₹in million	% of revenue from operations
Costs of materials and components consumed	2625.81	72.70	2855.18	71.40	2474.51	81.10	1811.42	93.36

The table below sets forth cost of materials purchased from our top supplier and top ten suppliers for the periods indicated.

Particular	As at December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	₹in million	% costs of materials consumed	₹in million	% costs of materials consumed	₹in million	% costs of materials consumed	₹in million	% costs of materials consumed
Largest Supplier	1044.96	39.80%	735.10	25.75%	358.45	14.49%	306.04	16.90%
Top 5 Suppliers	1645.94	62.68%	1653.70	57.92%	1146.13	46.32%	951.95	52.55%
Top 10 Suppliers	2116.40	80.60%	2275.47	79.70%	1788.54	72.28%	1273.12	70.28%

Accordingly, we may encounter situations where we might be unable to manufacture and deliver our products due to, amongst other reasons, our inability to procure raw materials for our products cost effectively or at all. As a result, the success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. Absence of long-term supply contracts subject us to risks such as price volatility caused by various factors, such as commodity market fluctuations, currency fluctuations, climatic and environmental conditions, production and transportation cost, changes in domestic government policies, and regulatory and trade sanctions. Additionally, any inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials.

We intend to mitigate the risk of future volatility in the price of its raw materials through backward integration of Mother Hollow Tubes and Pipes. We will continue to explore such initiatives that enable us to reduce our production costs and backward integrate our manufacturing facility. For further details see "*Our Business*" on page 192.

Relationship with key customers

We have historically derived, and may continue to derive, a significant portion of our income from our top 10 customers. In the nine months period ended December 31, 2024 and Fiscals 2024, Fiscal 2023 and Fiscal 2022, our top 10 customers represented 57.78%, 47.77%, 45.04% and 39.76%, respectively, of our total revenues from operations in such periods. While our largest customer represented 18.50%, 16.26%, 16.33% and 6.7%, of our total revenues from operations in the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. Any reduction in orders from our top ten customers would adversely affect our income. The demand from our key customers, in particular our top 10 customers, determines our revenue levels and results of operations, and our sales are directly affected by the production and inventory levels of our customers. Our customers in turn are dependent on demand from their customers as well as general trends with a number of stockists, engineering, EPC and industrial companies engaged in Oil and Gas, Chemicals, Fertilisers, Power, Pharmaceuticals, Automotive, Railways and Transportation sectors . Over the years, we have developed strong relationships with them. In particular, we have a stockist based in Maharashtra authorised to exclusively sell our products in India. In the United States market, we have one stockist authorised to exclusively sell our products in United States market, Further, we supply our Products through stockist in Italy, Germany, Austria and Eastern Europe markets.

Macro Economic Conditions and Policies

The government's policies to boost local production and increase the competitiveness of Indian industries through "Make in India" and "Aatma Nirbhar Bharat" initiatives would pave a way of opportunity for the stainless-steel pipe manufacturing sector. Further, government's policies, announcements, high budgetary allocations towards railways, roads, civil aviation, gas pipelines for affordable housing are expected to drive demand for steel products including stainless steel tubes and pipes. Additionally, the policies such as Production Linked Incentive (PLI), Jal Jeevan Mission, PM Jivan Yojana targeting development in various sectors like infrastructure and housing development pose a unique opportunity for stainless steel tubes and pipes sector.

Further, in light of India's decision in 2022 to impose anti-dumping duty on stainless steel seamless tubes and pipes imports from China for five years would also present an opportunity to domestic stainless-steel tubes and pipes manufacturing industry. This policy has historically resulted in increase in the capacity utilization rates of domestic stainless-steel tubes and pipes manufacturers, is expected to continue to provide benefits to the domestic players in terms of operational efficiencies and margins.

Additionally, in September 2024, the government extended the anti-subsidy duty, initially imposed in 2019, on the imports of welded steel tubes and pipes from China and Vietnam to India. The government has imposed a 29.88% duty on goods falling under 7304 covering all tubes, pipes and hollow profiles, seamless, of iron (other than cast iron) or steel). ~30% of import duty is expected to keep a check on the steel tubes and pipes that are imported at predatory prices and hence, will support the growth in domestic steel tubes and pipes industry.

Manufacturing capacity and utilization

Our results of operations are directly affected by our sales volume, which in turn is a function of several factors, including our manufacturing capacity and market demand. Our manufacturing facility is located in Survey No-2437, 2442, 2443, 2,444, 2,445 2446, Ahmedabad-Mehsana Highway, Rajpur, Kadi, Mehsana, Gujarat, 384440. As of December 31, 2024, our manufacturing facility has a total installed capacity of 10,068 MT per annum for seamless tubes and pipes, 1,020 MT for welded tubes and 20,000 MT for mother hollow. The table below sets details of our installed manufacturing capacity and capacity utilisation, for the periods indicated:

Particular	As at December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Installed manufacturing capacity (in MT)	11,088.00	11,088.00	7,560.00	5,430.00
Capacity utilisation (in %)	72.51%	64.97%	81.80%	80.44%

Note – Installed manufacturing comprises of seamless and welded tubes and pipes capacity

For further details in relation to our historic capacity and capacity utilization, see "*Our Business- Description of our Business and Operations – Manufacturing Facility and Capacity Utilization*" on page 214. Our ability to maintain our profitability depends on our ability to maintain high levels of capacity utilization. Capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, industry/ market conditions as well as overhead costs and manufacturing costs. Maintaining optimum levels of capacity utilisation is important to maintaining profitability and any operational inefficiencies which could have a material adverse effect on our business and financial condition.

Our business is dependent upon our ability to manage and continue to maintain the operations of our Manufacturing Facility, which is subject to various operating risks, including those beyond our control. On the operating level, we may experience the malfunction or failure of our machinery, our equipment, our automation systems, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") or power supply or processes, industrial accidents or the underperformance of manufacturing operations. Our operations are also susceptible to local and regional factors, such as economic conditions, severe weather, natural disasters, political, demographic and population changes, adverse regulatory developments, civil unrest and other unforeseen events and circumstances. Any significant malfunction or failure of our Manufacturing Assets may entail significant repair and maintenance costs and cause delays in our operations. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in shipments of our products and/or otherwise materially adversely affect our business, financial condition and results of operations. The success of our proposed capacity expansions and expected return on investment on capital expenditure is subject to, among other factors, our ability to utilize our existing and expanded manufacturing capacities. Under-utilization of our existing manufacturing capacities and an inability to

effectively utilize our expanded manufacturing capacities in the future could have an adverse effect on our business, prospects and future financial performance.

Domestic and global demand for our products

Our Revenue from operation comprises of revenue which we received is primarily from sale of manufacturing of stainless-steel tubes and pipes. We generate a fraction of our revenue from the sale of scrap and excess mother hollow. We derive our revenues from various sectors such as Oil & Gas, railways, fertilisers, chemicals, power & atomic, etc.

If there is any change in the demand for our products from the sectors that we cater, either due to micro or macro economic factors or changes in applicable regulations then it may have an impact on our business and results of operations.

Costs and availability of skilled labour

We are dependent on highly trained and skilled labour. Our ability to meet future business challenges depends on our ability to attract, recruit and retain talented and skilled personnel. We have generally been successful in recruiting the talent we need in India. However, many factors could make it more difficult, or more expensive, for us to recruit and retain the personnel we need, particularly as we grow our business. We believe that our ability to implement a compensation package which extends benefits on par with other similar organisations is a key factor in our ability to attract skilled labour and maintain employee morale.

Our employee benefits expense for the nine months period ended December 31, 2024, and for the Fiscal 2024, Fiscal 2023, Fiscal 2022, were ₹ 61.30 million, ₹73.69 million, ₹54.79 million, and ₹28.72 million, respectively, which was, 1.86%, 1.96%, 1.87% and 1.49% of our total expenses in such respective periods.

Our workforce includes personnel that we engage through independent contractors. We incur certain contract labour charges for engaging workforce through independent contractors. The table below sets forth the contractual labour charges and such charges as percentage of revenue from operations for the periods indicated. Although we do not engage these labourers directly, we may be held responsible for any wage payments to these labourers in the event of default by our independent contractors. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged labourers or delay in recovering such amounts from the contractors may have an adverse effect on our cash flows and results of operations.

Competition in the industry

We sell our products in highly competitive markets, and competition in these markets is based primarily on demand and price. As a result, to remain competitive in our markets, we must continuously strive to reduce our production, transportation and distribution costs and improve our operating efficiencies. If we fail to do so, other producers of stainless-steel tubes and pipes may be able to sell their products at prices lower than our prices, which would have an adverse affect on our market share and results of operations.

Stainless steel tubes and pipes manufacturing industry is largely fragmented with key leading players such Venus pipes, Ratnamani metals and tubes, Suraj limited, Scoda tubes, and Welspun specialty solutions accounting for around 20-22% of domestic market. In the stainless-steel seamless tubes and pipes industry, Ratnamani metals and tubes is the leader with 10-12% market share in India. It is followed by Venus pipes, Suraj limited and Welspun specialty solutions, which have market shares of 7-9%, 6-8, and 3-4%, respectively in the industry in India. Scoda tubes accounted for 5-7% share in the market in the segment. In the stainless-steel welded tubes and pipes segment, Ratnamani metals and tubes and Venus pipes account for 5-7%, each in the industry. The other peers considered for the study, namely, Suraj limited and Welspun specialty solutions don't have presence in the welded tubes and pipes segment. (*Source CRISIL Report)*

While entry barriers in this industry are high, any expansion in capacity by existing manufacturers or entry of new players would further intensify the competition. We may face the risk that our competitors may be better known in the market, enjoy better relationships with potential customers, gain early access to information and be better placed to act upon such information. Increasing competition could result in price and supply volatility, which could cause our business to suffer. Our competitors may further, enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering such business combinations or alliances. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We will be required to compete effectively with our existing and potential competitors, to maintain and grow our market share and in turn, our results of operations. To remain competitive, we will have to continuously strive to reduce our costs and improve operating efficiencies. For further details in relation to the

competition we face and our significant competitors, see "*Industry Overview*" and "*Our Business*" on pages 165 and 192, respectively.

Significant Accounting Policies

The significant accounting policies forming basis of the preparation of our Restated Financial Information is set forth below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation of Restated Financial Information

The Restated Financial Statements of the Company, comprises of the Restated Statements of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Cash Flows and the Restated Statement of Changes in Equity for the years/period ended December 31, 2024, March 31, 2024, 2023 and 2022 and the Summary of Material Accounting Policies and explanatory notes (collectively, the 'Restated Financial Statements').

These Restated Financial Statements have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus (the "DRHP"), this Red Herring Prospectus (the "RHP") and the Prospectus (together with DRHP and RHP referred to as the "Offer Documents") to be prepared by the Company in connection with its proposed Initial Public Offer ("IPO"). The Restated Financial Statements have been prepared by the Company in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended ("the Act");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note") read with the general directions dated October 28, 2021 received from Securities and Exchange Board of India (SEBI) by the Company through the Book Running Lead Managers (the "SEBI Communication"), as applicable.

The Restated Financial Statements has been prepared under historical cost convention on accrual basis, unless otherwise stated. The Restated Financial Statements of the company are presented as per Schedule III (Division II) of the Companies Act, 2013.

For the purpose of preparation of Restated Financial Statements for the period ended March 31, 2024, March 31, 2023, March 31, 2022 of the Company, the transition date is considered as April 01, 2021 which is different from the transition date adopted by the company at the time of first-time transition to Ind AS (i.e. April 01, 2022) for the purpose of preparation of Statutory Ind AS Financial Statements as required under Companies Act. Accordingly, the company have applied the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101, as applicable) as on April 01, 2021 for the 2022 and 2023 Special Purpose Ind AS Financial Statements, as initially adopted on transition date i.e. April 01, 2022.

As such, 2022 and 2023 the Restated Financial Statements are prepared considering the accounting principles stated in Ind AS, as adopted by the company and described in subsequent paragraphs.

As such, these 2022 and 2023 the Restated Financial Statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Statements and are also not financial statements prepared pursuant to any requirements under section 129 of the Act.

Further, since the statutory date of transition to Ind AS is April 1, 2022 and that the 2021 and 2022 The Restated Financial Statements have been prepared considering a transition date of April 1, 2021, the closing balances of items included in the Special Purpose Balance Sheet as at March 31, 2022 may be different from the balances considered on the statutory date of transition to Ind AS on April 1, 2022, due to such early application of Ind AS principles with effect from April 1, 2021 as compared to the date of statutory transition. Refer Note 50 for reconciliation of equity and total comprehensive income as per the Special Purpose Ind AS Financial Statements as at and for the period ended March 31, 2023 and March 31, 2022 and Statutory Indian GAAP Financial Statements as at and for the period ended March 31, 2023 and March 31, 2022.

Reconciliation of EBITDA and EBITDA Margin, ROCE and ROE

EBITDA and EBITDA Margin

EBITDA is calculated as profit after tax plus tax expense, finance cost, depreciation and amortization expenses excluding other income, while EBITDA Margin is the percentage of EBITDA divided by revenue from operations.

(in ₹ million except stated otherwise)

Particulars	For the nine month period ended on December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Profit after tax (A)	249.14	183.00	103.36	16.36
Tax Expense (B)	84.49	76.39	40.40	6.74
Profit before tax (C=A+B)	333.63	259.39	143.76	23.10
Add: Finance costs (D)	162.03	190.92	115.88	71.75
Add: Depreciation and amortisation expense (E)	133.71	163.87	114.77	15.29
Add: Exceptional Items (F)	0	0	0	0.00
Less: Other Income (G)	23.09	26.27	26.57	10.25
Earnings before interest, taxes, depreciation and amortisation expenses& exceptional items (EBITDA) (Excluding other income) (H= C+D+E+F-G)	606.28	587.91	347.84	99.89
Revenue from operations (H)	3,611.71	3,998.61	3,051.28	1,940.28
EBITDA Margin (EBITDA as a percentage of revenue from operations) (I = G/H) (%)	16.79%	14.70%	11.40%	5.15%

ROCE

ROCE is defined as Operating EBIT (EBITDA less depreciation and amortization) divided by capital employed (Total equity plus total borrowings).

(in ₹ million except stated otherwise)

Particulars	As at December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
EBITDA (A)	606.28	587.91	347.84	99.89
Less:				
Depreciation and amortisation (B)	133.71	163.87	114.77	15.29
Operating EBIT (C = A–B)	472.57	424.04	233.07	84.60
Total Equity(D)	1435.46	636.12	453.11	349.78
Total Borrowings(E)	2021.64	2026.63	1393.08	1098.95
Capital employed (F=D+E)	3457.1	2662.75	1846.19	1448.73
Return on capital employed ("ROCE") %	13.67%	15.92%	12.62%	5.84%

Principal Components of Statement of Profit and Loss

Income

Our total income comprises revenue from operations and other income. We generate majority of our revenue from sales of SS Seamless Tubes and Pipes along with the sale of Welded Tubes, excess Mother Hollows and Scrap generated on production.

Other income comprises of bank interest income, discount and rebate, foreign exchange fluctuation, and miscellaneous income.

Expenses

Cost of raw material and components consumed, changes in inventories of finished goods and work-in-progress, employee benefits expense, finance costs. Depreciation and amortization expenses, and other expenses

Cost of raw material and components consumed primarily includes the cost of raw materials, such as SS round bars for manufacturing Stainless Steel Seamless tubes and pipes, CR coil for manufacturing welded tubes and other components such as machinery tools, oil, etc.

Changes in inventories of finished goods and work-in-progress denotes increase/decrease in inventories of finished goods and work in progress between opening and closing dates of a reporting period.

Employee Benefits Expense

Employee benefit expenses primarily include salaries and wages, contribution to provident and other funds and staff welfare expenses.

Depreciation and Amortization Expense

Depreciation and amortization expense primarily include Depreciation on property, plant and equipment, amortisation on right-of-use assets, and amortisation on intangible assets.

Finance Costs

Finance costs include interest expense, bank charges, and interest on lease liabilities.

Other Expenses

Other expenses primarily comprise of stores consumed, consumption of electricity, power and fuel, repairs to buildings, repairs to machinery, labour charges, security charges, brokerage and commission, , marketing, exhibition and travelling expense, freight outward expenses, rates and taxes, insurance, export-import shipping line expense, legal and professional fees, payments to auditors, expected credit loss allowance, job work changes, sundry balances written off, and miscellaneous expenses.

Profit for the Year

Profit for the year represents profit after tax.

Results of Operations

The following table sets forth select financial data from our statement of profit and loss for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023, and 2022, the components of which are also expressed as a percentage of total income for such periods.

Particular	As at for the period ended December 31, 2024		For Fiscal					
			2024		2023		2022	
	(in ₹ million)	Percentage of total income	(in ₹ million)	Percentage of total income	(in ₹ million)	Percentage of total income	(in ₹ million)	Percentage of total income
Revenue								
Revenue from Operations (Net)	3,611.71	99.36%	3,998.61	99.35%	3,051.28	99.14%	1,940.28	99.47%
Other Income	23.09	0.64%	26.27	0.65%	26.57	0.86%	10.25	0.53%
Total Income	3,634.80	100.00%	4,024.88	100.00%	3,077.85	100.00%	1,950.53	100.00%
Expenses								
Cost of raw material and components consumed	2625.81	72.24%	2,855.18	70.94%	2,474.51	80.40%	1811.42	92.87%
Changes in inventories of finished goods and work-in-progress	-174.13	-4.79%	(235.48)	(5.85) %	(348.39)	(11.32) %	(200.61)	(10.28) %
Employee Benefits Expense	61.3	1.69%	73.69	1.83%	54.79	1.78%	28.72	1.47%
Finance Cost	162.03	4.46%	190.92	4.74%	115.88	3.76%	71.75	3.68%

Particular	As at for the period ended December 31, 2024		For Fiscal					
			2024		2023		2022	
	(in ₹ million)	Percentage of total income	(in ₹ million)	Percentage of total income	(in ₹ million)	Percentage of total income	(in ₹ million)	Percentage of total income
Depreciation And Amortization Expenses	133.71	3.68%	163.87	4.07%	114.77	3.73%	15.29	0.78%
Other Expenses	492.45	13.55%	717.31	17.82%	522.53	16.98%	200.86	10.30%
Total Expenses	3301.17	90.82%	3,765.49	93.56%	2,934.09	95.33%	1,927.43	98.82%
Profit/(loss) before exceptional items and tax	333.63	9.18%	259.39	6.44%	143.76	4.67%	23.10	1.18%
Exceptional Items	0	0.00%	0	0.00%	0	0.00%	0.00	0.00%
Profit/ (loss) before tax	333.63	9.18%	259.39	6.44%	143.76	4.67%	23.10	1.18%
Tax Expense								
Current Tax	98.24	2.70%	68.90	1.71%	41.46	1.35%	7.18	0.37%
Deferred Tax	-12.75	-0.35%	7.49	0.19%	(1.11)	(0.04) %	(0.49)	(0.03) %
Excess provision of tax relating to earlier years	-1.00	-0.03%	0.00	0.00%	0.05	0.00%	0.05	0.00%
Total Tax Expense	84.49	2.32%	76.39	1.90%	40.40	1.31%	6.74	0.35%
Profit/(loss) for the period	249.14	6.85%	183.00	4.55%	103.36	3.36%	16.36	0.84%

Nine months period ended December 31, 2024

Income

Our total income for the nine-month period ended December 31, 2024, of ₹ 3,634.80 million, primarily comprising of our revenue from operations and other income as discussed below

Revenue from Operations

Our revenue from operations for the nine-month period ended December 31, 2024, was ₹ 3,611.71 million, comprising of the sale of products of ₹ 3,573.31 million and sale of services of ₹ 38.40 million.

Other Income

Our other income for the nine-month period ended December 31, 2024, was ₹ 23.09 million, comprising of foreign exchange fluctuation of ₹ 6.04 million, bank interest income of ₹ 10.80 million, discount and rebate of ₹0.07 million and miscellaneous income of ₹ 6.18 million.

Expenses

Our total expenses for the nine-month period ended December 31, 2024 was primarily included cost of materials consumed, purchases of stock-in-trade, changes in inventories of finished goods, work-in-progress, employee benefits expense, other expenses, finance costs and depreciation and amortization expense, was ₹3,301.17 million.

Cost of Materials Consumed

Our cost of raw materials and components for the nine-month period ended December 31, 2024 was ₹ 2,625.81 million, which includes purchase of inventory of ₹ 2,668.23 million.

Changes in inventories of finished goods and work-in-progress

Changes in inventories of finished goods and work-in-progress for the nine-month period ended December 31, 2024 was 174.13 million This was primarily due to a higher closing inventory of finished goods and work in progress.

Employee Benefits Expense

Our employee benefits expense for the nine-month period ended December 31, 2024, was ₹ 61.30 million primarily comprising of salary, wages, allowances and bonus of ₹ 57.18 million contribution to provident fund and other funds of ₹0.59 million and staff welfare expense of ₹3.53 million.

Finance Costs

Our finance costs for the nine-month period ended December 31, 2024, was ₹ 162.03 million primarily consisting of interest expense of ₹ 151.79 million and bank charges of ₹9.96 million, and interest on lease liabilities of ₹0.28 million.

Depreciation and Amortization Expense

Our depreciation and amortization for the nine-month period ended December 31, 2024, was ₹ 133.71 million primarily consisting of depreciation of property, plant and equipment of ₹132.94 million.

Other Expenses

Our other expenses for the nine-month period ended December 31, 2024 was ₹492.45 million, primarily consisting expenses on electricity, power and fuel expense of ₹105.53 million, repairs to Machineries and Equipment of ₹25.90 million, labour charges of ₹ 61.31 million, stores consumed of ₹147.15, marketing exhibition and travelling expenses of ₹19.91 million, freight outward expenses of ₹14.74 million, Export - Import Shipping Line Expense of ₹ 55.44 million, Job work charges of ₹ 21.25 and Miscellaneous Expenses of ₹25.08 million.

Total Tax Expense

Our total income tax expense for the nine -month period ended December 31, 2024, was ₹ 84.49 million primarily comprising of Current Tax of ₹ 98.24 million and Deferred Tax Expenses ₹ (12.75) million.

Profit for the Year

Our profit for the year for the nine-month period ended December 31, 2024, was ₹ 249.14 million. In comparison of total income, Profit for the period was 6.85% of total income in nine-month period ended December 31, 2024.

Fiscal 2024 compared to Fiscal 2023

Income

Our total income increased by 30.77% from ₹3,077.85 million in Fiscal 2023 to ₹4,024.88 million in Fiscal 2024, primarily due to an increase in our revenue from operations and other income as discussed below:

Revenue from operations

Our revenue from operations increased by 31.05% from ₹3,051.28 million in Fiscal 2023 to ₹3,998.61 million in Fiscal 2024, primarily due to an increase in the sale of products by 30.48% from ₹3,043.88 million in Fiscal 2023 to ₹3,971.56 million in Fiscal 2024 and due to increase in sale of services by 265.54% from ₹7.40 million in Fiscal 2023 to ₹27.05 million in Fiscal 2024. The revenue from sale of products in Fiscal 2024 increased due to an increase in the production capacity in Fiscal 2024. Further the company also started the sale of excess mother hollows.

Other Income

Our other income decreased by 1.13% from ₹26.57 million in Fiscal 2023 to ₹26.27 million in Fiscal 2024, primarily as a result of a decrease in discount and rebate from ₹0.05 million in Fiscal 2023 to ₹0.00 million in Fiscal 2024, and a decrease in foreign exchange fluctuation from ₹24.29 million in Fiscal 2023 to ₹10.25 million in Fiscal 2024. This was offset by an increase in bank interest income from ₹1.52 million in Fiscal 2023 to ₹12.59 million in Fiscal 2024, and an increase in miscellaneous income from ₹0.71 million in Fiscal 2023 to ₹3.43 million in Fiscal 2024.

Expenses

Our total expenses, which primarily included cost of materials consumed, purchases of stock-in-trade, changes in inventories of finished goods, work-in-progress, employee benefits expense, other expenses, finance costs and depreciation and amortization expense increased by 28.34% from ₹2,934.09 million in Fiscal 2023 to ₹3,765.49 million in Fiscal 2024.

Cost of Materials Consumed

Our cost of raw materials and components consumed increased by 15.38% from ₹2,474.51 million for Fiscal 2023 to ₹2,855.18 million in Fiscal 2024 primarily due to an increase in the sale of products by 30.48% from 3,043.88 million in Fiscal 2023 to ₹ 3,971.56 million in Fiscal 2024.

Changes in inventories of finished goods and work-in-progress

There was a net change in inventories of finished goods and work-in-progress of (₹235.48) million in Fiscal 2024, as compared to (₹348.39) million in Fiscal 2023. This was primarily due to a higher closing inventory of finished goods and work in progress of ₹1,046.59 million in Fiscal 2024 than ₹811.11 million Fiscal 2023

Employee Benefits Expense

Our employee benefits expense, which primarily included salaries and other benefits paid to employees engaged by us, increased by 34.50% from ₹54.79 million in Fiscal 2023 to ₹73.69 million in Fiscal 2024 due to an increase in salary, wages, allowances and bonus by 39.42% from ₹49.49 million in Fiscal 2023 to ₹69.00 million in Fiscal 2024. There was an increase in number of employees from 132 in Fiscal 2023 to 135 in Fiscal 2024.

Finance Costs

Our finance costs increased by 64.76% from ₹115.88 million in Fiscal 2023 to ₹190.92 million in Fiscal 2024 primarily due an increase in interest expense by 64.58% from ₹108.59 million in Fiscal 2023 to ₹178.72 million in Fiscal 2024, an increase in bank charges by 71.06% from ₹6.91 million in Fiscal 2023 to ₹11.82 million in Fiscal 2024, and a stagnant interest on lease liabilities of ₹0.38 million in Fiscal 2023 and Fiscal 2024. The increase in interest charge is due to an increase in the borrowings by 45.48% from ₹ 1,393.08 in Fiscal 2023 to ₹ 2,026.63 in Fiscal 2024.

Depreciation and Amortization Expense

Our depreciation and amortization expense increased by 42.78% from ₹114.77 million in Fiscal 2023 to ₹163.87 million in Fiscal 2024 primarily due to an increase in depreciation of property, plant and equipment by 42.76% from ₹113.81 million in Fiscal 2023 to ₹162.46 million in Fiscal 2024 and an increase in amortisation of intangible assets by 57.90% from ₹0.77 million in Fiscal 2023 to ₹1.22 million in Fiscal 2024.

Other Expenses

Our other expenses accounted for 16.98% and 17.82% of our total income in Fiscals 2023 and 2024, respectively. Our other expenses increased by 37.28% from ₹522.53 million in Fiscal 2023 to ₹717.31 million in Fiscal 2024, primarily due to an increase in expenses such electricity, power and fuel, repairs to buildings, repairs to machinery, labour charges, security charges, stores consumed, marketing exhibition and travelling expenses, freight outward expenses, insurance, expected credit loss allowance, and miscellaneous expenses.

Total Tax Expense

Our total income tax expense increased by 89.08% from ₹40.40 million in Fiscal 2023 to ₹76.39 million in Fiscal 2024, primarily due to an increase in the profit before tax by 80.43% from ₹143.76 million in Fiscal 2023 to ₹259.39 million in Fiscal 2024

Profit for the Year

As a result of the foregoing Factors, our profit for the year in Fiscal 2024 was ₹183.00 million compared to a profit for the year of ₹103.36 million in Fiscal 2023 which is an increase by 77.05%. In comparison of total

income, Profit for the Year increased from 3.36% of total income in fiscal 2023 to 4.55% of total income in fiscal 2024.

Fiscal 2023 compared to Fiscal 2022

Income

Our total income increased by 57.80% from ₹1,950.53 million in Fiscal 2022 to ₹3,077.85 million in Fiscal 2023, primarily due to an increase in our revenue from operations and other income as discussed below:

Revenue from operations

Our revenue from operations increased by 57.26% from ₹1,940.28 million in Fiscal 2022 to ₹3,051.28 million in Fiscal 2023, primarily due to an increase in the sale of products by 56.89% from ₹1,940.13 million in Fiscal 2022 to ₹3,043.88 million in Fiscal 2023, and an increase in sale of services from ₹0.15 million in Fiscal 2022 to ₹7.40 million in Fiscal 2023. This was primarily due to an increase in the production capacity in Fiscal 2023.Further there was an increase in exports by 58.95% from ₹592.14 million in Fiscal 2022 to ₹ 941.21 million in Fiscal 2023.

Other Income

Our other income increased by 159.22% from ₹10.25 million in Fiscal 2022 to ₹26.57 million in Fiscal 2023, primarily as a result of an increase in bank interest income from ₹0.92 million in Fiscal 2022 to ₹1.52 million in Fiscal 2023, increase in foreign exchange rate fluctuation from ₹9.22 million in Fiscal 2022 to ₹24.29 million in Fiscal 2023, and increase in miscellaneous income from ₹0.06 million in Fiscal 2022 to ₹0.71 million in Fiscal 2023

Expenses

Our total expenses, which primarily included cost of raw material and components consumed, changes in inventories of finished goods and work-in-progress, employee benefit expense, finance expenses, depreciation and amortization expenses, and other expenses, increased by 52.23% from ₹1,927.43 million in Fiscal 2022 to ₹2,934.09 million in Fiscal 2023.

Cost of Materials Consumed

Our cost of materials consumed increased by 36.61% from ₹1,811.42 million in Fiscal 2022 to ₹2,474.51 million in Fiscal 2023 due to an increase in sale of products by 56.89% from ₹ 1,940.13 million in Fiscal 20222 to ₹ 3,043.88 million Fiscal 2023.

Changes in inventories of finished goods and work-in-progress

There was a net decrease in inventory of ₹200.61 million in Fiscal 2022, as compared to net decrease in inventory of ₹348.39 million in Fiscal 2023. This was primarily due to This was primarily due a higher closing inventory of work in progress and finished goods of ₹811.11 million in Fiscal 2023 than ₹462.72 million in Fiscal 2022.

Employee Benefits Expense

Our employee benefits expense, which primarily include salaries and wages, contribution to provident and other funds, and staff welfare expenses increased by 90.77% from ₹28.72 million in Fiscal 2022 to ₹54.79 million in Fiscal 2023 due to an increase in Salary, wages, allowances and bonus by 93.62% from ₹25.56 million in Fiscal 2022 to ₹ 49.49 million in Fiscal 2023. There was an increase in number of employees from 94 in Fiscal 2022 to 132 in Fiscal 2023.

Finance Costs

Our finance costs increased by 61.51% from ₹71.75 million in Fiscal 2022 to ₹115.88 million in Fiscal 2023 primarily due an increase in interest expenses by 66.55% from ₹65.20 million in Fiscal 2022 to ₹108.59 million in Fiscal 2023, an increase in bank charges by 8.65% from ₹6.36 million in Fiscal 2022 to ₹6.91 million in Fiscal 2023, and an increase in interest on lease liabilities from ₹0.19 million in Fiscal 2022 to ₹0.38 million in Fiscal 2023. The increase in interest charge is due to an increase in the borrowings by 26.76% from ₹1,098.95 million in Fiscal 2022 to ₹ 1,393.08 million in Fiscal 2023.

Depreciation and Amortization Expense

Our depreciation and amortization expense increased by 650.62% from ₹15.29 million in Fiscal 2022 to ₹114.77 million in Fiscal 2023 primarily due to an increase in depreciation of property, plant and equipment by 649.06% from ₹15.19 million in Fiscal 2022 to ₹113.81 million in Fiscal 2023, an increase in amortisation on intangible

assets from ₹0.00 million in Fiscal 2022 to ₹0.77 million in Fiscal 2023, and an increase in amortisation of right of use assets from ₹0.09 million in Fiscal 2022 to ₹0.19 million in Fiscal 2023

Other Expenses

Our other expenses accounted for 10.30% and 16.98% of our total income in Fiscals 2022 and 2023, respectively. Our other expenses increased by 160.15% from ₹ 200.86 million in Fiscal 2022 to ₹ 522.53 million in Fiscal 2023, primarily due to an increase in expenses such as electricity power and fuel, repairs to machinery, labour charges, security charges, brokerage and commission, stores consumed, marketing exhibition and travelling expenses, freight outward expenses, rates and taxes, export-import shipping time expense, legal and professional expense, expected credit allowance, sundry balances written off, and miscellaneous expenses. This was offset by a decrease in job work changes, insurance, and repairs to buildings.

Total Tax Expense

Our total income tax expense increased by 499.41% from ₹ 6.74 million in Fiscal 2022 to ₹40.40 million in Fiscal 2023, primarily due to an increase in the profit before tax by 522.34% from ₹23.10 million in Fiscal 2022 to ₹143.76 million in Fiscal 2023.

Profit for the Year

As a result of the aforementioned reasons, our profit for the year for Fiscal 2023 increased by 531.78% to a profit of ₹103.36 million from a profit of ₹16.36 million for Fiscal 2022. In comparison of total income, Profit for the Year increased from 0.84% of total income in fiscal 2022 to 3.36% of total income in fiscal 2023.

Liquidity and Capital Resources

We have historically financed the expansion of our business and operations primarily through internal accruals for organic as well as inorganic expansion and also through borrowings from banks.

Cash Flows

The table below summarizes the statement of cash flows, as per our restated cash flow statements, for the periods indicated:

(in ₹ million)

Particulars	For the period ended December 31, 2024	For Fiscal		
		2024	2023	2022
Net cash generated from operating activities	54.23	22.64	203.46	(468.65)
Net cash (used in)/generated from investing activities	(426.38)	(465.76)	(385.23)	(334.36)
Net cash (used in)/generated from financing activities	382.98	442.65	179.36	801.57
Cash and cash equivalents at the end of the year	10.90	0.07	0.54	2.94

Operating Activities

Net cash flow from operating activities for the nine-month period ended December 31, 2024 was ₹ 54.23 million, while our operating profit before working capital changes was ₹617.56 million. The difference was primarily attributable to an increase in inventories by ₹216.56 million, an increase in trade receivables by ₹187.50 million, an increase in other assets by ₹240.03 million, increase in other financial assets by ₹11.68 million, an increase in trade payables by ₹143.54 million, an increase in other financial liabilities by ₹0.63 million, increase in other liabilities by ₹8.30 million, and an increase in provisions by ₹1.61 million.

Net cash flow from operating activities in Fiscal 2024 was ₹22.64 million, while our operating profit before working capital changes was ₹601.66 million. The difference was primarily attributable to a increase in inventories by ₹124.45 million, an increase in trade receivables by ₹378.57 million, an increase in other assets by ₹94.69 million, increase in other financial assets by ₹14.34 million, an increase in trade payables by ₹64.59 million, an increase in other financial liabilities by ₹0.96 million, decrease in other liabilities by ₹0.85 million, an increase in provisions by ₹2.20 million, and tax expenses of ₹33.88 million.

Net cash generated from operating activities in Fiscal 2023 was ₹203.46 million, while our operating profit before working capital changes was ₹371.65 million. The difference was primarily attributable to an increase in inventories by ₹369.31 million, an increase in trade receivables by ₹162.62 million, a decrease in other assets by

₹28.48 million, an increase in other financial assets by ₹47.72 million, an increase in trade payables by ₹387.77 million, a increase in other financial liabilities by ₹1.09 million, increase in other liabilities by ₹10.35 million, an increase in provisions by ₹3.24 million, and tax expenses of ₹19.47 million.

Net cash used in operating activities in Fiscal 2022 was ₹468.65 million, while our operating profit before working capital changes was ₹110.57 million. The difference was primarily attributable to an increase in inventories by ₹194.86 million, an increase in trade receivables by ₹157.80 million, an increase in other assets by ₹85.38 million, an increase in other financial assets by ₹1.34 million, a decrease in trade payables by ₹130.50 million, decrease in other liabilities by ₹1.95 million, an increase in provisions by ₹1.21 million, and tax expenses of ₹8.59 million.

Investing Activities

Net cash used in investing activities for the nine-month period ended December 31, 2024 was ₹426.38 million, primarily due to purchase from property, plant and equipment of ₹185.49 million, purchase of intangible assets of ₹0.91 million, investments in fixed deposits amounting to ₹252.16 million, interest income of ₹10.80 million, and dividend income of ₹1.38 million.

Net cash used in investing activities in Fiscal 2024 was ₹465.76 million, primarily due to purchase from property, plant and equipment of ₹357.74 million, purchase of intangible assets of ₹1.06 million, investments in fixed deposits amounting to ₹120.25 million, interest income of ₹12.59 million, and dividend income of ₹0.71 million.

Net cash uses in investing activities in Fiscal 2023 was ₹385.23 million, primarily due to purchase from property, plant and equipment of ₹283.84 million, purchase of intangible assets of ₹0.88 million, investment in shares amounting to ₹4.50 million, investment in fixed deposits amounting to ₹99.60 million, interest income amounting to ₹1.52 million, dividend income amounting to ₹0.47 million, and loans repaid by others amounting to ₹1.61 million.

Net cash used in investing activities in Fiscal 2022 was ₹334.36 million, primarily due to purchase from property, plant and equipment of ₹353.20 million, investment in shares amounting to ₹4.70 million, withdrawals from fixed deposits amounting to ₹22.62 million, and interest income of ₹0.92 million.

Financing Activities

Net cash generated from financing activities for the nine-month period ended December 31, 2024 was ₹ 382.98 million and primarily included net repayment of long term borrowings amounting to ₹4.99 million, and finance costs paid amounting to ₹162.03 million.

Net cash generated from financing activities in Fiscal 2024 was ₹442.65 million and primarily included net proceeds from long term borrowings amounting to ₹633.55 million, increase in lease liabilities amounting to ₹0.02 million, and finance costs paid amounting to ₹190.92 million.

Net cash generated from financing activities in Fiscal 2023 was ₹179.36 million and primarily included net proceeds from long term borrowings amounting to ₹294.13 million, increase in lease liabilities amounting to ₹0.02 million, and finance costs paid amounting to ₹114.78 million.

Net cash generated from financing activities in Fiscal 2022 was ₹801.57 million and primarily included issue of equity shares amounting to ₹254.73 million, net proceeds from long term borrowings amounting to ₹614.83 million, increase in lease liabilities amounting to ₹3.75 million, and finance costs paid amounting to ₹71.74 million.

Indebtedness

The following table sets forth certain information relating to our outstanding indebtedness as of December 31, 2024, and our repayment obligations in the periods indicated:

(in ₹ million)

Category of Borrowing	Sanction Limit	Outstanding as on December 31, 2024
Secured		
Fund Based		
Term loan from banks including Current Maturities (Secured)	836.50	642.41
Vehicle loan from bank (Secured)	10.11	7.30
Working capital facilities from banks (Secured)	1314.00	1,186.16
Non-Fund Based		

Category of Borrowing	Sanction Limit	Outstanding as on December 31, 2024
Bank Guarantee	53.11	30.84
Unsecured Loan		
Loan from Related Party	-	185.77

Note- As certified by the Statutory Auditor by way of their certificate dated May 22, 2025.

For further information on our agreements governing our outstanding indebtedness, see "*Financial Indebtedness*" on page 324.

Contractual Obligations

The table below sets forth our contractual obligations as of December 31, 2024. These obligations primarily relate to our contractual maturities of financial liabilities such as borrowings, trade payables lease liabilities and other financial liabilities.

(in ₹ million)

Particulars	Less than 1 year	1 to 6 years	Total
Borrowings	1,514.87	506.77	2,021.64
Accrued Interest	2.68	-	2.68
Lease Liabilities	0.02	3.77	3.79
Trade Payables	682.76	-	682.76
Total	2,200.33	510.54	2,710.87

Contingent Liabilities

The following table sets forth the principal components of our contingent liabilities as of December 31, 2024:

(*in ₹ million*)

Particulars	As of December 31, 2024
Claims against the Company not acknowledged as debts	
- Bank Guarantee issued by Bank	30.84
Goods & Services tax under appeal	13.35
TDS default	1.76

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of December 31, 2024, aggregated by type of contractual obligation:

Particulars	Amount (₹million)
Commitments	-
Capital commitments	27.60
Other commitments & contingencies	-
Total	27.60

For further information on our capital and other commitments, see "Restated Financial Information – Note 34" on page 254.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These transactions principally include sale of manufacturing goods, purchase of goods and services, director renumeration, among others. Related parties with whom transactions have taken place during the period / year include our associates, key managerial personnel, senior managerial personnel, among others.

For the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023, and Fiscal 2022, the aggregate amount of such related party sales transactions was , ₹0.00 million, ₹374.11 million, ₹24.29 million, ₹ 0.00 million, respectively. The percentage of the aggregate value such related party transactions to our revenue from operations for the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 was 0.00%, 9.36%, 0.80%, and 0.00% respectively.

For the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023, and Fiscal 2022, the aggregate amount of such related party purchase transactions was ₹ 0.00 million, ₹193.00 million, ₹0.00 million, ₹ 0.00 million, respectively. The percentage of the aggregate value such related party transactions to our total expenses for the nine months period ended December 31, 2024 and for the Fiscal 2024, Fiscal 2023 and Fiscal 2022 was 0.00%, 5.13%, 0.00%, and 0.00% respectively

For further information, see "*Restated Financial Information – Note 38*" on page 254.

Quantitative and Qualitative Disclosures about Market Risk

We have exposure to the following risks arising from financial instruments: Credit risk; Liquidity risk and Market risk.

Our board of directors has overall responsibility for the establishment and oversight of our risk management framework.

The Board reviews the adequacy of the risk management framework in relation to the risks faced by us. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee of our Company.

Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

1. Actual or expected significant adverse changes in business,
2. Actual or expected significant changes in the operating result of the counterparty's business,
3. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to mere its obligation,
4. Significant increase in credit risk on other financial instruments of the same counterparty.
5. Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

Interest Rate Risk

The Company is exposed to changes in interest rates due to its financing, investing and cash management activities. The risks arising from interest rate movements arise from borrowings with variable interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

For Company's floating rate borrowings, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used, which represents management's assessment of the reasonably possible change in interest rate.

Capital Expenditures

The following table sets forth our payment towards purchase of property, plant and equipment, investment property and capital creditors (net) for the periods indicated:

(in ₹ million)

Particulars	**As at December 31, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Purchase of property, plant and equipment, investment property and capital creditors (net)	(185.49)	(357.74)	(283.84)	(353.20)
Total	(185.49)	**(357.74)**	**(283.84)**	**(353.20)**

For further information, see "*Restated Financial Information*" on page 254.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Changes in accounting policies

There have been no changes in the accounting policies of the Company during the nine months period ended December 31, 2024 and in the last three Fiscals.

Auditor observations

There are no qualifications, reservations and adverse remarks by our Statutory Auditors in our Restated Financial Statements.

Significant Economic Changes

Other than as described above, to the best of the knowledge of our management, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations. For further details, please see "*Our Business*" and "*Risk Factors*" on pages 192 and 31, respectively.

Future relationship between cost and income

Other than as described in *'Risk Factors', 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations'* on pages 31, 192 and 306, respectively, there are no known Factors that might affect the future relationship between costs and revenues.

Unusual or Infrequent Events of Transactions

Except as described in this Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 306 and the uncertainties described in the section titled "*Risk Factors*" beginning on page 31. To our knowledge, except as described or anticipated in this Red Herring Prospectus, there are no known Factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Segment Reporting

Our Company operates in a single operating segment and therefore separate segment reporting for operating segment has not been made under Ind-AS 108.

New Products or Business Segments

Except as set out in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new business segments other than in the normal course of business.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three Financial Years are as described in *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2024 compared with Fiscal 2023 – Revenue from Operations*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2023 compared with Fiscal 2022 – Revenue from Operations*" above on pages 306 and 316, respectively**.**

Seasonality

Our business is not seasonal in nature.

Significant dependence on a single or few suppliers or customers

Revenues from any particular customer may vary between financial reporting periods depending on the nature and term of ongoing contracts with such customer. The table below sets forth our revenue from our top 10 customers and top five customers, as a percentage of our revenue from operations for the year/period indicated:

Particulars	**As at December 31, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Amount (in ₹million)	**% of total revenue from operations**	**Amount (in ₹million)**	**% of total revenue from operations**	**Amount (in ₹million)**	**% of total revenue from operation**	**Amount (in ₹million)**	**% of total revenue from operations**
Top five customers	1589.13	44.00%	1462.03	36.56%	1004.40	32.92%	480.02	24.74%
Top ten customers	2086.93	57.78%	1910.12	47.77%	1374.30	45.04%	771.52	39.76%

For details, please refer to "*Risk Factors- Our business and profitability are substantially dependent on the availability and cost of our raw materials, and we are dependent on third-party suppliers/manufacturers/stockists for meeting our raw material requirements. Any disruption to the timely and adequate supply, or volatility in the prices of, raw materials may adversely impact our business, results of operations and financial condition]*" on page 34.

Competitive Conditions

We expect to continue to compete with existing and potential competitors. For details, please refer to the discussions of our competition in the sections "*Risk Factors", "Industry Overview" and "Our Business"* on pages 31, 165 and 192, respectively.

Significant Developments after December 31, 2024 that may affect our future results of operations.

Except for the receipt of sanction letter from HDFC Bank for takeover of our existing loan facilities of Kalupur Commercial Co-operative Bank Limited by HDFC Bank Limited pursuant to their letter dated January 16, 2025 and as set out above and elsewhere in this Red Herring Prospectus no developments have come to our attention since the date of the Restated Financial Information as disclosed in this Red Herring Prospectus which materially and adversely affect or are likely to materially and adversely affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at December 31, 2024, as derived from our Restated Financial Information. This table should be read in conjunction with the sections titled "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", "***Financial Information – Restated Financial Statements***" **and "*Risk Factors***" on pages 306, 254 and 31, respectively.

(in ₹ million)

Particulars	Pre-Issue as at December 31, 2024	Post-Issue*
Borrowings		
Current Borrowings (including current maturity of long term debt)	1,514.87	[●]
Non-current Borrowings	506.77	[●]
Total Borrowings	2,021.64	[●]
Total Equity		
Equity Share Capital	441.95	[●]
Other Equity	993.51	**[●]**
Total Capital	1,435.46	[●]
Ratio: Non-Current Borrowing/ Total Equity	0.35	**[●]**
Ratio: Total Borrowing/ Total Equity	1.41	**[●]**

The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended)
**Post Issue capitalization will be determined after finalization of Issue Price.*

FINANCIAL INDEBTEDNESS

Our Company avails loans in the ordinary course of business for purposes such as, *inter alia*, term loans and other fund-based working capital loans. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Issue, such as, inter alia, effecting a change in our shareholding pattern, change in the management of our board and change in our capital structure in connection with or post the Issue. For details regarding the resolution passed by our Shareholders on April 15, 2021, authorizing the borrowing powers of our Board, see "*Our Management – Borrowing Powers of our Board*" and "*Risk Factors – We have incurred indebtedness, and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition*." On pages 230 and 49.

As on December 31, 2024, the aggregated outstanding borrowings of our Company amounted to ₹ 2,021.64 million.

Set forth below is a brief summary:

(in ₹ million)

Category of Borrowing	Sanction Limit	Outstanding as on December 31, 2024
Secured		
Fund Based		
Term loan from banks including Current Maturities (Secured)	836.50	642.41
Vehicle loan from bank (Secured)	10.11	7.30
Working capital facilities from banks (Secured)	1314.00	1,186.16
Non-Fund Based		
Bank Guarantee	53.11	30.84
Unsecured Loan		
Loan from Related Party	-	185.77

^ *As certified by the Statutory Auditor by way of their certificate dated May 22, 2025.*

Principal terms of the facilities sanctioned to our Company:

1. **Interest:** In respect of the facilities sanctioned to our Company, the interest rate ranges from 8.00% to 19.00% per annum with monthly resets. The interest rate for the loans sanctioned to our Company is typically tied to a base rate / marginal cost of lending rate, which may vary from lender to lender.

2. **Tenor:** Typically, cash credit facilities sanctioned to our Company are renewable at annual rests and repayable on demand. The tenor for Term Loans is for 36 months to 96 months as per the terms of the borrowing arrangements.

3. **Security:** The facilities sanctioned are typically secured by way of equitable mortgage on specific property of our Company, hypothecation of our Company's movable fixed assets (both present and future) and current assets and personal guarantee of our Promoters. The nature of securities described herein is indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

4. **Pre-payment:** Certain loans availed by us have prepayment provisions which allows for prepayment of the outstanding loan amount and sometimes carry a pre-payment penalty on the pre-paid amount or on the outstanding amount subject to terms and conditions stipulated under the loan documents.

5. **Re-payment:** Our facilities are typically repayable as per tenure in case of term loans or are repayable on demand in case of working capital facilities.

6. **Penal interest:** The terms of certain financing facilities availed by our Company prescribe penalties for non-compliance of certain obligations by our Company. These include, inter alia, overdue/ delays/ default in payment of monies. Further, terms of certain borrowings availed by us prescribe a penalty interest rate that ranges from 2.00% to 3.00% per annum over and above the applicable interest rate payable on the facilities availed by us.

7. **Restrictive Covenants:** The borrowing arrangements entered into by our Company with the lenders entail certain conditions and covenants restricting certain corporate actions, and we are required to take the prior approval of / intimate the lender before carrying out such activities. These include, but are not limited to:

a. making any amendments in the Company's Memorandum and Articles

b. effecting any material change in the management control of the Company;

c. declaring any dividend if any instalment towards principal or interest remains unpaid on its due date

d. formulating or undertaking any scheme of amalgamation or reconstruction or merger or demerger

e. creating additional borrowing or encumbrances at the Company

f. implement any scheme of Expansion/Modernization/Diversification/IPO

8. **Events of default:** Borrowing arrangements entered into by our Company contain events of default, including, among others:

a. Failure to pay any amounts due under the Facility or any debt facility on relevant due date

b. Breach of any term of the Financing Agreement

c. Entering into any arrangement or composition with the Borrower's creditors or committing any act of insolvency

d. Failure of the Company to get itself and the Loan rated by Credit Rating Agency, in the form and manner provided under the Financing Agreement

e. Any information given by the Company in its application for Loan, in the reports and other information furnished in accordance with the reporting system and the warranties given/deemed to have been given are found to be misleading or incorrect in any material respect

f. Any changes in the company's constitution, especially within the core management team, or the undertaking of any merger, acquisition, or amalgamation, without prior written permission as stipulated in the financing agreements

9. **Personal Guarantee:** Our Promoters and Promoter Group have given Personal guarantee for certain loans of our Company

The details provided above are indicative and there may be additional terms, conditions, and requirements under the various outstanding borrowing arrangements of our Company

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings involving our Company, Directors, Promoters, Key Managerial Personnel and Senior Management ("**Relevant Parties**"); (ii) actions by any statutory or regulatory authorities involving the Relevant Parties; or (iii) claim involving our Company, Directors or Promoters for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved), (iv) proceeding involving our Company, Directors or Promoters (other than proceedings covered under (i) to (iii) above) which has been determined to be "material" pursuant to the materiality policy approved by our Board in its meeting held on September 10, 2023 ("**Materiality Policy**") (as disclosed herein below)*

*In accordance with the Materiality Policy, all outstanding litigation (other than outstanding criminal proceedings, and actions by statutory or regulatory authorities involving the Relevant Parties) and claims relating to direct and indirect taxes involving the Company, Directors or Promoters wherein (i) the aggregate monetary claim made by or against the Company, Directors and Promoters (individually or in the aggregate), in any such outstanding litigation, is equal to or in excess of an amount equivalent to 1% of the profit after tax, as per the Restated Financial Information for Fiscal 2024 would be considered for our Company("**Threshold**") (ii) where the monetary liability is not quantifiable, or which does not fulfil the threshold specified in (i) above, but the outcome of which could nonetheless have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company, or (iii) the pending litigation where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the Threshold, have been considered "material" and accordingly have been disclosed in this Red Herring Prospectus.*

Accordingly, all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Company, Directors and Promoters (individually or in aggregate), in any such outstanding litigation or arbitration proceeding is equal to or in excess of ₹ 1.83 million (being 1% of our profit after tax of our Company for Fiscal 2024), have been disclosed in this Red Herring Prospectus.

Further, there are no disciplinary actions (including penalties) imposed by SEBI or a recognized stock exchange against any of our Promoters in the last five Fiscals immediately preceding the date of this Red Herring Prospectus, including any outstanding action, which may have a material impact on our Company.

For the purposes of the above, pre-litigation notices received by the Company, Directors and Promoters from third parties (excluding notices issued by statutory or regulatory authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered "material" until such time that the Company, Directors and Promoters are impleaded as a defendant before any judicial or arbitral forum.

*Further, in accordance with the Materiality Policy, our Company has considered such creditors to be 'material', to whom the amount due is equal to or in excess of 5% of the trade payables of our Company. The trade payables of our Company as on December 31, 2024, was ₹ 682.76 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor individually exceeds ₹ 34.14 million as on December 31,2024. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with the Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined in a particular litigation disclosure below are for that particular litigation only.

LITIGATIONS INVOLVING OUR COMPANY

i. **Outstanding criminal proceedings**

Criminal proceedings against our Company

As on the date of this Red Herring Prospectus, there are no pending criminal proceedings filed against our Company.

Criminal proceedings initiated by our Company

Our Company ("**Complainant**") has filed a criminal complaint dated May 25, 2023 against S.V Equipments Pvt. Ltd. ("**Accused**") and Mr. Nageswara Rao Kadali ("Accused No. 1") before the Chief Judicial Magistrate, Kalol. The Complaint alleges a violation of section 138 read with section 142 of the Negotiable Instruments Act, 1881, due to the dishonour of two cheques issued in favor of our Company. These cheques

were issued as part of a transaction involving a purchase order for seamless pipes places by the accused. The aggregate amount involved is ₹ 0.25 million. The matter is currently pending.

ii. **Other material proceedings**

Civil proceedings against our Company

As on the date of this Red Herring Prospectus, there are no pending material civil proceedings filed against our Company which have been considered material in accordance with the Materiality Policy.

Civil proceedings initiated by our Company

As on the date of this Red Herring Prospectus, there are no pending material civil proceeding filed by our Company which have been considered material in accordance with the Materiality Policy.

iii. **Outstanding actions by Statutory Authorities or Regulatory Authorities**

Our Company received summons for production of documents before the investigating authority bearing reference no. SEBI/HO/CFID/CFID-SEC6/P/OW/2025/13574/1 dated May 19, 2025 ("**Summons**") from the Investigating Authority ("**IA**") appointed by SEBI. The said Summons is with respect to investigation into the dealings in the matter of Prakash Steelage Limited ("**PSL**"). The IA has sought certain information and documents as regards transactions involving purchases made by our Company from PSL during the period from Fiscal Year 2012-13 to till date. Our Company has furnished the necessary information and documents in response to the Summons received on May 21, 2025.

iv. **Outstanding tax proceedings**

As on the date of this Red Herring Prospectus, there are no outstanding tax proceedings involving our Company except as listed below.

Material Tax Litigation

Our Company, Scoda Tubes Limited ("**Taxpayer**") had claimed an Input Tax Credit of ₹31,43,306/- of central and state tax. However, upon examination of the Taxpayer's GSTR-2A of the Taxpayer, it was observed that the said amount was not reflected in the relevant GSTR-2A. On May 31, 2024, the Assistant commissioner of Central Goods and Service Tax division, Kadi, passed an order against the Taxpayer requiring repayment of the inadmissible Input tax credit of ₹31,43,306/- along with the penalty of ₹31,43,306/. Subsequently, on October 18, 2024, the Taxpayer filed an appeal against the order before the Deputy Central Tax Commissioner- Appeal, Mehsana. The matter is currently pending.

Set out below are the litigations other than material tax litigation relating to direct and indirect taxes involving our Company

Nature of case	Number of cases	Amount involved (in ₹ million)
Litigation involving our Company		
Direct Tax	1	1.76
Indirect Tax	3	13.35

LITIGATIONS INVOLVING OUR PROMOTERS

i. **Criminal proceedings involving our Promoters**

Criminal proceedings against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Promoters.

Criminal proceedings initiated by our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

ii. **Other material proceedings involving by our Promoters**

Civil proceedings against our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated against our Promoters.

Civil proceedings initiated by our Promoters

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Promoters.

iii. **Outstanding actions by Statutory or Regulatory authorities against our Promoters**

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Promoters.

iv. **Outstanding tax proceedings against our Promoters**

As on the date of this Red Herring Prospectus, there are no outstanding tax proceedings involving our Promoters.

LITIGATIONS INVOLVING OUR DIRECTORS

i. **Criminal litigations involving our Directors**

Criminal proceedings against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors.

Criminal proceedings initiated by our directors

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

ii. **Other material proceedings involving by our Directors**

Civil proceedings against our Directors

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated against our Directors.

Civil proceedings initiated by our Directors

As on the date of this Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Directors.

iii. **Outstanding actions by Statutory or Regulatory authorities against our Directors**

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Directors.

iv. **Outstanding tax proceedings against our Directors**

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Directors.

LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

i. Criminal litigations involving our Key Managerial Personnel and Senior Management

Criminal proceedings against our Key Managerial Personnel and Senior Management

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Key Managerial Personnel and Senior Management.

Criminal proceedings initiated by our Key Managerial Personnel and Senior Management

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Key Managerial Personnel and Senior Management.

ii. Outstanding actions by regulatory and statutory authorities against our Key Managerial Personnel and Senior Management

As on the date of this Red Herring Prospectus, there are no outstanding actions by Statutory or Regulatory authorities against our Key Managerial Personnel and Senior Management.

Outstanding dues to creditors

In accordance with the Materiality Policy, our Company has considered such creditors material to whom the amount due is equal to or in excess of 5% of the trade payables of our Company as of the end of the most recent period covered in the Restated Financial Information, *i.e.* ₹ 34.14 million, as of December 31, 2024 ("**Material Creditors**").

The details of the total outstanding over dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), Material Creditors and other creditors as on December 31, 2024 is as set forth below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, small and medium enterprises*	Nil	Nil
Material Creditors	04	522.49
Other Creditors[#]	220	160.27
Total	**224**	**682.76**

**As defined under the Micro, Small and Medium Enterprises Development Act, 2006.*
 # Including provisions and unbilled dues.
As certified by our Statutory Auditor by way of their certificate dated, May 22, 2025.

Details pertaining to outstanding over dues to material creditors, if any, along with names and amounts involved for each such material creditor shall be made available on the website of our Company at www.scodatubes.com .

Material Developments

Except as disclosed in *Significant Developments after December 31, 2024 that may affect our future results of operations"* on page 306, no circumstances have arisen since December 31, 2024, the date of the last Restated Financial Information disclosed in this Red Herring Prospectus, which may materially and adversely affect, or are likely to affect our profitability, our operations, the value of our consolidated assets or our ability to pay our material liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, licenses, consents, registrations, and permits issued by relevant regulatory authorities under various rules and regulations. Set out below is an indicative list of all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking our Company's current business activities and operations. Except as disclosed below, no further material approvals are required for carrying on the present business operations of our Company. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see "*Key Regulations and Policies in India*" on page 220.

For issue related approvals, see "*Other Regulatory and Statutory Disclosures*" on page 332 and for incorporation details of our Company, see "*History and Certain Corporate Matters*" on page 226

Incorporation details of our Company

a) Certificate of incorporation dated November 10, 2008 issued by Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli to our Company, in the name of 'Scoda Tubes Limited'.

b) Certificate of commencement of business dated November 12, 2008 issued by Assistant Registrar of Companies, Gujarat, Dadra and Nagar Haveli.

c) The corporate identification number of our Company is U28110GJ2008PLC055392

I. Material Approvals in relation to the Issue

For the approvals and authorisations obtained by our Company in relation to the Issue, see "*Other Regulatory and Statutory Disclosures – Authority for the Issue*", beginning on page 332.

II. Material approvals in relation to our Company

Our Company has received the following material approvals, licenses, consents, registrations, and permits pertaining to our business:

A. Tax related approvals

1. Permanent account number AAMCS5287N issued by Income Tax Department, Government of India, under the Income Tax Act, 1961.
2. Tax Deduction and Collection Account Number AHMS17603F issued by Income Tax Department under Income Tax Act, 1961.
3. The GST Registration number of our Company is 24AAMCS5287N1ZK, issued by the Government of India.
4. Importer-Exporter Code (IEC) number 0810018306, issued by the Directorate General of Foreign Trade, Ahmedabad under the Foreign Trade (Development and Regulation) Act, 1992.

B. Material approvals in relation to our Company

1. Licence to work a factory issued by the Gujarat State Government under the Factories Act, 1948 bearing NOC No.: 203/27106/2010, Factory Identification Number A15007905A valid up to December 31, 2029.
2. Consolidated consent and authorization issued by Gujarat Pollution Control Board, Gandhinagar under the Water (Prevention and Control of Pollution) Act 1974, Air Act, 1981 and the Hazardous Waste (Management & Handling & Transboundary Movement) Rules, 2008 for Stainless Steel Seamless Tubes & Pipes and U-tubes, Stainless Steel welded Tubes & Pipes and U-tubes, Stainless Steel Mother Hollow Pipes valid up to March 31, 2026.
3. Consent to establish (NOC) issued by the Gujarat Pollution Control Board under Water Act 1974, Air Act 1981 and the Environment Protection Act, 1986 for Stainless Steel Seamless Tubes & Pipes and U-tubes, Stainless Steel welded Tubes & Pipes and U-tubes, Stainless Steel Mother Hollow Pipes valid up to October 05, 2030.
4. Consent to establish (NOC) issued by the Gujarat Pollution Control Board under Section 25 of Water Act 1974 and Section 21 of Air Act 1981, for Gas Fired and Cold Rolling Products valid up to July 08, 2031.

5. Consent to establish (NOC) issued by the Gujarat Pollution Control Board under Water (Prevention and Control of Pollution, Act, 1974, the Air Act, 1981 and the Environment protection, Act, 1986 for Gas Fired and Cold Rolling Products valid up to September 16, 2031.
6. Consent to establish issued by the Gujarat Pollution Control Board under Water Act, 1974, the Air Act, 1981 and the Environment protection act, 1986 for Stainless Steel Seamless Tubes & Pipes and U-tubes, Stainless Steel welded Tubes & Pipes and U-tubes, Stainless Steel Mother Hollow Pipes valid up to November 07, 2031
7. The LEI code number 335800K4ZJRFLYTHQZ98 granted by the Legal Entity Identifier India Limited.
8. The Company has been granted Udyam registration certificate bearing number UDYAM-GJ-14-0002363 from the Ministry of Micro, Small and Medium Enterprises dated December 30, 2020.
9. The Approval for the Manufacturing of Stainless-Steel Seamless Pipes & Welded Pipes, Tubes & U Tubes issued by Office of the Director of Boiler, Gujarat State under Indian Boiler Regulation, 1950 valid up to March 16, 2027.
10. No Objection Certificate (NOC) for Ground Water Abstraction bearing NOC No. CGWA/NOC/IND/REN/1/2023/8744 and Application No. 21-4/4593/GJ/IND/2018, issued by Central Ground Water Authority, River Development & Ganga Rejuvenation, Department of Water Resources, Ministry of Jal Shakti, Government of India, valid up to January 17, 2026.
11. Power connection for manufacturing facility of welded product issued by Uttar Gujarat Vij Company Limited (UGVCL).

C. Labour and commercial approvals

1. Certificate of registration bearing establishment code number GJAHD0056323000, issued by the Employees' Provident Fund Organisation, India under the Employee Provident Fund and Miscellaneous Provisions Act, 1952.

III. Material approvals applied for by our Company but not received:

Nil

IV. Material approvals that have expired and for which renewal applications have been made:

Our Company has made an application for renewal of the BIS Licence for stainless steel seamless pipes and tubes for general service bearing CML no. CM/L-7200242296.

V. Intellectual Property related approvals

As on the date of this Red Herring Prospectus, our Company has the following registered trademarks:

Sr. No.	Particulars	Registration status	Trademark number	Class	Validity
1.	SCODA TUBES LIMITED	Registered	4308782	6	September 30, 2029

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

Our Board has approved the Issue pursuant to the resolution passed at its meeting held on September 10, 2024 and our Shareholders have approved the Issue pursuant to a resolution dated September 18, 2024 in terms of Section 62(1)(c) of the Companies Act, 2013.

Our Board has pursuant to the resolution passed at its meeting held on September 30, 2024 approved the Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges. This Red Herring Prospectus has been approved pursuant to a resolution passed by the Board on May 22, 2025.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters each dated December 18, 2024.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, our Promoters, our Directors and the members of the Promoter Group are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Neither our Company nor our Directors or Promoters have been declared as a 'willful defaulter' or a 'fraudulent borrower', as defined under the SEBI ICDR Regulations.

Our individual Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Directors associated with the Securities Market

None of our Directors are associated with securities market related business. There are no outstanding actions initiated by SEBI in the last five years preceding the date of the Red Herring Prospectus against our Directors.

Confirmation under the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to them, as on the date of this Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50 % are held in monetary assets;
- Our Company has an average profit of at least ₹150 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and
- Our Company has not changed its name in the last one year.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

a. None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control are debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

b. None of our Company, our Promoters, members of our Promoter Group, our Directors are debarred from accessing the capital markets by SEBI.

c. Neither our Company nor our Directors or Promoters have been declared as a 'willful defaulter' or a 'fraudulent borrower', as defined under the SEBI ICDR Regulations.

d. Our individual Promoters or Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

e. There are no convertible securities that are required to be converted on or before the filing of the Red Herring Prospectus;

f. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Red Herring Prospectus.

g. There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in the offer document.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the issue shall be not less than 1,000 and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company's operating profit, net worth, net tangible assets and monetary assets derived from the Restated Financial Information included in this Red Herring Prospectus, as at, and for the last three years ended March 31 are set forth below:

Derived from our Restated Financial Information

(in ₹ million)

Particulars	Fiscal		
	2024	2023	2022
Net tangible assets, as restated (A)[(1)]	638.50	447.86	346.54
Operating profit, as restated (B)[(4)]	424.04	233.07	84.60
Net Worth, as restated (C)[(3)]	636.12	453.11	349.78
Monetary assets, as restated (D)[(2)]	216.15	101.26	4.29
Monetary assets as a percentage of the net tangible assets as restated (E)= (D)/(A)(in %)	33.85	22.61	1.24

Source: Restated Financial Information as included in "Financial Information" beginning on page 254.
Notes:

1. *'Net tangible assets' means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets as defined in Ind AS 12 and excluding the impact of deferred tax liabilities as defined in Ind AS 12 issued by Institute of Chartered Accountants of India.*
2. *'Monetary assets' is the aggregate of cash and cash equivalents and other balance with banks and interest accrued thereon excluding deposits kept as margin money against bank guarantees and other earmarked deposits.*
3. *Net worth' means aggregate value of the paid-up share capital and other equity created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, derived from Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
4. *'Operating Profit' has been calculated as profit before finance costs, other non operating income, exceptional item and tax expenses.*

Our Company has operating profits in each of Fiscal 2024, 2023 and 2022 in terms of our Restated Financial Information. Our average operating profit for Fiscals 2024, 2023 and 2022 is ₹ 247.24 million. For further details, please see, "*Restated Financial Information*" beginning on page 254.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO 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 RED HERRING PROSPECTUS. THE BRLM, MONARCH NETWORTH CAPITAL LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIRE/MENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of this Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors and the BRLM

Our Company, our Directors and the BRLM accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.scodatubes.com, or any website of any of the members of our Promoter Group or any affiliate of our Company, would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters and our Company.

All information shall be made available by our Company and the BRLM to the Bidders and public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centers or elsewhere.

Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The BRLM and its respective associates and affiliates in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoters and their respective directors and officers, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and the Underwriters and their respective directors, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Ahmedabad, India only.

This Issue is being made in India to persons resident in India (including individual Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, venture capital funds, National Investment Fund set up by the GoI, provident funds and pension funds fulfilling the minimum corpus requirements under the SEBI ICDR Regulations, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Post, (India), systematically important NBFCs, permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

This Red Herring Prospectus does not constitute offer to sell or an invitation to subscribe to or purchase the Equity Shares in the Issue in any jurisdiction, other than in India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

Directors, Promoters and Promoters Group associated with the Securities Market

None of our Directors, Promoters and Promoter Group are, in any manner, associated with the securities market. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the Five years preceding the date of this Red Herring Prospectus.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

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.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Important Information for Investors – Eligibility and Transfer Restrictions

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of the Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the U.S. Securities Act, unless made pursuant to available exemptions from the registration requirements of the U.S. Securities Act and in accordance with applicable securities laws of any state or other jurisdiction of the United States.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

Disclaimer clause of BSE

As required, a copy of the Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company post scrutiny of the Draft Red Herring Prospectus is set forth below:

"BSE Limited ("the Exchange") has given vide its letter dated December 18, 2024, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner: -

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and Shall not have any Claim against the Exchange whatsoever by reason Of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever".

Disclaimer clause of NSE

As required, a copy of the Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company post scrutiny of the Draft Red Herring Prospectus is set forth below:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4662 dated December 18, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be

distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through this Red Herring Prospectus and the Prospectus are proposed to be listed on the Stock Exchanges. Application has been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being issue and sold in the Issue and NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Issue Closing Date. If our Company does not allot Equity Shares pursuant to the Issue within three Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Consents

Consents in writing of our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, Legal Counsel to our Company, Industry report provider, the Bankers to our Company, BRLM, Statutory Auditor, the Registrar to the Issue and Independent Consultant, Syndicate Members, Escrow Collection Banks, Public Offer Account Bank, Refund Bank, and Sponsor Bank to act in their respective capacities, have been obtained. Further, such consents shall not be withdrawn up to the time of filing of this Red Herring Prospectus with RoC.

Expert opinion

Our Company has received written consent dated May 22, 2025 from the Statutory Auditor, namely, M/s. Dhirubhai Shah & Co LLP , to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (i) their examination report dated April 17, 2025 on the Restated Financial Information; and (ii) their report dated May 22, 2025 on the statement of possible special tax benefits in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has received written consents dated May 22, 2025 from Deepak C. Shah (Membership no. M/02916), as Chartered Engineer to include its name as an "expert" as defined under Section 2(38) and other applicable provisions of the Companies Act, 2013 in respect of the report dated May 22, 2025 on installed capacity, actual production and capacity utilisation at our manufacturing facility owned and/or controlled by the Company and estimated cost for the Proposed Project, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S Securities Act.

Particulars regarding public or rights issues undertaken by our Company during the last five years

Except as disclosed in the section entitled "*Capital Structure*" on page 97, there have been no public issues or rights issues undertaken by our Company during the five years immediately preceding the date of this Red Herring Prospectus.

Commission or brokerage on previous issues during the last five years

Since this is the initial public offering of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Capital Issues in the preceding three years

Except as disclosed in the section entitled "Capital Structure" on page 97, our Company has not made any capital issues during the three years immediately preceding the date of this Red Herring Prospectus.

Performance *vis-à-vis* objects - Public/ rights issue of our Company

Except as disclosed in the section entitled "*Capital Structure*" on page 97 our Company has not undertaken any public, including any rights issues to the public in the five years immediately preceding the date of this Red Herring Prospectus.

Performance *vis- à-vis* objects: Public/ rights issue of the listed Subsidiaries and listed Promoters

As on the date of this Red Herring Prospectus our Company does not have a corporate promoter or a listed subsidiary.

Price information of past issued handled by the BRLM

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Monarch Networth Capital Limited*

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Exicom Tele – Systems Limited	4,288.99	142.00	March 3, 2024	265.00	46.41% [0.71%]	113.49% [4.06%]	171.51% [12.88%]
2.	Dharmaj Crop Guard Limited	2,510.92	237.00	December 8, 2022	266.05	-19.30% [-4.03%]	-29.03% [-4.59%]	-26.41% [-0.06%]

Source: www.nseindia.com; www.bseindia.com

***Notes**:*

1. *The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days isa trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.*
2. *The Nifty 50 index is considered as the Benchmark Index, NSE being the designated stock exchange.*

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Monarch Networth Capital Limited*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-2024	1	4,289.99	-	-	-	-	1	-	1	-	-	1	-	-
2022-2023	1	2,510.92	-	-	1	-	-	-	1	-	-	-	-	-

Notes:

1. *The information is as on the date of this Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the BRLM as set forth in the table below:

Sr. No.	Name of the BRLM	Website
1.	**MONARCH NETWORTH CAPITAL LIMITED**	www.mnclgroup.com

Stock market data of the Equity Shares

As the Issue is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a minimum period of eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of the SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the Bidders shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially- allotted applications, for the stipulated period. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Managers, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the SEBI ICDR Master Circular , the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Issue BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The agreement between the Registrar to the Issue and our Company provide for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, Bidders may also write to the BRLM or the Registrar to the Issue, in the manner provided below.

All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than RIIs bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of RIIs applying through the UPI mechanism in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders DP' ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

The Company have obtained authentication on the SCORES and shall comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021, in relation to redressal of investor grievances through SCORES.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI ICDR Master Circular, in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay in such other manner as may be specified under applicable law.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove. Our Company has not received any investor complaint during the three years preceding the date of this Red Herring Prospectus. There are no investor complaints in relation to our Company pending as on the date of this Red Herring Prospectus.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accepts no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations. 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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of investor grievances by our Company

Our Company has constituted a Stakeholders Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer, and issue of duplicate shares.

Our Company estimates that the average time required by our Company and/or the Registrar to the Issue for the redressal of routine investor grievances shall be 15 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Nishita Sanghvi as the Company Secretary and Compliance Officer. For details, please see the section entitled "***General Information***" on page 89.

Further, our Board has constituted the Stakeholders Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. For further information, please see the section entitled "***Our Management – Corporate Governance***" on page 234.

Disposal of investor grievances by listed Group Companies and Subsidiaries

As on the date of this Red Herring Prospectus, our Company does not have any group companies and subsidiary.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

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

Other confirmations

No person connected with the Issue, including but not limited to our Company, the BRLM, the Syndicate Member, the Promoters, our Directors or the members of the Promoter Group shall issue in any manner whatsoever any incentive, whether direct or indirect, in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

SECTION VII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued, and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

The Issue

The Issue is through a issue by our Company. Expenses for the Issue shall be borne our Company in the manner specified in "***Objects of the Issue -Issue related expenses***" on page 136.

Ranking of the Equity Shares

The Equity Shares being Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013, our Memorandum of Association and our Articles of Association and shall rank pari passu in all respects with the existing Equity Shares, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "***Description of Equity Shares and Terms of the Articles of Association***" beginning on page 373.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Issue), will be payable to the Bidders who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 253 and 373, respectively.

Face Value, Issue Price, Price Band

The face value of each Equity Share is ₹ 10 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ [●] per Equity Share ("**Cap Price**"). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLM, as per applicable law and , which shall be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad editions of Jaihind (a widely circulated Gujarat daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company (acting through the IPO Committee) in consultation with the BRLM after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares issued and issue by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy, or 'e-voting' in accordance with the provisions of the Companies Act, 2013;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and other preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations and foreign exchange regulations; and
- Such other rights, as may be available to a Shareholder of a listed public company under the Companies Act 2013, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 373.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Issue:

- Tripartite Agreement dated September 27, 2024, among CDSL, our Company and the Registrar to the Issue
- Tripartite Agreement dated September 28, 2024, among NSDL, our Company and the Registrar to the Issue

Market Lot and Trading Lot

Since trading of the Equity Shares on the Stock Exchanges shall only be in dematerialized/electronic form, the tradable lot is one Equity Share. Allotment in this Issue will be only in dematerialized/electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Issue Procedure*" beginning on page 353.

Compliance with disclosure and accounting norms

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

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Period of operation of subscription list

See "–Bid/Issue Period" on page 346.

Jurisdiction

The courts of Gujarat at Ahmedabad, India will have exclusive jurisdiction in relation to this Issue.

Nomination facility to Investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if they were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by

nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. 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 our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or

b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

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

Bid/Issue Programme

BID/ISSUE OPENS ON	Wednesday, May 28, 2025
BID/ISSUE CLOSES ON	Friday, May 30, 2025[#]

 # UPI mandate end time and date shall be at 5:00pm on Bid/Issue Closing Date, i.e., on May 30, 2025

An indicative timeline in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue closing date	Friday, May 30, 2025
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, June 02, 2025
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Tuesday, June 03, 2025
Credit of Equity Shares to demat accounts of Allottees	On or about Tuesday, June 03, 2025
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, June 04, 2025

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI RTA Master Circular and SEBI ICDR Master Circular*

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/Issue Opening Date till the Bid/Issue Closing Date by obtaining the same the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the issue on a daily basis in accordance with the SEBI RTA Master Circular.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

In terms of the UPI Circulars, in relation to the Issue, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circular or notification from SEBI after the date of this Red Herring Prospectus may result in changes to the listing timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time ("**IST**")
Bid/Issue Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts)–For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹ 0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹ 0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories[#]	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. on Bid/ Issue Closing Date

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

[#]QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Issue Closing Date, Bids shall be uploaded until:

a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

b) 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit a confirmation in respect thereof to the BRLM and the Registrar to the Issue on a daily basis *as per the format prescribed in the SEBI ICDR Master Circular*.

To avoid duplication, the facility of re-initiation provided to Syndicate Member shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Issue. Bids and any revision in Bids will be accepted only during Working Days during the Bid / Issue Period.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids and revisions by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. Provided that Cap Price shall remain minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price

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

None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank(s) on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of discrepancy in data entered in the electronic book *vis-a-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Minimum Subscription

In the event our Company does not receive a subscription in the Issue as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, or fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law and the SEBI ICDR Master Circular, our Company shall within two days from the closure of the Issue, refund the subscription amount received in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond the prescribed time, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under the applicable law.

Further our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Issue.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-issue capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 97 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Description of Equity Shares and Terms of Articles of Association*" beginning on page 373.

Withdrawal of the Issue

Our Company, in consultation with the BRLM, reserve the right to not proceed with the Issue, in whole or part thereof, to the extent of their respective portion of Issue Shares after the Bid/Issue Opening Date but before the Allotment. In the event that our Company, in consultation with the BRLM, decide not to proceed with the Issue, our Company shall issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue. In such event, the BRLM through the Registrar to the Issue shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Manager withdraw the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with a public issuing of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and Stock Exchanges.

ISSUE STRUCTURE

The Issue is being made through the Book Building Process. The Issue is of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 2,200.00 million. The Issue will constitute [●] % of the post-issue paid-up Equity Share capital of our Company.

Our Company has, in consultation with the BRLM, undertaken a Pre-IPO Placement of 4,400,000 Equity Shares at an issue price of ₹ 125 per Equity Share (including a premium of ₹ 115 per Equity Share) aggregating ₹ 550.00 million on October 21, 2024 to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund. The size of the Issue has been reduced by ₹ 550.00 million pursuant to the Pre-IPO Placement and the revised size of the Issue is up to ₹ 2,200.00 million. Our Company has appropriately intimated the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that the issue may come through or listing shall happen, and the investment is being done solely at the risk of the investor. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement has been appropriately made in the relevant sections of this Red Herring Prospectus and will be made in relevant sections of the Prospectus.

The face value of the Equity Shares is ₹ 10 each.

In terms of Rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process, in compliance with Regulation 6(1) and Regulation 31 of the SEBI ICDR Regulations:

Particulars	**QIBs[(1)]**	**Non-Institutional Bidders**	**Retail Individual Bidders**
Number of Equity Shares available for Allotment/allocation[(2)]	Not more than [●] Equity Shares aggregating to ₹ [●] million	Not less than [●] Equity Shares aggregating to ₹ [●] million available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares aggregating to ₹ [●] million available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue size available for Allotment/allocation	Not more than 50% of the Issue shall be available for allocation to QIBs. However, upto 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Issue or the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not less than 35% of the Issue or the Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate	The allotment to each Non-Institutional Bidders shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any,	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any,

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
	basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to: one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹ 0.20 million and up to ₹1.00 million; two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹1.00 million. Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other category.	shall be allotted on a proportionate basis. For details see, "*Issue Procedure*" on page 353.
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares and in multiples of [●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the Anchor portion), subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[3][4]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance	Resident Indian individuals, Eligible NRIs on a non-repatriable basis, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 0.20 million in value.

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	company registered with IRDAI, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	which are recategorized as category II FPIs and registered with SEBI	
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids [(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism (for RIBs using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism.		

**Assuming full subscription in the Issue*

1. *Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, see "Issue Procedure" on page 353 .*

2. *Subject to valid Bids being received at or above the Issue Price. This is an Issue in terms of Rule 19(2)(b) of the SCRR in compliance with Regulation 6(1)) of the SEBI ICDR Regulations.*

   Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

3. *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*

4. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.The Bids by FPIs with certain structures as described under "Issue Procedure - Bids by FPIs" on page 137 to 138 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed*

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ISSUE PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v)Issuance of CAN and allotment in the Issue; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications and electronic registration of bids.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till* June 30*, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, the SEBI has increased the UPI limit from ₹ 0.20 million to ₹ 0.50 million for all the individual investors applying in public issues.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public Issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI ICDR Master Circular and made effective 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. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification Issue by the SEBI from time to time. Further, SEBI ICDR Master Circular has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars to extent applicable to RTAs. The provisions of these circulars are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI ICDR Master Circular , all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Red Herring Prospectus.*

Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the board of directors of the SEBI, have approved the proposal to reduce the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. The above timeline will be applicable on a voluntary basis for public issue opening on or after September 1, 2023 *and on a mandatory basis for public issue opening on or after* December 1, 2023*. Therefore, the time period for listing of equity shares pursuant to this issue will be undertaken mandatorily on T+3 basis.*

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

categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI ICDR Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead manager shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

Further, our Company and the BRLM and the members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders, and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for RIBs using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, in compliance with applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, read with CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

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 01, 2019, until March 31, 2019, or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB 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 June 01, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues 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 01, 2023 and on a mandatory basis for all Issues opening on or after December 01, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public Issue closure to listing has been reduced to three Working Days.

The Issue is made under UPI Phase III of the UPI Circular on mandatory basis. The same shall be advertised in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta and Ahmedabad editions of the Gujrati daily newspaper Jaihind (Gujrati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs issuing the facility of making application in public Issues shall also provide facility to make application using UPI. Our Company 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 UPI Bidders using the UPI.

Pursuant to the UPI Streamlining Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Issue BRLM will be required to compensate the concerned investor.

The processing fees for application made by UPI Bidders using the UPI mechanism may be released to the remitter banks (SCSBs) only after such banks make an application to the BRLM with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts in the bank accounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in accordance with SEBI ICDR Master Circular

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and our Registered and Corporate Office. An

electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of with the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process.

UPI Bidders bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

Anchor Investors are not permitted to participate in the Issue through the ASBA process. The RIBs can additionally Bid through the UPI Mechanism. RIBs bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. Retail Individual Investors Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI ASBA Bidders (other than Retail Individual Investors using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account. RIBs may also submit their ASBA Forms with the SCSBs (except RIBs using the UPI Mechanism). ASBA bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to Bidders, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process. The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FVCIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

**Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records

of the CDP for DP ID/Client ID and PAN, on a real time 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 Bid details already uploaded.

The Sponsor Bank shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) 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 issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI ICDR Master Circular . For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank will undertake a reconciliation of Bid 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 Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM 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 UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Pursuant to NSE circular dated August 3, 2022 with reference no. 25/2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI mandate shall be up to 5:00 p.m. on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the issue and Depository Participants shall continue till further notice;

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued;

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 4.00 p.m. for QIBs and Non-Institutional Bidders categories and up to 5.00 p.m. for Retail Individual Bidders categories on the initial public offer closure day;

d. QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids;

e. The Stock Exchanges shall display Issue demand details on its website and for UPI bids the demand shall include/consider UPI bids only with latest status as RC 100–black request accepted by Investor/ client, based on responses/status received from the Sponsor Bank(s).

ELECTRONIC REGISTRATION OF BIDS

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.

b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

The Equity Shares issue in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be issue or sold in the United States

except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being issue and sold only outside the United States in reliance on Regulation S and the applicable laws of the jurisdictions where such issues and sales occurs.

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 issue or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters and members of the Promoter Group of the Company, the BRLM and the Syndicate Members and the persons related to Promoter, Promoter Group, BRLM and the Syndicate Members

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLM or any associates of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLM, Pension funds sponsored by entities which are associate of BRLM) nor (ii) any "person related to the Promoters/ 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 Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLM, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLM.

The Promoters and members of the Promoter Group will not participate in the Issue, except to the extent of participation by our Promoters and members of the Promoter Group in the Issue.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non- Resident ("**FCNR**") accounts, and Eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**")

accounts or accept the UPI mandate request (in case of UPI Bidders using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents white in colour.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 371. Participation of Eligible NRIs shall be subject to the FEMA Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company in consultation with BRLM, reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI, or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e. up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time. In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the

paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour). Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment manager in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids involving (i) the MIM Structure and indicating the name of their respective investment manager in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations, inter-alia, prescribe the respective investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI.

Accordingly, the holding in any company by any individual VCF or FVCIs (under Schedule I of the FEMA Non-Debt Rules) registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public issue.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**"), the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such company, shall be exempt from lock-in requirements, provided that such equity shares shall be locked in for a period of at least one year from the date of purchase by the venture capital fund or alternative investment fund or foreign venture capital investor.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions – RBI (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on investment 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 (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the RBI (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

a) equity shares of a company: the lower of 10%* of the outstanding equity shares (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 or health insurer;

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 health insurer 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 operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer 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.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of* ₹ 2,50,000 *crore or more or the above limit of* 10*% shall stand substituted as 12% of outstanding equity shares (face value) for insurers with investment assets of ₹50,000 crore or more but less than* ₹ 2,50,000 *crore.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLM reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the BRLM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the BRLM may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Manager.
2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.
3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above Anchor Investor Allocation Price.
4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and will be completed on the same day.

5) Our Company in consultation with the Book Running Lead Manager will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and (c) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Manager before the Bid/ Issue Opening Date, through intimation to the Stock Exchanges.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors will be locked in for a period of 30 days from the date of Allotment.

10) Neither the Book Running Lead Manager or any associate of the Book Running Lead Manager (other than Mutual Funds sponsored by entities which are associates of the BRLM or AIFs sponsored by entities which are associates of the BRLM or FPIs (other than individuals, corporate bodies and family offices) which are associates of the BRLM or insurance companies promoted by entities which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM) shall apply in the Issue under the Anchor Investors Portion. For details, see "*Issue Procedure"* on page 353. Further, no person related to the Promoters or Promoter Group shall apply under the Anchor Investors category.

11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Issue Procedure*" on page 353.

For the method of proportionate basis of Allotment, see "*Issue Procedure*" beginning on page 353.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Issue.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the

compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not an UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
5. UPI Bidders using UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
8. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
9. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms;
10. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
12. UPI Bidders Bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic

mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. 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;

16. Ensure that the Demographic Details are updated, true and correct in all respects;

17. 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;

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

21. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

22. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

23. In case of QIBs and NII bidders, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 5:00 p.m. of the Bid/ Issue Closing Date;

25. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment manager in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

26. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

27. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM.
28. Bids by Eligible NRIs for a Bid Amount of less than ₹0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹0.20 million would be considered under the Non- Institutional Category for allocation in the Issue.
29. The ASBA bidders shall ensure that bids above ₹ 500,000 are uploaded only by the SCSBs.
30. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023.

    The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account.
9. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
11. If you are a UPI Bidders and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
12. Anchor Investors should not Bid through the ASBA process;
13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
17. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
19. Do not submit a Bid using UPI ID, if you are not a RIB;
20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not Bid for Equity Shares in excess of what is specified for each category;

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/Issue Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centers;

25. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

26. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

27. If you are a QIB, do not submit your Bid after 12:00 p.m. on the Bid/ Issue Closing Date (for Physical Applications) and after 3 p.m. on the QIB Bid / Issue Closing Date (for online applications);

28. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided on the SEBI website is liable to be rejected; and

29. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders were requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the first Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the RIBs by using third party bank accounts or using third party linked bank account UPI IDs;

10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

11. GIR number furnished instead of PAN;

12. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million;

13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

14. Bids accompanied by stock invest, money order, postal order or cash; and

15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see "*General Information*" on page 353.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. For the avoidance of doubt, the provisions of the SEBI ICDR Master Circular shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

For helpline details of the BRLM pursuant to the SEBI ICDR Master Circular , please see "*General Information – Book Running Lead Manager*" on page 90.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment 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 Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 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 Bidders, Non Institutional Bidders and Anchor Investors 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 Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to Non-Institutional Bidder shall not be less than the minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "Scoda Tubes Limited – Anchor R"

(b) In case of Non-Resident Anchor Investors: "Scoda Tubes Limited – Anchor NR"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Issue and price band advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) , all editions of Financial Express (a widely circulated English national daily newspaper), all

editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad editions of Jaihind (a widely circulated Gujarat daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/ Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Issue Price but prior to the filing of Prospectus.

b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

Allotment Advertisement

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express an English national daily newspaper, all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Ahmedabad editions of Jaihind (a widely circulated Gujarat daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company, and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- No further issue of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc

- Promoter's contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees.
- that if the Issue is withdrawn after the Bid/Issue Closing Date, our Company shall be required to file a Issue Document with SEBI, in the event a decision is taken to proceed with the Issue subsequently.
- that our Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.
- It shall not issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Issue, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Issue.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Issue Price, will be taken by our Company in consultation with the BRLM, in accordance with applicable law.

Depository Arrangements

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated September 27, 2024, among CDSL, our Company and the Registrar to the Issue
- Tripartite Agreement dated September 28, 2024, among NSDL, our Company and the Registrar to the Issue.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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

d) shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 0.1 crore 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 ₹0.5 crore or with both.

Utilisation of Issue Proceeds

- The Company specifically confirms and declares that all monies received out of the Issue shall be 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.
- Details of all monies utilized shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- Details of all unutilized monies, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

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 the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. 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 Circular of 2020 ("**FDI Policy**") by way of circular bearing number DPIIT file number 5(2)/2020-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. 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. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For details, see "***Issue Procedure***" on page 353.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

Foreign Exchange Laws

The foreign investment in our Company is governed by, *inter-alia*, the FEMA, as amended, the FEMA Rules, the FDI Policy issued and amended by way of press notes.

Pursuant to the FDI Policy, FDI of up to 100% is permitted under the automatic route in our Company.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. For details of the aggregate limit of investments by NRIs and FPIs in our Company, see "*Issue Procedure – Bids by Eligible NRIs*" and "*Issue Procedure – Bids by FPIs*" on pages 358 and 359.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be issue 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 issue 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 issue 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 Bidders. Our Company, our Promoters, our Director and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company.

No material clause of the Articles of Association having bearing on the Issue or the disclosures required in this Red Herring Prospectus has been omitted.

Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

SCODA TUBES LIMITED

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the 16th Annual General Meeting of Scoda Tubes Limited of (the "Company") held on September 18, 2024. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company unless expressly made applicable in these Articles or by the said Act but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.

1. (1)	The regulations contained in table "F" of schedule I to the Companies Act, 2013 shall apply only in so far as the same are not provided for or are not inconsistent with these Articles.	**Table 'F' shall apply**
(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	**Company to be governed by these Articles**
Definitions and Interpretation		
2.	In these Articles —	
	(a) "Act" means the Companies Act, 2013 (including the relevant rules framed thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	**"Act"**
	(b) "Applicable Laws" means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, byelaws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time	**"Applicable Laws"**
	(c) "Articles" means these articles of association of the Company or as altered from time to time.	**"Articles"**
	(d) "Board of Directors" or "Board", means the collective body of the Directors of the Company nominated and appointed from time to time in accordance with Articles 84 to 90, herein, as may be applicable.	**"Board of Directors" or "Board"**

	(e) "Company" means Scoda Tubes Limited.	**"Company"**
	(f) "Lien" means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker's lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;	**"Lien"**
	(g) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	**"Rules"**
	(h) "Memorandum" means the memorandum of association of the Company or as altered from time to time.	**"Memorandum"**
Construction		
	In these Articles (unless the context requires otherwise): (i) References to a party shall, where the context permits, include such party's respective successors, legal heirs and permitted assigns. (ii) The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles. (iii) References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein. (iv) Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings. (v) Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation". (vi) The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any Article of these Articles, unless expressly stated otherwise. (vii) Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of such period is not a Business Day; and whenever any payment is to be made or action to be taken under these Articles is required to be made or taken on a day other than a Business Day, such payment shall be made or action taken on the next Business Day following. (viii) A reference to a party being liable to another party, or to liability, includes, but is not limited to, any liability in equity, contract or tort (including negligence). (ix) Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions. (x) References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the MCA. The applicable provisions of the Companies Act, 1956 shall cease to have effect	

	from the date on which the corresponding provisions under the Companies Act, 2013 have been notified. (xi) In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.	
Share capital and variation of rights		
3.	The authorized share capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Clause V of Memorandum, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein, with power to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.	**Authorized share capital**
4.	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 Board 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 (subject to the compliance with the provision of section 53 and 54 of the Act) and at such time as they may from time to time think fit provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the general meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time. Any application signed by or on behalf of an applicant for subscription for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles, and every person, who, thus or otherwise, accepts any Shares and whose name is entered on the Registered shall, for the purpose of these Articles, be a member. The money, if any, which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly, in the manner prescribed by the Board. Every member or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his Share or Shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time, in accordance with the Regulations of the Company, require or fix for the payment thereof.	**Shares under control of Board**
5.	Subject to the provisions of the Act, these Articles and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, provided that the option or right to call of	**Board may allot shares otherwise than for cash**

	shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	
5A.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other Applicable Laws: (a) Equity Share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital	**Kinds of share capital**
6. (1)	The Company shall keep or cause to be kept a Register and Index of Members, in accordance with the applicable Sections of the Act. The Company shall be entitled to keep, in any State or Country outside India, a Branch Register of Members, in respect of those residents in that State or Country. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, sub-division, consolidation or renewal of shares or within such other period as the conditions of issue shall provide – (a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of Rupees Twenty for each certificate or such charges as may be fixed by the Board for each certificate after the first.	**Issue of certificate**
(2)	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 the person first named on the register of members shall be sufficient delivery to all such holders.	**Issue of share certificate in case of joint holding**
(3)	Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.	**Option to receive share certificate or hold shares with depository**
7.	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium.	**Option to receive share certificate or hold shares with depository**
8.	If any 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	**Issue of new certificate in place of one defaced, lost or destroyed**

	execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees not less than Rupees twenty and not more than Rupees fifty for each certificate as may be fixed by the Board. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.	
8A.	Except as required by Applicable Laws, no person shall be recognized 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 recognize (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 Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	**Company not compelled to recognize any equitable, contingent interest**
8B.	Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.	**Terms of issue of debentures**
9.	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	**Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.**
10. (1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.	**Power to pay commission in connection with securities issued**
(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	**Rate of commission in accordance with Rules**
(3)	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.	**Mode of payment of commission**
11. (1)	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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	**Variation of members' rights**
(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.	**Provisions as to general meetings**

		to apply mutatis mutandis to each Meeting
12.	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.	**Issue of further shares not to affect rights of existing members**
13.	Subject to section 55 and other provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act. On the issue of Redeemable Preference Shares under the provisions of the preceding Article, the following provisions shall take effect:- (i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption. (ii) No such Shares shall be redeemed unless they are fully paid. The period of redemption in case of preference shares shall not exceed the maximum period for redemption provided under Section 55 of the Act; (iii) The premium, if any, payable on redemption, must have been provided for, out of the profits of the Company or the Share Premium Account of the Company before, the Shares are redeemed; and (iv) Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called "Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed and the provisions of the Act, relating to the reduction of the Share Capital of the Company, shall, except as provided in Section 80 of the Act, apply as if "Capital Redemption Reserve Account" were paid up Share capital of the Company. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the applicable provisions of the Act, be modified, commuted, affected or abrogated, or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified, in writing, by holders of at least three-fourths in nominal value of the issued Shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of Shares of that class and all the provisions hereinafter contained as to general meetings, shall, mutatis mutandis, apply to every such meeting.	**Power to issue redeemable preference shares**
14. (1)	Where at any time, the Company proposes to increase its subscribed capital by issue of further shares, either out of the unissued capital or the increased share capital, such shares shall be offered: to persons who, at the date of offer, are holders of Equity Shares of the Company, in proportion as near as circumstances admit, to the share	**Further issue of share capital**

	capital paid up on those shares by sending a letter of offer on the following conditions : - the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined the aforementioned offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company; or to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or to any persons, if it is authorized by a special resolution passed by the Company in a General Meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder. The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Members at least 3 (three) days before the opening of the issue. The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act. Notwithstanding anything contained in sub-clause (i) thereof, the further Shares aforesaid may be offered to any persons, if it is authorised by a special resolution, (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the compliance with the applicable provisions of Chapter III and any other conditions as may be prescribed in the Act and the rules made thereunder. The notice referred to in above sub-clause hereof shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least 3 (three) days before the opening of the issue. Nothing in sub-clause above hereof shall be deemed: (a) To extend the time within the offer should be accepted; or (b) To authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the	

	remuneration was first made has declined to take the Shares comprised in the renunciation.	
(2)	Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company. Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.	
(3)	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act and other applicable provisions of the Act and rules framed thereunder.	**Mode of further issue of shares**
	Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable laws.	**Power to make compromise or arrangement**
15. (1)	The Company shall have a first and paramount Lien – (a) on every share (not being a fully paid share) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. Provided further that Company's lien, if any, on such partly paid shares, shall be restricted to money called or payable at a fixed price in respect of such shares.	**Company's lien on shares**
(2)	The Company's Lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. However, a member shall exercise any voting rights in respect of the shares in regard to which the Company has exercised the right of Lien.	**Lien to extend to dividends, etc.**
(3)	Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's Lien.	**Waiver of Lien in case of registration**
16.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a Lien: Provided that no sale shall be made— (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	**As to enforcing Lien by sale**

	registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.	
17. (1)	To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof	**Validity of sale**
(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	**Purchaser to be registered holder**
(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.	**Validity of Company's receipt**
(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale	**Purchaser not affected**
18. (1)	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.	**Application of proceeds of sale**
(2)	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.	**Payment of residual money**
19.	The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to Lien to apply mutatis mutandis to debentures, etc.**
Calls on shares		
20. (1)	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.	**Board may make Calls**
(2)	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.	**Notice of call**
(3)	A call may be revoked or postponed at the discretion of the Board	**Revocation or postponement of call**
21.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.	**Call to take effect from date of resolution**
22.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	**Liability of joint holders of shares**
23. (1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	**When interest on call or instalment payable**
(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	**Board may waive interest**
24. (1)	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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	**Sums deemed to be calls**
(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or	**Effect of nonpayment of sums**

	otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	
(3)	On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the member, in respect of whose Shares the money is sought to be recovered, appears or is entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered, is alleged to have become due on the Shares in respect of which money is sought to be recovered, and that the resolution making the call is duly recorded in the minute book, and that notice, of which call, was duly given to the member or his representatives and used in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, and not that a quorum of Directors was present at the meeting of the Board at which any call was made, and nor that the meeting, at which any call was made, has duly been convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.	**Suit by company for recovery of money against any member**
(4)	Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his Shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.	**Enforcing forfeiture of shares by Company**
25.	The Board – (a) may, if it thinks fit, subject to the provisions of the Act, 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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. The Directors may at any time repay the amount so advanced.	**Payment in anticipation of calls may carry interest**
26.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	**Instalments on shares to be duly paid**
27.	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	**Calls on shares of same class to be on uniform basis**
28.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to calls to apply mutatis mutandis to debentures, etc.**
29.	Dematerialization	
	Notwithstanding anything contained in the Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities	**Dematerialization Of Securities**

	and offer such shares, debentures and other securities in a dematerialised form pursuant to the Depositories Act 1996. Notwithstanding anything contained in the Articles, and subject to the provisions of the law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialise the shares, which are in dematerialised form. Every Person subscribing to the shares offered by the Company shall have the option to receive share certificates or to hold the shares with a Depository. Where Person opts to hold any share with the Depository, the Company shall intimate such Depository of details of allotment of the shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such shares. Such a Person who is the beneficial owner of the shares can at any time opt out of a Depository, if permitted by the law, in respect of any shares in the manner provided by the Depositories Act 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of shares. In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act 1996 shall apply. If a Person opts to hold his shares with a Depository, the Company shall intimate such Depository the details of allotment of the shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the shares. All shares held by a Depository shall be dematerialised and shall be in a fungible form. (a) Notwithstanding anything to the contrary contained in the Act or the Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of shares on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of shares held by it. Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such shares and shall also be deemed to be a shareholder of the Company. The beneficial owner of the shares shall be entitled to all the liabilities in respect of his shares which are held by a Depository. The Company shall be further entitled to maintain a register of members with the details of members holding shares both in material and dematerialised form in any medium as permitted by law including any form of electronic medium. Notwithstanding anything in the Act or the Articles to the contrary, where shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by law from time to time. Nothing contained in the Act or the Articles regarding the necessity to have distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.	
Transfer of shares		

30. (1)	A common form of transfer shall be used and the instrument of transfer of any share in the Company shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and shall be duly stamped and delivered to the Company within the prescribed period and all provisions of section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. Every instrument of transfer shall be in writing and all provisions of the Act, the rules and applicable laws shall be duly complied with. The instrument shall also be duly stamped, under the relevant provisions of the Law, for the time being, in force, and shall be signed by or on behalf of the transferor and the transferee, and in the case of Share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint holders or by all such joint transferees, as the case may be.	**Instrument of transfer to be executed by transferor and transferee**
(2)	The Company shall keep the "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any Share. 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.	**Register of transfer**
31.	The Board may, subject to the right of appeal conferred by the section 58 of the Act decline to register – (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a Lien. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.	**Board may refuse to register transfer**
32.	The Board may decline to recognize any instrument of transfer unless- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under sub-section (1) of section 56 of the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.	**Board may decline to recognize instrument of transfer**
33.	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: 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.	**Transfer of shares when suspended**

33A	Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of Article 32, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.	**Notice of refusal to register transfer**
34.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.**
35.	An application for the registration of a transfer of Shares in the Company may be made either by the transferor or the transferee. Where such application is made by a transferor and relates to partly paid Shares, the Company shall give notice of the application to the transferee. The transferee may, within two weeks from the date of the receipt of the notice and not later, object to the proposed transfer. The notice to the transferee shall be deemed to have been duly given, if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered at the time when it would have been delivered in the ordinary course of post.	**Application for registration of transfer of shares**
Transmission of shares		
36. (1)	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 recognized by the Company as having any title to his interest in the shares.	**Title to shares on death of a member**
(2)	Nothing in clause (1) 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.	**Estate of deceased member liable**
(3)	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 – (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.	**Transmission Clause**
(4)	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.	**Board's right unaffected**

37. (1)	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.	**Right to election of holder of share**
(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	**Manner of testifying election**
(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	**Limitations applicable to notice**
38.	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.	**Claimant to be entitled to same advantage**
39.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company	**Provisions as to transmission to apply mutatis mutandis to debentures, etc.**
39A	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document	**No fee for transfer or transmission**
Nomination by security holder		
	(i) Every holder of Securities in the Company may, at any time, nominate, in the prescribed manner, a person to whom his Securities in the Company, shall vest in the event of his death. (ii) Where the Securities in the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all the rights in the Securities in the Company shall vest in the event of death of all joint holders. (iii) Notwithstanding anything contained in these Articles or any other law, for the time being, in force, or in any disposition, whether testamentary or otherwise, in respect of such Securities in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Securities in the Company, the nominee shall, on the death of the Shareholders of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such securities in the Company, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. (iv) In the case of fully paid up Securities in the Company, where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint in the prescribed manner any person, being a guardian, to become entitled to Securities in the Company, in the event of his death, during the minority.	**Manner of nomination by security holder**

	(i) Any person who becomes a nominee by virtue of the provisions of the preceding Article, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the Share(s); or (b) to make such transfer of the Share(s) as the deceased Shareholder could have made. (ii) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share(s), himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, and such notice shall be accompanied with the death certificate of the deceased shareholder. (iii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer has been signed by that Shareholder. (iv) A person, being a nominee, becoming entitled to a Share by reason of the death of the holder, shall be entitled to the same dividends and other advantages which he would be entitled if he were the registered holder of the Share except that he shall not, before being registered a member in respect of his 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(s) and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Share(s) or until the requirements of the notice have been complied with.	
Forfeiture of shares		
40.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, 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 or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	**If call or instalment not paid notice must be given**
41.	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.	**Form of Notice**
42.	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. Subject to the provisions of the Act, such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.	**In default of payment of shares to be forfeited**

43.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members. But no forfeiture shall be, in any manner, invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.	**Entry of forfeiture in register of members**
44.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	**Effect of forfeiture**
45. (1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.	**Forfeited shares may be sold, etc.**
(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	**Cancellation of forfeiture**
46. (1)	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, and shall 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.	**Members still liable to pay money owing at the time of forfeiture**
(2)	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.	**Cesser of liability**
47. (1)	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;	**Certificate of forfeiture**
(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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	**Title of purchaser and transferee of forfeited shares**
(3)	The transferee shall thereupon be registered as the holder of the share; and	**Transferee to be registered as holder**
(4)	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, re-allotment or disposal of the share	**Transferee not affected**
48.	Upon any sale after forfeiture or for enforcing a Lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	**Validity of sales**
49.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	**Cancellation of share certificate in respect of forfeited shares**
50.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	**Surrender of share certificates**

51.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	**Sums deemed to be calls**
52.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	**Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.**
Alteration of capital		
53.	Subject to the provisions of the Act, the Company may, by ordinary resolution - (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum; (e) 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.	**Power to alter share capital**
54.	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 Articles 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, voting 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 these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/ "member" shall include "stock" and "stock-holder" respectively. The Company, by resolution in general meeting, may convert any paid-up Shares into stock, or may, at any time, reconvert any stock into paid up Shares of any denomination.	**Right of stockholders**

	The notice of such conversion of Shares into stock or reconversion of stock into Shares shall be filed with the Registrar of Companies as provided in the Act.	
54 A	Share warrants- The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, under the Seal of the Company, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein. (i) fact of the issue of the warrant. (ii) a statement of the Shares or stock included in the warrant distinguishing each Share by its number, and (iii) the date of the issue of the warrant. A Share warrant shall entitle the bearer to the Shares or stock included in it, and, notwithstanding anything contained in these articles, the Shares or stock shall be transferred by the delivery of the Share-warrant, and the provisions of the regulations of the Company with respect to transfer and transmission of Shares shall not apply thereto. The bearer of a Share-warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such fees, as the Directors may, from time to time, prescribe, be entitled, subject to the discretion of the Directors, to have his name entered as a member in the Register of Members in respect of the Shares or stock included in the warrant. The bearer of a Share-warrant shall not be considered to be a member of the Company and accordingly save as herein otherwise expressly provided, no person shall, as the bearer of Share-warrant, sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company of meetings or otherwise, or qualified in respect of the Shares or stock specified in the warrant for being a director of the Company, or have or exercise any other rights of a member of the Company. The Directors may, from time to time, make rules as to the terms on which, if they shall think fit, a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss, or destruction.	**Issue of share warrants and rights of holder of share warrants**
55.	The Company may, by special resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or	**Reduction of capital**

	(d) any other reserve in the nature of share capital.	
56.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	**Joint holders**
	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	**Liability of Joint holders**
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	**Death of one or more joint-holders**
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	**Receipt of one Sufficient**
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	**Delivery of certificate and giving of notice to first named holder**
	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	**Vote of joint holders**
	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	**Executors or administrators as joint holders**
	(f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	**Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.**
Capitalization of profits		
57. (1)	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalize 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 (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	**Capitalization**
(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;	**Sum how applied**

	(B) paying up in full, unissued shares or other securities 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).	
(3)	Subject to the provisions of the act, securities premium account , a capital redemption reserve account or free reserves , for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;	**Source of issue of bonus issue**
(4)	The Board shall give effect to the resolution passed by the Company in pursuance of these Article.	**Articles to be considered at the time of passing of Resolution**
58. (1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall – (a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally do all acts and things required to give effect thereto.	**Powers of the Board for capitalization**
(2)	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value so fixed or that fraction of value less than Rs.10/- (Rupees Ten Only) may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalised funds, as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act and the Board may appoint any person to sign such contract, on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective. or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.	**Board's power to issue fractional certificate/ coupon etc.**
(3)	Any agreement made under such authority shall be effective and binding on such members.	**Agreement binding on members**
(4)	A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company, not subject to charge for income tax, be distributed among the members on the footing that they receive the same as capital.	**Surplus money to be distributed to the members**
Buy-back of shares		

59.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other Applicable Laws for the time being in force, the Company may purchase its own shares or other specified securities. The Company may purchase its own Shares or other specified securities out of free reserves, the securities premium account or the proceeds of issue of any Share or specified securities. Subject to the provisions contained in sections 68 to 70 and all applicable provisions of the Act and subject to such approvals, permissions, consents and sanctions from the concerned authorities and departments, including the SEBI, Registrar and the Reserve Bank of India, if any, the Company may, by passing a special resolution at a general meeting, purchase its own Shares or other specified securities from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots), and/or the securities issued to the employees of the Company pursuant to a scheme of stock options or sweat Equity, from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose, on such terms, conditions and in such manner as may be prescribed by law from time to time; provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time.	**Buy-back of shares**
General meetings		
60.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	**Extraordinary general meeting**
61.	The Board may, whenever it thinks fit, call an extraordinary general meeting.	**Powers of Board to call extraordinary general meeting**
61A	The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition, in writing, by any member or members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of such of the paid-up capital as at that date carries the right of voting in regard to the matter, in respect of which the requisition has been made. Any valid requisition so made by the members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office, provided that such requisition may consist of several documents, in like form, each of which has been signed by one or more requisitionists. Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of the requisition, being deposited at the office, to cause a meeting to be called on a day not later than 45 (Forty-five) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of deposit of the requisition, the requisitionists, or such of their number as represent either a majority in value of the paid up Share capital held by all of them or not less than one-tenth of such of the paid up Share Capital of the Company as is referred to in Section 100(4) of the Act, whichever is less, may themselves call the meeting, but, in either case, any meeting so called shall be held within 3 (Three) months or such	**Calling of Extra-ordinary General Meeting**

	other period, as may be prescribed, from time to time, under the Act, from the date of the delivery of the requisition as aforesaid. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible as that in which such meetings are to be called by the Board.	
Proceedings at general meetings		
62.	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.	**Presence of Quorum**
63.	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	**Business confined to election of Chairperson whilst chair vacant**
63 (A)	Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.	**Gap between two Annual General Meetings**
63 (B)	Every Annual General Meeting shall be called for a time during business hours i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday, and shall be held at the Office of the Company or at some other place within the city, in which the Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.	**Time for Annual General Meeting**
	At least 21 (Twenty-one) days' notice, of every general meeting, Annual or Extra-ordinary, and by whomsoever called, specifying the day, date, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, provided that in the case of an General Meeting, with the consent of members holding not less than 95 per cent of such part of the paid up Share Capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting of the Shareholders of the Company, if any business other than (i) the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon (ii) the declaration of dividend, (iii) appointment of directors in place of those retiring, (iv) the appointment of, and fixing the remuneration of, the Auditors, is to be transacted, and in the case of any other meeting, in respect of any item of business, a statement setting out all material facts concerning each such item of business, including, in particular, the nature and extent of the interest, if any, therein of every director and manager, if any, where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company or every director and manager, if any, of the Company shall also be set out in the statement if the extent of such Share-holding interest is not less than such percent, as may be prescribed, from time	**Dispatch of documents before Annual General Meeting**

	to time, under the Act, of the paid-up Share Capital of that other Company. Where any item of business consists of the according of approval of the members to any document at the meeting, the time and place, where such document can be inspected, shall be specified in the statement aforesaid. The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof shall not invalidate any resolution passed at any such meeting. No general meeting, whether Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.	
64.	The quorum for a general meeting shall be as provided in the Act.	**Quorum for general meeting**
65.	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, by poll or electronically, choose one of their members to be Chairperson of the meeting.	**Members to elect a Chairperson**
66.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	**Casting vote of Chairperson at general meeting**
67. (1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	**Minutes of proceedings of meetings and resolutions passed by postal ballot**
(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting – (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.	**Certain matters not to be included in Minutes**
(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	**Discretion of Chairperson in relation to Minutes**
(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	**Minutes to be Evidence**
68. (1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during business hours on all working days.	**Inspection of minute books of general meeting**
(2)	A body corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by, the applicable provisions of the Act.	**When body corporate is member of the company**
(3)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed	**Members may obtain copy of minutes**

	by the Board, with a copy of any minutes referred to in clause (1) above.	
Adjournment of meeting		
69. (1)	The Chairman, with the consent of the meeting, may adjourn any meeting, from time to time, and from place to place, in the city or town, in which the office of the Company is situated	**Chairperson may adjourn the meeting**
(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	**Business at adjourned meeting**
(3)	If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, it shall stand adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called adjourned to such time on the following day or such other day and to such place, as the Board may determine, and, if no such time and place be determined, to the same day in the next week, at the same time and place in the city or town in which the office of the Company is, for the time being, situate, as the Board may determine, and, if at such	**Adjournment in case quorum is not present**
(4)	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.	**Notice of adjourned meeting**
(5)	Save as aforesaid, and save as provided in 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.	**Notice of adjourned meeting not required**
Voting rights		
70.	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. (c) every member, not disqualified by these articles shall be entitled to be present, speak and vote at such meeting, and, on a show of hands, every member, present in person (d) Provided, however, if any preference Shareholder be present at any meeting of the Company, subject to the provision of section 47, he shall have a right to vote only on resolutions, placed before the meeting, which directly affect the rights attached to his Preference Shares.	**Entitlement to vote on show of hands and on poll**
71.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. (The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company	**Voting through electronic means**
72. (1)	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. The proxy so appointed shall not have any right to speak at the meeting.	**Vote of joint holders, proxy**

	Several executors or administrators of a deceased member in whose name Shares stand shall, for the purpose of these Articles, be deemed joint holders thereof.	
(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members. Such person shall alone be entitled to speak and to vote in respect of such Shares, but the other of the joint holders shall be entitled to be present at the meeting.	**Seniority of names**
73.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	**How members non compos mentis and minor may vote**
74.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the result of the show of hands, by any member or members present in person or by proxy and holding Shares in the Company, which confer a power to vote on the resolution not being less than one-tenth or such other proportion as may statutorily be prescribed, from time to time, under the Act, of the total voting power, in respect of the resolution or on which an aggregate sum of not less than Rs. 500,000/- or such other sum as may statutorily be prescribed, from time to time, under the Act, has been paid up, and unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or has been lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution. If a poll is demanded as aforesaid, the same shall subject to the clause herein with respect to the election of chairman and question of adjournment of meeting hereunder, be taken at such place as may be decided by the Board, at such time not later than 48 (Forty-eight) hours from the time when the demand was made and place in the city or town in which the office of the Company is, for the time being, situated, and, either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons, who made the demand. Where a poll is to be taken, the Chairman of the meeting shall appoint one or, at his discretion, two scrutinisers, who may or may not be members of the Company to scrutinise the votes given on the poll and to report thereon to him, subject to that one of the scrutinisers so appointed shall always be a member, not being an officer or employee of the Company, present at the meeting, provided that such a member is available and willing to be appointed. The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutiniser from office and fill the vacancy so caused in the office of a scrutiniser arising from such removal or from any other cause. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment of the meeting shall be taken forthwith at the same meeting.	**Voting by poll**

	The demand for a poll, except on questions of the election of the Chairman and of an adjournment thereof, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes, he uses No objections shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, or not disallowed at such meeting or on a poll, shall be deemed as valid for all purposes of such meeting or a poll whatsoever.	
75.	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 or in regard to which the Company has exercised any right of Lien.	**Restriction on voting rights**
76.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	**Restriction on exercise of voting rights in other cases to be void**
77.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	**Equal rights of members**
Proxy		
78. (1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. A member, present by proxy, shall be entitled to vote only on a poll.	**Member may vote in person or otherwise**
(2)	The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarized 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, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be a valid after the expiration of 12 (Twelve) months or such other period as may be prescribed under the Laws, for the time being, in force, or if there shall be no law, then as may be decided by the Directors, from the date of its execution.	**Proxies when to be deposited**
79.	An instrument of Proxy may state the appointment of a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting. An instrument appointing a proxy shall be in the form as prescribed in the Rules. Every Instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances thereto will admit, be in any of the forms as may be prescribed from time to time	**Form of proxy**
80.	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:	**Proxy to be valid notwithstanding death of the principal**

	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.	
80 (A)	Every proxy, whether a member or not, shall be appointed, in writing, under the hand of the appointer or his attorney, or if such appointer is a body corporate under the common seal of such corporate, or be signed by an officer or officers or any attorney duly authorised by it or them, and, for a member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, any committee or guardian may appoint such proxy.	**Manner of appointment of proxy**
Board of Directors		
81.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than fifteen (fifteen), provided that the Company may appoint more than fifteen directors after passing a special resolution. The Company shall have at the minimum such number of independent Directors on the Board of the Company, as may be required in terms of the provisions of applicable law. In addition, not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Company shall have such number of Independent Directors on the Board or Committees of the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI Listing Regulations or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.	**Board of Directors**
81A	The Directors shall not be required to hold any qualification shares in the Company.	**Qualification shares**
82. (1)	The Board of Directors shall appoint the Chairperson of the Company. The same individual may, at the same time, be appointed as the Chairperson as well as the Managing Director of the Company.	**Chairperson and Managing Director**
(2)	At every Annual General Meeting of the Company, one-third of such of the Directors, for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from Office. The Independent, Nominee, Special and Debenture Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of directors to retire, subject to Section 152 and other applicable provisions, if any, of the Act. If the Managing Director ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director. Subject to Section 152 of the Act, the directors, liable to retire by rotation, at every annual general meeting, shall be those, who have been longest in Office since their last appointment, but as between the persons, who became Directors on the same day, and those who are liable to retire by rotation, shall, in default of and subject to any agreement among themselves, be determined by lot.	**Directors liable to retire by rotation**

	A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires. Subject to Section 152 of the Act, the Company, at the general meeting at which a director retires in manner aforesaid, may fill up the vacated Office by electing a person thereto. If the place of retiring director is not so filled up and further the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day, which is not a public holiday, at the same time and place. If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meetings, unless:- (a) at that meeting or at the previous meeting, resolution for the re-appointment of such director has been put to the meeting and lost; (b) the retiring director has, by a notice, in writing, addressed to the Company or its Board, expressed his unwillingness to be so re-appointed; (c) he is not qualified, or is disqualified, for appointment. (d) a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or (e) Section 162 of the Act is applicable to the case.	
83. (1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	**Remuneration of Directors**
(2)	The remuneration payable to the directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.	**Remuneration to require members' consent**
(3)	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— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company. (c) and if any director be called upon to go or reside out of the ordinary place of his residence for the Company's business, he shall be entitled to be repaid and reimbursed of any travelling or other expenses incurred in connection with business of the Company. The Board may also permit the use of the Company's car or other vehicle, telephone(s) or any such other facility, by the director, only for the business of the Company.	**Travelling and other expenses**
(4)	Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred	**Sitting Fees**
Appointment and Remuneration of Directors		

84.	Subject to the provisions of section 196, 197 and read with schedule V of the Companies Act, 2013 and other provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Director or Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission or paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, or in any other manner, as may be, from time to time, permitted under the Act or as may be thought fit and proper by the Board or, if prescribed under the Act, by the Company in general meeting. The Board shall have the power to pay remuneration to such director for his services rendered. Subject to the superintendence, directions and control of the Board, the Managing Director or Managing Directors shall exercise the powers, except to the extent mentioned in the matters, in respect of which resolutions are required to be passed only at the meeting of the Board, under Section 179 of the Act and the rules made thereunder	**Appointment**
85.	Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.	**Independent Director**
86. (1)	Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.	**Remuneration**
(2)	Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director	**Payment for Extra Service**
87.	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.	**Execution of negotiable instruments**
88. (1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	**Appointment of additional directors**
(2)	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.	**Duration of office of additional director**
89. (1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No	**Appointment of alternate director**

	person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	
(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India	**Duration of office of alternate director**
(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	**Re-appointment provisions applicable to Original Director**
90. (1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	**Appointment of director to fill a casual vacancy**
(2)	The director so appointed shall hold office only up to the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	**Duration of office of Director appointed to fill casual vacancy**
(3)	The office of director shall be vacated, pursuant to the provisions of section 164 and section 167 of the Companies Act, 2013. Further, the Director may resign his office by giving notice to the Company pursuant to section 168 of the Companies Act, 2013 Subject to the provisions of Section 149 of the Act, the Company may, by special resolution, from time to time, increase or reduce the number of directors, and may alter their qualifications and the Company may, subject to the provisions of Section 169 of the Act, remove any director before the expiration of his period of Office and appoint another qualified person in his stead. The person so appointed shall hold Office during such time as the director, in whose place he is appointed, would have held, had he not been removed.	**Manner of vacation of office of director**
(4)	If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any person or persons shall have power to nominate a director of the Company, then in the case of any and every such issue of Debentures, the person or persons having such power may exercise such power, from time to time, and appoint a director accordingly. Any director so appointed is hereinafter referred to as "the Debenture Director". A Debenture Director may be removed from Office, at any time, by the person or persons in whom, for the time being, is vested the power, under which he was appointed, and another director may be appointed in his place. A Debenture Director shall not be required to hold any qualification Share(s) in the Company.	**Debenture Director**
(5)	(i) No person, not being a retiring director, shall be eligible for appointment to the office of director at any general meeting unless he or some member, intending to propose him, has, not less than 14 (Fourteen) days or such other period, as may be prescribed, from time to time, under the Act, before the meeting, left at the Office of the Company, a notice, in writing, under his hand, signifying his candidature for the Office of director or an intention of such member to propose him as a candidate for that office, along with a deposit of Rupees One lakh or such other amount as may be prescribed, from time to time, under the Act, which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.	**Right of Persons Other than retiring Directors to Stand for Directorship**

	(ii) Every person, other than a director retiring by rotation or otherwise or a person who has left at the Office of the Company a notice under Section 160 of the Act signifying his candidature for the Office of a director, proposed as a candidate for the Office of a director shall sign and file with the Company, the consent, in writing, to act as a director, if appointed. (iii) A person, other than a director re-appointed after retirement by rotation immediately on the expiry of his term of Office, or an Additional or Alternate Director, or a person filling a casual vacancy in the Office of a director under Section 161 of the Act, appointed as a director or reappointed as a director immediately on the expiry of his term of Office, shall not act as a director of the Company, unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent, in writing, to act as such director.	
(6)	The Company shall keep at its Office a Register containing the particulars of its directors and key managerial personnel and their shareholding as mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects. Every director and Key Managerial Personnel within a period of thirty days of his appointment, or relinquishment of his office, as the case may be, disclose to the company the particulars specified in sub-section (1) of section 184 relating to his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association which are required to be included in the register under that section 189 of the Companies Act, 2013.	**Register of Directors and key Managerial Personnel and their Shareholding**
(7)	(iii) Subject to the provisions of the Act, a director, who is neither in the Whole-time employment nor a Managing Director, may be paid remuneration either; (a) by way of monthly, quarterly or annual payment with the approval of the Central Government; or (b) by way of commission, if the Company, by a special resolution, authorises such payment. (iv) The fee payable to a director, excluding a Managing or Whole time Director, if any, for attending a meeting of the Board or Committee thereof shall be such sum, as the Board may, from time to time, determine, but within and subject to the limit prescribed by the Central Government pursuant to the provisions, for the time being, under the Act.	**Remuneration of director who is neither in the Whole-time employment nor a Managing Director**
Powers of Board		
91. (1)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other Applicable Laws and of the Memorandum and these Articles and to any regulations, not being inconsistent with the Memorandum and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	**General powers of the Company vested in Board**
(2)	Without prejudice to the general powers as well as those under the Act, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles or otherwise, it is hereby declared that the Directors shall have, inter alia, the following powers, that is to say, power -	**Powers of the Board**

	(i) to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company; (ii) to pay and charge, to the account of the Company, any commission or interest lawfully payable thereon under the provision of the Act; (iii) subject to the provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and being in the interests of the Company, and in any such purchase or other acquisition to accept such title or to obtain such right as the directors may believe or may be advised to be reasonably satisfactory; (iv) at their discretion and subject to the provisions of the Act, to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in Shares, Bonds, Debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid up, with such amount credited as paid up thereon, as may be agreed upon, and any such bonds, Debentures, mortgages or other securities may either be specifically charged upon all or any part of the properties of the Company and its uncalled capital or not so charged; (v) to secure the fulfilment of any contracts or engagement entered into by the Company or, in the interests or for the purposes of this Company, by, with or against any other Company, firm or person, by mortgage or charge of all or any of the properties of the Company and its uncalled capital, for the time being, or in such manner and to such extent as they may think fit; (vi) to accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, whether under buy-back or otherwise, on such terms and conditions as shall be agreed mutually, and as may be permitted, from time to time, under the Act or any other Law or the Regulations, for the time being, in force, (vii) to appoint any person to accept and hold in trust, for the Company, any property belonging to the Company, in which it is interested, or for any other purposes, and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees; (viii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due and of any differences to arbitration and observe and perform any awards made thereon; (ix) to act on behalf of the Company in all matters relating to bankruptcy and insolvents; (x) to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company; (xi) subject to the applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for	

	the purposes thereof upon such security, not being Shares of this Company, or without security and in such manner, as they may think fit, and from time to time, to vary or realise such investments, save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name; (xii) to execute, in the name and on behalf of the Company, in favour of any director or other person, who may incur or be about to incur any personal liability whether as principal or surety, for the benefit or purposes of the Company, such mortgages of the Company's property, present and future, as they may think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon; (xiii) to determine from time to time, who shall be entitled to sign, on behalf of the Company, bills, invoices, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and or any other document or documents and to give the necessary authority for such purpose, and further to operate the banking or any other kinds of accounts, maintained in the name of and for the business of the Company; (xiv) to distribute, by way of bonus, incentive or otherwise, amongst the employees of the Company, a Share or Shares in the profits of the Company, and to give to any staff, officer or others employed by the Company a commission on the profits of any particular business or transaction, and to charge any such bonus, incentive or commission paid by the Company as a part of the operational expenditure of the Company; (xv) to provide for the welfare of directors or ex-directors, Shareholders, for the time being, or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses or dwellings, or grants of moneys, whether as a gift or otherwise, pension, gratuities, allowances, bonus, loyalty bonuses or other payments, also whether by way of monetary payments or otherwise, or by creating and from time to time, subscribing or contributing to provident and other association, institutions, funds or trusts and by providing or subscribing or contributing towards places of worship, instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance, as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality or place of operations, or of public and general utility or otherwise; (xvi) before recommending any dividend, to set aside out of the profits of the Company such sums, as the Board may think proper, for depreciation or to a Depreciation Fund, or to an Insurance Fund, a Reserve Fund, Capital Redemption Fund, Dividend Equalisation Fund, Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes, including the purposes referred to in the preceding clause, as the Board may, in their absolute discretion, think conducive to the interests of the Company and, subject to the provisions of the Act, to	

	invest the several sums so set aside or so much thereof, as required to be invested, upon such investments, other than shares of the Company, as they may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes, as the Board, in their absolute discretion, think conducive to the interests of the Company, notwithstanding, that the matter, to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and to divide the Reserve Fund into such special funds, as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or divisions of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase of or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, subject to the provisions of the applicable laws, for the time being, in force. (xvii) to appoint and at their discretion, remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants or other employees, in or for permanent, temporary or special services, as they may, from time to time, think fit, and to determine their powers and duties and to fix their salaries, emoluments or remuneration of such amount, as they may think fit. (xviii) to comply with the requirements of any local laws, Rules or Regulations, which, in their opinion, it shall, in the interests of the Company, be necessary or expedient to comply with. (xix) at any time, and from time to time, by power of attorney, under the Seal of the Company, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them; (xx) Subject to the provisions of the Act, for or in relation to any of the matters, aforesaid or otherwise, for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company, as they may consider expedient;	

	(xxi) from time to time, make, vary and repeal bylaws for the regulation of the business of the Company, its Officers and Servants.	
Proceedings of the Board		
92. (1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. Provided, that the Board of Directors shall hold meetings at least once in every three months and at least four times every calendar year in such a manner that not more than one hundred and twenty days (120) days shall intervene between two consecutive meetings of the Board.	**When meeting to be convened**
(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	**Who may summon Board meeting**
(3)	The quorum for a Board meeting shall be as provided in the Act. Provided that where, at any time, the number of interested directors exceeds or is equal to two-thirds of the total strength the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting, being not less than two, shall be the quorum, during such time. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned for 30 minutes in the same day and at same place. A meeting of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, which, by or under the Act or the Articles of the Company, are, for the time being, vested in or exercisable by the Board generally.	**Quorum for Board meetings**
(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time subject to the rules as may be prescribed.	**Participation at Board meetings**
(5)	At least 7 (seven) Days' written notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors. Subject to the provisions of section 173(3) meeting may be called at shorter notice.	**Notice of Board meetings**
93. (1)	Subject to the restrictive provisions of any agreement or understanding as entered into by the Company with any other person(s) such as the collaborators, financial institutions, etc. and save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	**Questions at Board meeting how decided**
(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	**Casting vote of Chairperson at Board meeting**
94.	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 not to act when number falls below minimum**

	directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	
95. (1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	**Who to preside at meetings of the Board**
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting	**Directors to elect a Chairperson**
96. (1)	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.	**Delegation of powers**
(2)	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. All acts done by any such committee of the Board, in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if were done by the Board.	**Committee to conform to Board regulations**
(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under Applicable Laws.	**Participation at Committee meetings**
97. (1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	**Chairperson of Committee**
(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	**Who to preside at meetings of Committee**
98. (1)	A Committee may meet and adjourn as it thinks fit.	**Committee to meet**
(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	**Questions at Committee meeting how decided**
(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	**Casting vote of Chairperson at Committee meeting**
99.	The meetings and proceedings of any meeting of such Committee of the Board, consisting of two or more members, shall be governed by the provisions contained herein for regulating the meetings and proceedings of the meetings of the directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under these Articles 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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	**Acts of Board or Committee valid notwithstanding defect of appointment**
100.	Save as otherwise expressly provided in the Act, a resolution in writing, signed and has been circulated in draft, together with the necessary papers, if any, to all the directors or to all the members of the Committee, then in India, not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be, and to all the directors or to all the members of the Committee, at their usual addresses in India and has been approved, in writing, by such of	**Passing of resolution by Circulation**

	the directors or members of the Committee as are then in India, or by a majority of such of them, as are entitled to vote on the resolution. whether manually or by secure electronic mode, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	
101.(1)	Subject to the provisions of the Act, - A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	**Chief Executive Officer, etc.**
(2)	A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	**Director may be chief executive officer, etc.**
(3)	The Company shall not appoint or employ, at the same time, more than one of the following categories of managerial personnel, namely (i) Managing Director, and (ii) Manager	
(4)	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, 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, chief financial officer.	**Authorisation of act done in respect of any director, chief executive officer, manager, company secretary, chief financial officer**
Registers		
102.	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	**Statutory registers**
103.(1)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.	**Foreign register**
(2)	The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	
Dividends and Reserve		
104.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	**Company in general meeting may declare dividends**

105.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as in their judgement, the position of the Company justifies.	**Interim dividends**
106.(1)	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 applied 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. Subject to the applicable provisions of the Act, no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that :- (i) if the Company has not provided for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years; (ii) if the Company has incurred any loss in any previous financial year or years the amount of loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid as against the profits of the Company for any financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of schedule II of the Act.	**Dividends only to be paid out of profits**
(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	**Carry forward of Profits**
107.(1)	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.	**Division of profits**
(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	**Payments in advance**
(3)	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.	**Dividends to be apportioned**
108.(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by himto the Company, either alone or jointly with any other person or persons, on account of calls or otherwise in relation to the shares of the Company.	**No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom**
(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member or where any person under these articles is entitled to transfer until such person shall become a	**Retention of dividends**

	member in respect of such Shares, or shall duly transfer the same and until such transfer of Shares has been registered by the Company..	
109.(1)	Any dividend, interest, bonus or other monies payable in cash in respect of shares may be paid by electronic mode or 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 but the joint holders of a Share shall be severally as well as jointly liable for the payment of all instalments of calls due in respect of such Share and for all incidents otherwise.	**Dividend how remitted**
(2)	Every such cheque or warrant or pay- slip sent through the post to the registered address of the member or person entitled, or, in the case of joint holders, to that one of them first named in the Register in respect of the joint holdings. It shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay-slip lost in transmission or for any dividend lost to the member or person entitled thereto due to or by the forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.	**Instrument of Payment**
(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	**Discharge to Company**
110.	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.	**Receipt of one holder sufficient**
111.	No dividend shall bear interest against the Company.	**No interest on dividends**
112.	The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	**Waiver of dividends**
113.	Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting decides, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.	**Setting off dividend against calls**
114.	Subject to the applicable provisions, if any, of the Act, a transfer of Shares shall not pass the right to any dividend declared thereon and made effective from the date prior to the registration of the transfer.	**When transfer of share shall not pass dividend right**
Unpaid or unclaimed dividend		
115.(1)	Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "the Unpaid Dividend Account of Scoda Tubes Limited" subject to the applicable provisions of the Act and the Rules made thereunder. The Company shall within a period of ninety days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website	**Transfer of unclaimed dividend**

	of the Company and also on any other website approved by the Central Government, for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.	
(2)	Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.	**Transfer to IEPF Account**
(3)	No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.	**Forfeiture of unclaimed dividend**
Accounts		
116.(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules with respect to :- (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place; (ii) all sales and purchases of goods by the Company; (iii) the assets and liabilities of the Company; (iv) such particulars, if applicable to this Company, relating to utilisation of material and/or labour or to other items of cost, as may be prescribed by the Central Government. Where the Board decides to keep all or any of the books of account at any place, other than the Office of the Company, the Company shall, within 7 (Seven) days, or such other period, as may be fixed, from time to time, by the Act, of the decision, file with the Registrar, a notice, in writing, giving the full address of that other place. The Company shall preserve, in good order, the books of account, relating to the period of not less than 8 (Eight) years or such other period, as may be prescribed, from time to time, under the Act, preceding the current year, together with the vouchers relevant to any entry in such books. Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article, if proper books of account, relating to the transaction effected at the branch office, are kept at the branch office, and the proper summarised returns, made up to day at intervals of not more than 3 (Three) months or such other period, as may be prescribed, from time to time, by the Act, are sent by the branch office to the Company at its Office or other place in India, at which the books of account of the Company are kept as aforesaid. The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain the transactions represented by it. The books of account and other books and papers shall be open to inspection by any director, during business hours, on a working day, after a prior notice, in writing, is given to the Accounts or Finance department of the Company.	**Inspection by Directors**
(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by Applicable Laws or authorized by the Board.	**Restriction on inspection by members**
(3)	The Directors shall, from time to time, in accordance with sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting of the Shareholders of the	**Annual Reports, Financial Statements to be**

	Company, such Balance Sheets, Profit and Loss Accounts, if any, and the Reports as are required by those Sections of the Act. A copy of every such Profit & Loss Accounts and Balance Sheets, including the Directors' Report, the Auditors' Report and every other document(s) required by law to be annexed or attached to the Balance Sheet, shall at least 21 (Twenty-one) days, before the meeting, at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for the holders of any Debentures issued by the Company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such member or trustees being persons so entitled. The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.	**laid in Annual General Meeting and sent to members, trustees. Appointment of various auditors**
Borrowing Powers		
117.	Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of the Company. Any such money may be raised or the payment or repayment 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 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. The Board of Directors shall not except with the consent of the Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of the Company and its free reserves. Subject to the Act and the provisions of these Articles, any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company.	**Power of the Board to borrow monies**
Winding up		
118.	Subject to the applicable provisions of the Act and the Rules made thereunder and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).–	**Winding up of Company**
(a)	If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.	
(b)	For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	

(c)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
Indemnity and Insurance		
119.(a)	Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company from and against all suits, proceedings, cost, charges, losses, damage and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective office except such suits, proceedings, cost, charges, losses, damage and expenses, if any that they shall incur or sustain, by or through their own wilful neglect or default respectively. And it shall include the payment of all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	**Directors and officers right to indemnity**
(b)	Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	**Director, Managing director, Manager, Company Secretary or other officer of the Company shall be indemnified**
(c)	The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	**Insurance**
Secrecy		
120.	(i) Every director, manager, auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with the individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles or the Memorandum of Association of the Company and the provisions of the Act. (ii) Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors, or to require inspection of any books of accounts or documents of the Company or discovery of or any	**Directors, manager, auditor, members, etc to maintain secrecy**

	information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and, which in the opinion of the Directors, it would be inexpedient in the interests of the Company to disclose.	
General Power		
121.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the SEBI Listing Regulations, the provisions of the SEBI Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all its obligations as prescribed under the SEBI Listing Regulations, from time to time.	**General power**

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material, will be attached to the copy of this Red Herring Prospectus which will be delivered to the RoC for filing and are also available at the following weblink www.scodatubes.com Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10:00 a.m. to 05:00 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid / Issue Closing Date (except for such agreements executed after the Bid / Issue Closing Date).

A. Material Contracts for the Issue

1. Issue Agreement dated September 30, 2024, entered amongst our Company and the Book Running Lead Manager.
2. Registrar Agreement dated September 28, 2024, entered amongst our Company and the Registrar to the Issue.
3. Service Provider cum Ad Agency Agreement dated September 28, 2024, entered amongst our Company and ad agency
4. Cash Escrow and Sponsor Bank Agreement dated May 22, 2025 entered amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Member, the Escrow Collection bank, Sponsor Bank, Public Offer Account bank and the Banker(s) to the Issue.
5. Syndicate Agreement dated May 22, 2025 entered amongst our Company, the Book Running Lead Manager, the Syndicate Member, and the Registrar to the Issue.
6. Underwriting Agreement dated [●], entered amongst our Company and the Underwriters.
7. Monitoring Agency Agreement dated May 22, 2025 entered amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of updated MoA and AoA, updated from time to time.
2. Certificate of incorporation dated November 10, 2008 issued to our Company by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli, in the name of Scoda Tubes Limited.
3. Certificate of Commencement of business dated November 12, 2008 issued to our Company by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli.
4. Resolutions of the Board of Directors and Shareholders dated September 10, 2024 and September 18, 2024, respectively in relation to the Issue and other related matters.
5. Resolution passed by the Board of Directors and Shareholders dated September 10, 2024 and September 18, 2024, respectively for appointing Samarth Patel as the Chairman and Whole-time Director of the Company.
6. Resolution passed by the Board of Directors and Shareholders dated September 10, 2024 and September 18, 2024, respectively for appointing Jagrutkumar Patel as the Managing Director of the Company.
7. Resolution of the Board of Directors dated September 30, 2024 approving the DRHP.
8. Resolution of the Board of Directors dated May 22, 2025 approving this Red Herring Prospectus for filing with the RoC, SEBI and Stock Exchanges.
9. Resolution approving the KPI passed by the Audit Committee dated May 22, 2025.
10. Memorandum of Understanding dated February 22, 2022 entered into by our Company, then existing Directors and Shareholders.
11. Certificate dated May 22, 2025 from M/s. Dhirubhai Shah & Co LLP, Chartered Accountants verifying the Key Performance Indicators (KPIs).

12. Consent dated May 22, 2025 from our Statutory Auditors, namely, M/s. Dhirubhai Shah & Co LLP, Chartered Accountants to include their names as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this RHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in in respect of their (a) examination report dated April 17, 2025 on the Restated Financial Information, (b) report dated May 22, 2025 on the statement of special tax benefits; and such consents has not been withdrawn as on the date of this RHP.

13. The examination report dated April 17, 2025 of our Statutory Auditors on the Restated Financial Information, included in the Red Herring Prospectus.

14. The statement of possible special tax benefits on direct taxes and indirect taxes each dated May 22, 2025 from our Statutory Auditors.

15. Certificates dated May 22, 2025 received from M/s. Dhirubhai Shah & Co LLP., Chartered Accountants certifying the, (i) basis of offer price and key performance indicators; (ii) weighted average cost of acquisition, average cost of acquisition and the price at which Equity Shares were acquired in the three years immediately preceding the date of this Red Herring Prospectus; (iii) financial indebtedness; (iv) outstanding dues to MSME creditors, material creditors and other creditors.

16. Valuation report from Chetankumar J Shah , registered valuer, Reg No. 1BBI/RV/06/2020/13505 dated August 02, 2021 to determine the valuation for further issue of Equity Shares under section 62(1)(C) of the Companies Act, 2013.

17. Consents of our Directors, our Chief Financial Officer, our Company Secretary and Compliance Officer, Legal Counsel to our Company, Bankers to our Company, Banker(s) to the Issue, the BRLM, Syndicate Member, and the Registrar to the Issue, Monitoring Agency, Escrow Collection Bank(s), Public Issue Account Bank(s), Refund Bank(s) and Sponsor Bank(s).

18. Certificate dated May 22, 2025 received from Deepak C. Shah, Chartered Engineer certifying the details of installed capacity, actual production and capacity utilisation at our manufacturing facility owned and estimated cost for the Proposed Project.

19. Consent letter dated May 22, 2025 from the independent chartered engineer, Deepak C. Shah , to include their name, as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Red Herring Prospectus as an "expert" as defined under Section 2(38) of the Companies Act, 2013, to the extent and in his capacity as a chartered engineer.

20. Certificate dated May 22, 2025 received from M/s. Dhirubhai Shah & Co LLP., Chartered Accountants certifying the utilization of the Pre-IPO Proceeds.

21. Letter to SEBI from the BRLM dated October 23, 2024 in relation to the Pre-IPO Placement undertaken by the Company along with confirmation on intimations by our Company to Malabar India Fund Limited and Carnelian Bharat Amritkaal Fund that there is no guarantee that our Company may proceed with the Issue or such Issue may be successful.

22. Consent dated May 22, 2025 from Dun & Bradstreet Information Services India Private Limited, an Independent Consultant, issuing the Project Cost Vetting Report dated May 22, 2025 prepared for our Company and to include their name in this Red Herring Prospectus.

23. Consent letter dated May 22, 2025, from CRISIL Limited with respect to Industry Report titled "Stainless Steel Tubes and Pipes".

24. Industry Report titled "Stainless Steel Tubes and Pipes" dated May, 2025, prepared and issued by CRISIL Limited and commissioned for an agreed fee, exclusively for the purpose of this Issue.

25. Copies of annual reports of our Company for the preceding three Fiscals i.e., Fiscals 2024, 2023 and 2022.

26. Due Diligence Certificate dated May 22, 2025 addressed to SEBI from the BRLM.

27. SEBI Final observation letter bearing number SEBI/HO/CFD/RAC-DIL2/P/OW/2025/1601/1 dated January 15, 2025 issued by SEBI.

28. Tripartite agreement dated September 27, 2024 amongst our Company, CDSL and the Registrar to the Issue.

29. Tripartite agreement dated September 28, 2024 amongst our Company, NSDL and the Registrar to the Issue.

30. In-principle listing approvals each dated December 18, 2024 from BSE and NSE.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

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Samarth Patel

Chairman and Whole-time Director

Place: Ahmedabad

Date: May 22, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

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Jagrutkumar Patel

Managing Director

Place: Ahmedabad

Date: May 22, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

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Saurabh Patel

Non-Executive Director

Place: Ahmedabad

Date: May 22, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("SEBI"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

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Piyush Shah

Independent Director

Place: Ahmedabad

Date: May 22, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

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Vipul Patel

Independent Director

Place: Ahmedabad

Date: May 22, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("**SEBI**"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY

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Neha Soni

Independent Director

Place: Ahmedabad

Date: May 22, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the guidelines, regulations or rules issued by the Government of India or the guidelines, or regulations issued by the Securities and Exchange Board of India ("SEBI"), established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Contracts (Regulation) Act, 1956, as amended, the Securities and Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India Act, 1992, as amended, or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Ravi Patel

Chief Financial Officer

Place: Ahmedabad

Date: May 22, 2025